

REASEHEATH COLLEGE BOARD
SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday 30 January 2020 at 1.00pm
Committee Room, Reaseheath Hall

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

In attendance Jackie Schillinger, company secretary (head of governance) (JS)

Item	Content
<p>1.</p> <p>1.1</p>	<p>WELCOME AND APOLOGIES FOR ABSENCE</p> <p>DP welcomed all to the meeting. Apologies were received and accepted from Alastair Taylor and Francesca Francis. The meeting was declared quorate.</p>
<p>2.</p> <p>2.1</p>	<p>DECLARATIONS OF INTEREST</p> <p>The following declarations were noted:</p> <ul style="list-style-type: none"> - MC as a director of DART Limited - DP in relation to item 3.2 - a potential appointee to the subsidiary board, who is known to DP. DP confirmed that he would take no part in the recruitment process.
<p>3.</p> <p>3.1</p> <p>3.2</p>	<p>MINUTES AND MATTERS ARISING</p> <p>The minutes of the meeting held on 10 October 2019 were confirmed as a correct record and signed by the Chair.</p> <p>Matters arising:</p> <p>-JS confirmed that progress had been made on recruitment of two independent members to join the subsidiary board, to cover quality improvement and financial expertise. EH queried whether making two appointments would be appropriate and JS confirmed that the subsidiary board had requested both external quality and financial expertise and that it would just need to be recognised in the memorandum of understanding. Members considered the CVs of the potential appointees and noted that the subsidiary board was meeting with them to interview and discuss the role. The committee supported the subsidiary in progressing with these appointments, which would be recommended to the March board meeting for approval.</p> <p>-The committee noted that the financial expert may also be considered in the college board's succession planning as the board would lose key financial expertise in August 2020. They agreed that this possibility</p>

	<p>should be progressed this year but should not prevent some targeted advertising to seek to improve ethnic diversity on the governing body and the committee should obtain more information on its geographical catchment as part of this targeted approach. CB noted the importance of this in relation to student intake as well and discussion followed about the challenges of attracting a more ethnically diverse student body within the land-based sector. MC said that this is a key challenge set for land-based colleges by the Office for Students and is reflected in the college's Access and Participation Plan. All agreed that an analysis of our catchment area in relation to the potential demographic should be something that the board considers this year as part of its test and challenge of college equality, diversity and inclusion policy and student admissions.</p>
<p>4.</p> <p>4.1</p> <p>4.2</p> <p>4.3</p> <p>4.4</p> <p>4.5</p>	<p>MEMBERSHIP REPORT</p> <p>The meeting considered the membership report in detail, including board membership and succession planning. The key issues brought to the attention of members were:</p> <ul style="list-style-type: none"> -The current membership register indicates that the current term of Alastair Taylor ends on 31 May 2020, before the next committee meeting. Therefore, the committee needs to consider a recommendation to the board for a third term, for decision at the board meeting on 25 March 2020. -The membership register indicates that Jon Furber and Karol Bailey will end their current terms on 31 July 2020. In terms of Jon, who has served 12 years on the board and will step down in July, the committee may wish to consider asking Jon if he may be interested in an associate governor position. This can be investigated and then decided at the next committee meeting in June 2020. -Succession planning in time for the 2020-21 year - there will be a vacancy for a financially qualified governor from August 2020 and the clerk is progressing recruitment to this position. -Members noted that Vicky Murfin, the co-opted member of Finance and General Purposes Committee has stepped down. <p>On consideration of the report, members supported the re-appointment of Alastair Taylor, currently chair of the Quality and Standards Committee, for a third term of three years from 1 June 2020, to be recommended to the March board meeting.</p> <p>On consideration of the terms of Jon Furber and Karol Bailey, the committee noted that DP had spoken to Karol and she would be very keen to continue for a third term and the committee supported this due to Karol's significant and growing contribution including as EDI link governor and member of the farm steering committee in addition to her usual governor link duties. In relation to Jon, members supported the suggestion that Jon stand down due to his length of service as a governor, but that he remain linked to the college as an associate governor due to his in-depth financial knowledge of the college and its financial strategy, whilst new financial expertise on the board is developed. MC added that he valued Jon's advice and knowledge and would be keen for him to remain as an external adviser in the associate governor position for a period of three years, whilst the college capital build financial strategy works through. DP agreed that he would talk this through with Jon and report back at the next meeting.</p> <p>Members noted that Vicky Murfin had stepped down from her co-opted membership of the Finance and General Purposes Committee and thanked her for her valued contribution over the past two years. It was agreed that a short role description for co-opted members should be produced to supplement the governor role descriptions, for consideration at the next meeting. DP suggested that EH as Vice Chair of the board would be well placed to link with the co-opted members of committees to give them a specific contact person. EH agreed with this suggestion.</p> <p>The committee considered membership of the subsidiary board, with a refresh of membership generally, they considered that it was good governance to refresh the staff member role on the board as the current member had been on the board for five years. It was agreed to recommend to the college board</p>

