

REASEHEATH COLLEGE BOARD
SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday 4 June 2020 at 2.00pm
Via MSTeams

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

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

Part A unless stated

Item	Content
1.	WELCOME AND APOLOGIES FOR ABSENCE
1.1	The Chair welcomed all to the meeting. There were no apologies for absence. AT had indicated he would join the meeting a little late due to over-running of a previous meeting. The meeting was quorate.
2.	DECLARATIONS OF INTEREST
2.1	DP declared an interest in item 4 in relation to the discussion of a potential board member and he took no part in the discussion leading to the decision on this item. The meeting remained quorate for this part to the meeting.
3.	MINUTES AND MATTERS ARISING
3.1	The minutes of the meeting held on 30 January 2020 were approved as a correct record and the action log reviewed for assurance.
4.	MEMBERSHIP REPORT
4.1	The Committee considered the membership report, including the following items: -Appointment of the VC of the University in line with the strategic alliance to be recommended at the July meeting. An initial induction Teams meeting is taking place before the meeting. -Succession planning for qualified accountancy expertise on the Board going forward was considered and it was decided to recommend that Jon Furber be appointed to an associate advisory position when he steps down from the Board at the end of July, to ensure continuity for a further year. In addition, the potential member who has been interviewed in relation to the subsidiary board be offered an associate

	<p>role on the Board for one year, with possible succession as a member of the Board in due course.</p> <p>-A co-opted committee member role description was approved with Liz Harrison being the link governor with the co-opted members, with this link role to be further articulated to involve an annual discussion following the format of the governor one to one reviews, and then communicated to the co-opted members of committees.</p> <p>-The committee structure was reviewed and the self-assessment in the summer will request feedback from members on their committee memberships so that vacancies can be considered and filled in the autumn term.</p> <p>-The Committee noted that the subsidiary company governor recruitment is progressing, with two potential members interested in becoming involved from the summer onwards. It was confirmed that with Dave Kynaston’s retirement, Matt Gower will be joining the subsidiary board at its next meeting, which is an ex officio appointment as set out in the memorandum of understanding.</p> <p>-the Committee noted the retirement of Charlie Woodcock from the University and therefore the College Board and considered whether it might be appropriate to suggest one place on each governing body going forwards with a nominated deputy to support high levels of attendance. Members agreed to explore this with the VC at the forthcoming meeting and then take a recommendation to the College Board in due course.</p> <p>4.2 RESOLVED: The Committee recommends</p> <p>i. The appointment of Professor Eunice Simmons, Vice Chancellor of the University of Chester as a member of the Reaseheath College Board for a period of three years from 1 August 2020</p> <p>ii. Associate member positions be offered to Jon Furber and Paul Weston for a period of one year from 1 August 2020</p> <p>4.3 RESOLVED: The Co-opted Committee Member role description is approved.</p>
<p>5.</p> <p>5.1</p>	<p>GOVERNANCE DEVELOPMENT PLAN REVIEW</p> <p>The Committee reviewed the Governance Development Plan 2019-20, including the following items:</p> <p>-The Committee reviewed the evidence of actions planned or in place as part of the governance action plan and considered that good progress had been made in what has been an unprecedented year. FF noted that the Higher Education Committee still needed to see a fully articulated marketing plan and it was agreed that the development plan be amended slightly to clarify this.</p> <p>-In terms of the COVID-19 pandemic, the Committee considered the changes to governance process that had taken place as a result. The Company Secretary provided assurance that the Corporation’s constitution allows video and telephone conferencing meetings and written resolutions and so the Corporation has been able to adapt to the current situation well. She noted that the Corporation is using MTeams now for meetings and a training programme was arranged to support governors to get up and running on Teams. The Committee considered that governance has remained proactive and effective during the current situation with regular COVID-19 Monitoring Teams meetings with written briefings in advance, daily college updates from the Principal, a farm update meeting via Teams with the farm manager and those governors with farming expertise and governor approvals obtained for key decisions such as the use of the furlough scheme. The Company Secretary noted that a remote meeting survey had been sent out and results indicate that governors consider the current remote governance arrangements as effective and allowing good governance to continue. Respondents indicated that they felt they were being kept up to date and information and meetings were very effective. The Committee agreed that as the Corporation is now entering the committee and board meeting season it will be important to continue to review governance processes this term and in the self-assessment at year end.</p>

<p>6.</p> <p>6.1</p> <p>6.2</p> <p>6.3</p> <p>6.4</p>	<p>SELF-ASSESSMENT</p> <p>The Committee considered the recommended governance self-assessment process to be carried out over the summer to bring together the following aspects over the summer with a self-assessment Report 2019-20 and governance development plan 2020-21 to be reported for review by the Search and Governance Committee in the autumn term:</p> <ul style="list-style-type: none"> • Annual self-assessment questionnaire sent out in July/August 2020 to include feedback on committee membership, CPD requirements and remote governance • Skills audit sent out in July/August 2020 • Review performance against the Code of Good Governance/Development plan • Committee self-assessments in summer term meetings • Governor meeting attendance data • Individual performance reviews with the Chair that have been carried out during 2019-20 • Chair 360 review to be sent out in July/August 2020 • RSM internal audit governance audit and follow up as reported to the July 2020 Audit committee meeting. <p>RESOLVED: The Committee approved the recommended governance self-assessment process.</p> <p>The Committee reviewed its Terms of Reference and agreed to consider the questionnaires by email following the meeting.</p> <p>RESOLVED: The Committee recommends its Terms of Reference for 2020/21 to the Board for approval.</p>
<p>7.</p>	<p>MATTERS TO REPORT TO THE BOARD</p> <p>The Chair’s Report to highlight:</p> <ul style="list-style-type: none"> • Recommendation of the appointment of Professor Eunice Simmons, Vice Chancellor of the University of Chester as a member of the Reaseheath College Board for a period of three years from 1 August 2020. • Recommendation that Associate member positions be offered to Jon Furber and Paul Weston for a period of one year from 1 August 2020. • A Co-opted Committee Member role description has been approved. • Good assurance on governance in the light of the Covid-19 pandemic and good assurance against the governance development plan. • Approval of the governance self-assessment process to be carried out over the summer and encouragement to all governors to engage with this. • Recommendation of the Committee’s Terms of Reference for 2020-21 to the Board for approval.
<p>8.</p> <p>8.1</p>	<p>ANY OTHER BUSINESS</p> <p>There was no other business reported to the Committee.</p>
<p>9.</p>	<p>DATE OF NEXT MEETING</p> <p>The date of the next meeting was confirmed as 13 October 2020 at 2pm</p>

The meeting closed at 3.30pm.

Approved as a correct record 27.11.20