

REASEHEATH COLLEGE BOARD
SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday 10 October 2019 at 2.00pm
Committee Room, Reaseheath Hall

Present: Marcus Clinton, principal (MC)
Colin Baxter, independent (CB)
Dr Elizabeth Harrison, independent (EH)
David Pearson, independent, Chair, (DP)
Alastair Taylor, independent (AT)

In attendance Jackie Schillinger (Clerk) (JS)

Item	Content
1.	WELCOME AND APOLOGIES FOR ABSENCE
1.1	Apologies were received and accepted from Francesca Francis. The meeting was declared quorate.
2.	DECLARATIONS OF INTEREST
2.1	The following declarations were noted <ul style="list-style-type: none"> • MC as a director of DART Limited
3.	MINUTES AND MATTERS ARISING
3.1	The minutes of the meeting held on 6 June 2019 were approved as a correct record and signed by the Chair.
3.2	The rolling action log was considered for assurance. It was agreed to add for completion the requirement to include the subsidiary performance reporting at quality and standards and finance and general purposes committee meetings, which had already been added to those committee agendas this term. Members endorsed the Chair's participation in the Chair's Leadership programme in March 2020, as approved by the board at its last meeting, as an important part of fulfilling the sector well led requirements.
4.	GOVERNANCE SELF-ASSESSMENT REPORT AND DEVELOPMENT PLAN
4.1	JS presented the draft governance self-assessment report and development plan. The report provided an assessment of board performance against its development plan for 2018-19, based on the evidence gained from the various self-assessment processes this year, including the governance self-assessment questionnaire and the Chair's 360 performance questionnaire. Members were reminded that the 2018-19 development plan was based on an audit carried out against the Code of Good Governance for English Colleges in 2018. The committee discussed the self-assessment 2018-19 and development plan 2019-20, as well as a working document on the tracking of the impact of governor link visits/curriculum

<p>4.2</p>	<p>engagement so that governor feedback is fed into the decision-making process and its impact can be evidenced. The key points of discussion/action were:</p> <ul style="list-style-type: none"> -Express the survey feedback in numbers not percentages and have a final push for more responses -Continued and increased focus on teaching and learning and curriculum this year is recommended, with focus on intent, implementation and impact -Governors have become closer to teaching and learning this past year with link visits, learning walks and student forums and this should be built on in the coming year -A shift has been achieved in safeguarding and health and safety reporting and oversight to increase assurance levels in these areas -Employer engagement strategy is a key area of governor focus in the coming year -Access and participation and equality, diversity and inclusion are a key area of governor focus in the coming year - HE strategy is a key area of governor focus in the coming year. <p>RESOLVED: To recommend the self-assessment report and governance development plan to the Board for approval.</p>
<p>5.</p> <p>5.1</p> <p>5.2</p>	<p>MEMBERSHIP REPORT</p> <p>JS presented the membership report including: Board membership and succession planning; Skills analysis summary; Committee membership; Attendance summary. The key issues considered by members were:</p> <ul style="list-style-type: none"> - The current membership register; - Attendance records for consideration; - Recruitment of a member to further strengthen qualified accountancy expertise on the board for succession planning in time for the 2020-21 year (advertising campaign in 2019) - Consideration of the current skills mix on the board to further inform planning - Consideration of Committee membership for 2019-20 and recommendations to the Board - In addition, the recent DART Limited meeting recommended that an independent member (external to the college and DART) is sought for its board as the existing independent member has now stepped down, and further financial expertise would also be useful (external preferably). It was agreed to consider advertising the role as well as asking existing contacts. It was noted that the current Chair of the DART Board will be retiring in the spring term and one of the existing independent governor members would be well placed to take on this role, to be confirmed by the DART board in its February meeting. <p>Following discussion, the committee recommended:</p> <ul style="list-style-type: none"> - Prof Gary Crowe to join the HE Committee and that further work this year on the HE strategy will be very important, and the audit committee should also look at the HE strategic environment risk and seek to quantify this risk financially - Financial expertise be retained with Jon Furber asked if he may be happy to take up an advisory Associate Governor post when his term comes to an end, with further recruitment of an accountant to the full board this year as well - IT expertise and HR expertise to be considered at the next opportunity to recruit once spaces are available - The company subsidiary should seek to recruit an external non-executive director and the role of chair post February 2020 be considered, with one of the governor members to take on this role.

<p>6.</p> <p>6.1</p> <p>6.2</p> <p>6.3</p>	<p>GOVERNANCE CYCLE OF BUSINESS</p> <p>JS presented the annual governance business cycle for approval, explaining that it should be useful for all governors to help to understand why reports are coming to them and to have an overall view of their responsibilities. Some minor amendments to ensure the document was up to date were suggested in the meeting.</p> <p>JS presented the draft forward plan of business for 2019-20, setting out all the meetings in the coming year and the expected content, informing agenda preparation. Subject to checking that the outstanding policy approvals for Finance and General Purposes Committee were covered, members were content to approve for recommendation to the Board for approval.</p> <p>RESOLVED: The annual governance business cycle and the forward plan of business 2019-20 recommended to the Board for approval.</p>
<p>7.</p> <p>7.1</p> <p>7.2</p>	<p>REVIEW OF GOVERNANCE DOCUMENTS</p> <p>JS presented the annual review of governance documents. Members approved the review recommendations and provided some detailed input to ensure they are fully updated before the documents are presented to the board for approval. It was agreed that the statement on student engagement could be updated slightly before publication, to emphasise the link visits more.</p> <p>RESOLVED: To recommend the following to the Board for approval:</p> <ul style="list-style-type: none"> i. The Constitution (Instrument and Articles, Scheme of Delegation, Standing Orders and Terms of Reference) ii. Declaration of Eligibility and Code of Conduct iii. Governor Conflicts of Interests Policy iv. Statement on arrangements for obtaining the views of students and staff.
<p>8.</p> <p>8.1</p> <p>8.2</p>	<p>ITEMS FOR APPROVAL</p> <p>JS presented the amended policy on the reimbursement of governor expenses for approval. She explained the change was to confirm that travel expenses paid to governors would remain at 40p per mile (aligned with the staff rate) but would not drop to 25p after 100 miles of any journey as happens for staff travelling on college business because this impacts disproportionately on only one or two governors who have to travel a long distance to attend meetings at college and not on others. The committee considered the headline rate should be in line with the staff rate but that given the minor impact on the college but substantial impact on one or two governors who give their time voluntarily, they supported the amendment and ratified claims made on this basis.</p> <p>RESOLVED: To recommend the amended Policy on Reimbursement of Governor Expenses to the Board for approval.</p>
<p>9.</p>	<p>SUCCESSION PLANNING</p> <p>MC updated the committee on the upcoming retirement of the Vice Principal and the committee discussed governor involvement in the recruitment process for a senior post holder. It was agreed that MC and JS would firstly take forward the options for using an executive search service and the likely costs so that the Principal and governors could decide on the appropriate recruitment strategy, following the senior postholder recruitment protocol already in place.</p>

<p>10.</p> <p>10.1</p> <p>10.2</p>	<p>MATTERS TO REPORT TO THE BOARD/OTHER COMMITTEES/RISK REGISTER</p> <p>The committee refers to the audit committee for the risk register the monitoring of the HE strategic environment risk and requests that it seek to quantify this risk financially.</p> <p>The committee reports to the Board:</p> <p>Endorsement of the Chair’s participation in the Chair’s Leadership programme in March 2020, as approved by the board at its last meeting, as an important part of fulfilling the sector well led requirements.</p> <p>Recommendation of:</p> <ul style="list-style-type: none"> • Prof Gary Crowe to join the HE Committee; • Governance self-assessment report and governance development plan for approval, noting the introduction of the Chair’s 360 review and the Principal’s 360 review this year as best practice; • Company subsidiary should seek to recruit an external non-executive director and the role of chair post February 2020 be considered, with one of the governor members to take on this role; • Annual governance business cycle and forward plan of business 2019-20 for approval; • Constitution (Instrument and Articles, Scheme of Delegation, Standing Orders and Terms of Reference) for approval; • Declaration of Eligibility and Code of Conduct for approval; • Governor Conflicts of Interests Policy for approval; • Statement on arrangements for obtaining the views of students and staff for approval; • Amended Policy on Reimbursement of Governor Expenses to the Board for approval.
<p>11.</p>	<p>ANY OTHER BUSINESS</p> <p>There was no other business reported to the meeting.</p>
<p>12.</p>	<p>DATE OF NEXT MEETING</p> <p>The date of the next meeting was confirmed as 30 January 2020 at 2pm, to follow Remuneration Committee meeting that will take place at 11.30am.</p>

The meeting closed at 3.45pm

Signed:

Dated: