

**REASEHEATH COLLEGE BOARD**  
**SEARCH AND GOVERNANCE COMMITTEE**  
**Minutes of the meeting held on 12 October 2023 at 2.00pm**  
**Via MS Teams**

Present: Marcus Clinton, principal (MC)  
 Dr Elizabeth Harrison, independent (EH)  
 Chris Gaskell, independent (CG)  
 Jane Cowell independent (JC)

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

Part A unless stated.

Item	Content
<b>1.</b>	<b>Apologies and Declarations</b>
1.1	Apologies were received and accepted from David Pearson. EH was appointed Chair of the meeting in David's absence. CG made a declaration on item 4 as it related to a decision on his re-appointment and took no part in the discussion or decision on this matter. The meeting was quorate and remained quorate throughout.
<b>2.</b>	<b>Meeting Minutes</b>
2.1	<b>RESOLVED: The minutes of the meeting held on 11 May 2023 were confirmed as a correct record.</b>
2.2	On matters arising, it was noted that the revised AoC Code had just been published and it will need to be adopted formally for 2024-25 academic year. Members welcomed it as a simplified version of the existing code and supported aligning with the new version of the code during the year ready to formally adopt it at the July meeting.
2.3	<b>RESOLVED: To recommend the updated committee Terms of Reference to the Board for approval.</b>
<b>3.</b>	<b>External Review of Governance</b>
3.1	Governance Action Plan: JS reported that the key areas for development, as set out in the review and agreed at the recent governor development day were: <u>Capability</u> – succession planning, diversity, recruitment, induction, and training <u>Culture</u> – structured board level stakeholder engagement framework <u>Strategy and Planning</u> – clarity, visibility, and impact in reporting <u>Structures and Process</u> – Sharper meeting focus, assurance mapping to corporation accountabilities in business cycle, agendas and reports. She presented a draft action plan setting out a way forward with these key areas over the year. Also provided for consideration were: a suggested annual strategic operating plan report template for termly reporting; a guidance note and template on board impact reporting; and a draft format for the board meetings linked to core corporation accountabilities. There were also several housekeeping items mentioned in the report in terms of the wording of the constitution and standing orders. These will be presented in the usual way at review of the constitutional documents in December. JS reported one further area for consideration and decision, which was a proposal to increase the individual governor attendance target from 60% to 70% as the external review suggested this is low compared to others.
3.2	Following discussion, the meeting agreed to increase the attendance target, provided this is not a sole indicator of contribution because governor engagement outside of formal meetings is often significant. Additionally, the student governor context was considered with the committee recommending that a substitute from the Student Union in attendance would be welcomed where course commitments

3.3	<p>restrict attendance of a student governor. The meeting also supported the draft action plan with some additional suggestions incorporated and impact reporting, to be recommended for consideration and approval at the next Board meeting.</p> <p><b>RESOLVED: To recommend the Governance Action Plan for approval by the Board and to recommend an increase in the attendance target for individual members to 70% within the context of overall contribution including that outside of formal meetings and with the opportunity for the Student Union to facilitate a substitute attendee in the case of a student being unable to attend a meeting.</b></p>
4.1	<p><b>4. Membership and Succession Planning</b></p> <p>JS reported on the recent skills audit and analysis, the proposed recruitment and succession planning policy, role descriptions and appointments, for consideration and decision by the committee.</p> <p>-Board roles</p> <p>Members noted the agreement at the recent governor development day to proceed with two Vice Chairs and a senior independent governor (SIG) role and agreed the proposed roles descriptions and that the process be via expressions of interest and voting if necessary, in line with the standing orders. The meeting agreed that the two Vice Chair roles could be differentiated with one deputising on internal governance matters such as chairing meetings and the other to have a more external engagement focus to support the governance action plan to increase board level stakeholder engagement. It was agreed that this would increase support for the incoming chair and play to the different strengths and interests of board members. The meeting also considered whether governor links with the college areas remain sufficient. It was noted that with JC's role increasing, it would be helpful to have a new link with Sport and there is a vacancy for a link governor for Animal Management that needs action. It was agreed that JS would seek interest from members in taking on these links.</p> <p>-Skills audit and succession planning</p> <p>Following review of the skills matrix and the upcoming vacancies on the board at the end of the 2023-24 academic year, the meeting agreed to propose the following priorities for the focus of recruitment to be undertaken in 2023-24: skills and experience in collaborative and community partnerships, IT and digital transformation; HR specialist (given importance of staffing); apprenticeships (a large employer familiar with apprenticeships), marketing and sustainability. In the medium term, further education quality experience in FE and HE, as well as financial and accountancy expertise will be needed. Members noted that the maximum number of independent members permitted is seventeen with thirteen being the 'working number' on the board currently. It was agreed that this allowed flexibility for the forthcoming recruitment to 'over recruit' if needed and to use the succession planning tools of co-opted committee membership and associate membership as well, to ensure that the recruitment drive provides good succession options for the future. The draft recruitment and succession planning policy was considered and recommended for approval with a minor wording amendment. It was agreed to maximise the breadth of recruitment options as set out in the policy and consider whether the college would qualify for recruitment support from Peridot partners in increasing board diversity.</p> <p>-Appointments</p> <p>The meeting considered re-appointment recommendations for a third term from December 2023 for Angela Potter and Chris Gaskell, subject to their agreement to continue in the role. Attendance, contribution in and outside of meetings was considered alongside the skills analysis and based on the consideration, the meeting recommended re-appointment. <i>[Post meeting note: AP able to commit to further 3 year term; CG 1 year term].</i></p> <p>4.2 <b>RESOLVED: To recommend the recruitment and succession planning policy for approval and to recommend a recruitment campaign to focus on skills and experience in collaborative and community partnerships, IT and digital transformation; HR specialist; apprenticeships; marketing; sustainability; quality improvement experience in FE and HE, as well as financial and accountancy expertise.</b></p> <p>4.3 <b>RESOLVED: To recommend the re-appointment of Angela Potter for a term of three years from 14 December 2023 and Chris Gaskell for a period of one year from 14 December 2023.</b></p> <p>4.4 <b>RESOLVED: To recommend the Vice Chair and Senior Independent Governor role descriptions for approval.</b></p>

<b>5.</b>	<b>Governor Training and Development</b>
5.1	<b>RESOLVED: The Governor Training and Development Policy and Annual Training Plan 2023-24 was approved, with some suggested changes, to be incorporated, and acknowledging that the plan is a working document that will develop over the year.</b>
<b>6.</b>	<b>Risk Report to Audit Committee/Escalation to Board</b>
6.1	The committee reviewed Strategic Risk 4 – governance and strategic leadership. The committee considered the positive outcome of the recent external review of governance and the action plan proposed as well as the development actions already underway provided good assurance of the effective control of governance risk. The committee highlighted the need for recruitment of new members over the year to ensure continued governance capability and capacity.
6.2	<b>RESOLVED: To report to Audit Committee that the committee has reviewed strategic risk 4 and reports assurance of ongoing proactive work by the committee to manage governance risk.</b>
<b>7.</b>	<b>Any other Business</b>
7.1	There was no other business reported to the meeting.
<b>8.</b>	<b>Impact Evaluation</b>
8.1	The committee considered how this meeting had impacted on board effectiveness. It considered the key actions agreed would impact by enhancing board effectiveness: <ul style="list-style-type: none"> <li>• Succession planning policy and action on recruitment of new members in 2023-24 to maintain required mix of skills and experience, following skills audit analysis.</li> <li>• Enhanced training and development with an annual training and development plan covering the core corporation functions and accountabilities.</li> <li>• Introduction of the role of a Senior Independent Governor and two Vice Chair roles.</li> <li>• Proposed Governance Action Plan to develop the board’s effectiveness across capability; culture, strategy and planning; structures and processes.</li> </ul>
<b>9.</b>	<b>DATE OF NEXT MEETING</b>
9.1	The date of the next meeting was confirmed as Thursday 15 February 2024 at 2pm.

The meeting closed at 3.40pm

Approved as a correct record 11 March 2024

Elizabeth Harrison