4.6	<p>that the staff member position on the board be opened up to members of staff to apply, with consideration by members of the subsidiary board and recommendations made to the college board for approval.</p> <p>RESOLVED:</p> <ul style="list-style-type: none"> i. To recommend the re-appointment of Alastair Taylor for a further term of three years from 1 June 2020 to 31 May 2023. ii. To recommend the re-appointment of Karol Bailey for a further term of three years from 1 August 2020 to 31 July 2023. iii. To recommend that the subsidiary company board progresses with the appointment of two independent members and refreshes the staff member position on its board.
5.	<p>GOVERNANCE DEVELOPMENT PLAN REVIEW</p> <p>5.1 JS presented her report evaluating progress on the governance development plan for 2019-20. The meeting considered the actions reported against the governance action plan, in order to provide assurance to the board on progress. All agreed that the report showed good progress against the action plan so far this year and agreed with the need to focus on employer engagement and EDI in the second part of the year to ensure that these actions are progressed.</p> <p>5.2 MC provided some feedback from recent external meetings and the fall-out from the issues at Gateshead college, and he suggested that the executive team and governors should also look to improve the clarity of KPIs and in particular the key financial KPIs that governors should be monitoring. He noted that the executive would bring forward some focused work on this in line with the new ESFA reporting model and this can be discussed with the board at the forthcoming strategy day. Members welcomed this approach and also suggested that a monthly meeting with the Principal and CFO on the management accounts and cash flow monitoring with the chair of Finance and General Purposes Committee and a further financial expert member of that committee would help to provide assurance to the board throughout the year in between meetings.</p>
6.	<p>STRATEGIC PLANNING EVENTS</p> <p>6.1 MC shared the draft agenda for the governor strategic planning event on 24 February 2020. The meeting agreed the draft. The meeting discussed how much time the approval of the ESFA Integrated Financial Model submission would take and all agreed to try to keep this to the essentials in the meeting, with further development on and exploration of the impact of the new reporting model in future meetings. Members suggested that a questionnaire be sent out after the strategy day to gain some feedback on its value.</p> <p>6.2 JS requested ideas for the development/strategy day on 20 May 2020. It was agreed that the following items be considered for inclusion: Employer engagement; EDI; Risk management/board assurance; Business planning update.</p>
7.	<p>CALENDAR OF MEETINGS 2020-21</p> <p>7.1 The draft calendar of meetings for 2020-21 was presented for approval. The meeting approved the draft, subject to checking with DP's diary on a couple of Thursday meetings and re-looking at one meeting as currently included on the draft. Members agreed to the suggestion to move the Remuneration</p>

	committee meeting to the end of the summer term.
7.2	RESOLVED: To recommend the meetings calendar for 2020-21 to the Board for approval.
8.	CONFIDENTIAL MINUTES REVIEW
8.1	JS presented her review of minutes currently recorded under Part B. Members considered and approved the recommendation in the report.
8.2	<p>RESOLVED: The Part B minutes remain confidential as matters which, by reason of their nature, the Corporation is satisfied should be dealt with on a confidential basis and that these reasons remain and are not outweighed by the public interest in disclosure. These items are:</p> <ul style="list-style-type: none"> i. DART Limited Directors Meeting Minutes (previously agreed by the Board as commercially sensitive); ii. Commercial matters covering the sale of land at Kingsley Fields and the on-going commercial relationship for the period of the completion agreement and the associated capital projects funding strategy which remain commercially sensitive; iii. Remuneration Committee Minutes, which remain confidential; iv. Minutes relating to the confidential strategic options discussions and working groups relating to the strategic partnership agreement with University of Chester and the Federation Agreement and potential merger negotiations with North Shropshire College. Noting that the government has published its Cheshire and Warrington Area Review report which provides sufficient information on decisions and rationale to satisfy the public interest in relation to the area review and that the outcome of the unsuccessful merger negotiations has been publicly communicated by the College; v. Minutes relating to a named person employed by the institution.
9.	MATTERS TO REPORT TO THE BOARD/OTHER COMMITTEES
9.1	<p>It was agreed that the Chair would report the following key items to the board for approval:</p> <ul style="list-style-type: none"> - Recommendation on the re-appointment of Alastair Taylor for a further term of three years from 1 June 2020 to 31 May 2023. - Recommendation on the re-appointment of Karol Bailey for a further term of three years from 1 August 2020 to 31 July 2023. - Recommendation that the subsidiary company board progresses with the appointment of two independent members and refreshes the staff member position on its board. - Recommendation of the meetings calendar for 2020-21. - Good progress on the governance development plan. - Review of confidential minutes received. - Recommendation of monthly meeting on the management accounts and cash flow monitoring with the chair of Finance and General Purposes Committee and a further financial expert member of that committee for assurance to the board throughout the year in between meetings.
10.	ANY OTHER BUSINESS
10.1	No other business was reported

11.	DATE OF NEXT MEETING
11.1	The date of the next meeting was confirmed as 4 June 2020 at 2pm in the Committee Room.

The meeting closed at 2.35pm.

Signed:

Dated: