



REASEHEATH COLLEGE BOARD
SEARCH AND GOVERNANCE COMMITTEE
Minutes of the meeting held on 13 October 2022 at 2.00pm
Via MS Teams

Present: David Pearson, independent (Chair) (DP)
 Marcus Clinton, principal (MC)
 Dr Elizabeth Harrison, independent (EH)
 Alastair Taylor, independent (AT)
 Chris Gaskell, independent (CG)

In attendance: Jackie Schillinger, company secretary (JS)

Part A unless stated

Item	Content
1.	WELCOME AND APOLOGIES FOR ABSENCE
1.1	The Chair welcomed all to the meeting. Apologies were received and accepted from Colin Baxter. The meeting was quorate and remained quorate throughout.
2.	DECLARATIONS OF INTEREST
2.1	AT declared an interest in agenda item 7 and took no part in the decision-making in relation to the relevant part of this item.
3.	TOR for reference (ref 1-15)
3.1	The terms of reference were received for information. MC suggested that reference to the skills measure be added to TOR 7 in relation to oversight of compliance with the AoC Code of Good Governance. <i>ACTION: add reference to skills measure to TOR</i>
4.	MINUTES AND MATTERS ARISING
4.1	The minutes of the meeting held on 23 June 2022 were approved as a correct record. It was noted that the matters arising were covered in the agenda items for the meeting.
5.	GOVERNANCE SELF-ASSESSMENT REPORT
5.1	JS presented the summary report from the self-assessment processes carried out over the summer and which included a chair's performance survey, full board survey and committee survey responses, annual attendance data as well as the final update of the governance development plan based on compliance with the updated AoC Code of good Governance. JS summarised the outcome of the process and the committee agreed to address a number of areas, as set out below.
5.2	Chair's performance questionnaire evidenced very strong confidence in the leadership of the Board. It was agreed to ensure that the element of 'setting objectives and managing performance of the principal' is communicated at the end of the termly meetings in the independent governor only sections to make sure this is visible. In addition, it was agreed that the visibility and time given to the 'monitoring of strategic objectives' over the year could be a worthwhile focus.
5.3	Board self-assessment feedback indicated strong confidence in governance overall, with most questions scoring highly, including financial management; risk management; safeguarding; learner voice; setting of vision, values, mission and strategy, KPIs and targets; board skills and experience; effective governance processes and executive reporting; knowing the college's strengths and areas for improvement; and management arrangements to monitor and improve teaching and learning. Lower scoring areas were considered, and actions agreed for the year: <u>Health and Safety</u> – usually scoring well but this year lower scoring. Given the importance of this area and the new provision being undertaken at the Reaseheath Engineering Apprenticeship Academy

5.4	<p>(REAA), the committee agreed that the Board needed to assist the college in driving forward the proactive approach to health and safety culture. It noted that the Board had already made space in the internal audit plan for 2022-23 for an internal audit on apprenticeship and work placement health and safety processes and that a review of the REAA processes would also be very helpful. In addition, AT, the link governor confirmed that he will visit REAA for a health and safety walk and work to support the health and safety manager in driving the agenda. The committee agreed to make some time at the next board meeting to report back this discussion and to ensure that there is enough time at the December meeting for a discussion on health and safety reporting.</p> <p><u>Information on the views of employers</u> – the committee agreed that this is a key area for the Board to develop this visibility working with the executive team. It noted that the October development day started this momentum, and it will need to build during the year.</p> <p><u>Information on views of learners</u> – the committee noted that much detailed work goes on at committee level, but it may need more high-level communication to raise this visibility and understanding at board level.</p> <p><u>EDI reporting and monitoring of college performance against targets</u> – the committee confirmed that the EDI strategy and monitoring needs to be an ongoing governance focus for 2022-23, as noted in the governance development plan. In addition, the full Board meeting on 10 November is intended to support the understanding of whether there are any achievement gaps for different groups of learners and actions to close them.</p> <p>It was agreed that the elements from the discussion be included in a proposed development plan to be discussed with the Board at the end of the session on 10 November 2022. <i>ACTION: Add session to 10 November agenda</i></p>
6.1	<p>6. GOVERNANCE EXTERNAL REVIEW REPORT</p> <p>JS presented a report outlining the requirements of the external governance review and providing details of providers and quotations, as requested at the previous meeting. Members considered the requirements and supported the approach and scope as set out in the report. They considered in detail four potential providers and decided that they wished to set up a meeting so that the committee (or some available members) could meet with three providers to see which one they would wish to recommend to the Board to take the external review forwards. It was confirmed that the timing for the review to be commenced in the spring term and reported in the summer term was appropriate. Following the meeting with the providers, the committee would put forward a proposal on approach, scope and preferred provider to the Board for approval. <i>ACTION: JS to arrange meeting for the current term, with an option of in person or hybrid teams meeting, ideally all to be held on one day.</i></p>
7.1	<p>7. MEMBERSHIP REPORT</p> <p>JS presented the membership report for consideration. She confirmed that the skills matrix would be considered this year as part of the external review and that a refreshed recruitment and succession plan would be one intended outcome of the review. Members noted the current membership table and considered the following matters of succession planning and governance:</p> <ul style="list-style-type: none"> -The re-appointment of Alastair Taylor for a short extension from May to 31 July 2023, following which Alastair will step down at the end of his current term. -The role of Paul Weston, currently an associate member, with the current one-year term due to end in December 2022 -As the current audit committee chair steps down in December, the possibility of Gary Crowe moving across to audit, with the agreement of the committee, which will still leave other banking and financial expertise on the finance and general purposes committee. -Awareness of the need to consider the potential re-appointment of terms of two members due to end in July 2023, but not requiring any decisions at this stage. -The timing and process for chair recruitment to enable a chair designate role for the start of 2023-24. <p>7.2 The committee discussed governor contributions, including attendance as well as wider contributions, length of terms and the balancing of the need for membership refreshment in line with good</p>

	governance guidelines as well as continuity and stability. It was agreed to make some formal recommendations for decision and to present the proposed process for chair recruitment to the Board in November.
7.3	RESOLVED: The committee recommends: <ol style="list-style-type: none"> i. A short extension to the current membership term of Alastair Taylor for continuity to the end of the academic year from May to 31 July 2023. ii. The appointment of qualified accountant Paul Weston to the Board for a three-year term from 1 January 2023 to provide financial management and property sector expertise. iii. An updated committee structure providing the audit committee with the opportunity to appoint Gary Crowe to bring to the committee his expertise in audit and chairing audit committees in other sectors.
7.4	The committee considered the need for good student governor engagement and considered how this could be supported in the governance structure. It was noted that this year the student association has developed more of a student union structure with a sabbatical student president, which means that there should be better coverage for board and committee meeting attendance and engagement. In addition, it was noted that there is now an apprenticeship course representative as well as FE and HE, available to attend meetings. The committee requested that it consider whether any changes to the corporation structure and constitution would be needed to better align with this student voice structure going forwards. <i>ACTION: report and proposals to be brought forward to February 2023 meeting.</i>
8.	MATTERS TO REPORT TO THE BOARD/OTHER COMMITTEES
8.1	The meeting confirmed the recommendation on membership, governance, chair succession planning and external governance review would be made to the Board at its next meeting and the minutes and committee chair's report be provided to the Board, for information.
9.	ANY OTHER BUSINESS
9.1	There was no other business reported to the meeting.
10.	DATE OF NEXT MEETING
10.1	The date of the next meeting was confirmed as Thursday 2 February 2023 at 2pm to be held on Teams.

The meeting closed at 3.30pm

Approved as a correct record: 2 February 2023.

David Pearson