

**REASEHEATH COLLEGE BOARD**  
**SEARCH AND GOVERNANCE COMMITTEE MEETING**  
**Minutes of the meeting held on 28 November 2025 2pm Via Teams**

Present: Jane Cowell, independent, chair  
 Marcus Clinton, principal  
 Mike Gorton, independent  
 Elizabeth Harrison, independent

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

PART A unless stated

| item      | Content                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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| <b>1.</b> | <b>Opening items</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 1.1       | At the start of the meeting, an initial discussion was held with the proposed external reviewer following receipt of quotes and shortlisting for the external governance review to be undertaken in the 2025-26 academic year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 1.2       | There were no apologies for absence and no declarations of interest made to the meeting. The meeting was quorate and remained quorate throughout.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 1.3       | RESOLVED: The minutes of the meeting held on 15 May 2025 were approved as a correct record.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 1.4       | RESOLVED: The committee will recommend that the Association of Colleges be commissioned to carry out the external governance review, led by Rob Lawson, an experienced chair, national leader of governance and experienced external governance reviewer, timing spring term 2026 for reporting at summer term board meeting July 2026.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 1.5       | <p>RESOLVED: The committee business cycle for 2025-26 was confirmed and the strategy development events content agreed, it was noted that the AI in education session was already planned for a joint committee session on 12 February 2026. Governors would also be invited to the staff conference focused on inclusion taking place on 23 February 2026. A date for a reciprocal visit from Myerscough governors and executive was being planned (possibly for 10 June 2026) and this would be confirmed early in the new year. The two main strategy days for 2026 were agreed as:</p> <p><b>Board strategy day - 30.01.26</b><br/> Morning: Engage</p> <ul style="list-style-type: none"> <li>Planned learning walk activity (already in calendar)</li> <li>Opportunity for feedback from activity on progress on Reaseheath Way teaching and learning improvement strategy</li> <li>Consider implications of approach to inclusion in new Ofsted framework</li> </ul> <p>Afternoon: 4Es</p> <ul style="list-style-type: none"> <li>Review strategic aims in context of external environment analysis</li> <li>External speaker on Devolution</li> <li>Horizon scanning and emerging risks</li> </ul> <p><b>Board strategy day - 22.05.26</b><br/> Morning: Excite</p> |

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|           | <ul style="list-style-type: none"> <li>Stakeholder engagement strategies including Myerscough strategic collaboration</li> <li>Sustainability and Agri-Food strategies</li> </ul> <p>Afternoon: 4Es</p> <ul style="list-style-type: none"> <li>Accountability Statement and Strategic Plan review</li> <li>Outcome of business and curriculum planning</li> <li>Refresh/confirm Strategic Plan/Accountability Statement.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>2.</b> | <p><b>TOR 4 - Evaluate board effectiveness via an annual self-assessment process</b></p> <p><b>TOR 3 - Develop and monitor induction and on-going development programme for new and existing members</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 2.1       | <p>Annual governance self-assessment report: The head of governance provided the annual overview from the self-assessment process. The committee reviewed the reporting including:</p> <ul style="list-style-type: none"> <li>Self-assessment against the FE Code of Governance Principles, incorporating responses to the self-assessment questionnaire.</li> <li>Review of performance against the governance development plan and recommendations from the previous external review of governance, in advance of the next external review of governance in the spring term of 2026.</li> <li>Governor meeting attendance, engagement, and training/development overview.</li> <li>Membership - the committee noted that the recruitment over the last two years had created a more diverse governing body in terms of gender, age and skills profile. The current governor recruitment with the DfE was intended to reach a wider audience. Whilst not being unrepresentative of the college's student and staff ethnicity profile, the more the Board could do to reach a more diverse pool of potential governors was important. It was agreed that capturing more information on disability would be helpful. A diversity profile of the governing body would be added to the development plan to support the year's succession planning and recruitment activity. ACTION.</li> </ul> |
| 2.2       | <p>RESOLVED: The committee reviewed the reporting and with the addition of a focus on succession planning for senior roles, agreed to recommend the report and governance priorities for development in 2025-26 to the Board for approval. These priorities were agreed as:</p> <ul style="list-style-type: none"> <li>Excite: <ul style="list-style-type: none"> <li>Curriculum Skills and Stakeholder Committee working group on board level external stakeholder plan aligned to college engagement strategies needs development.</li> <li>Better capture and evidence impact of board level stakeholder engagement.</li> </ul> </li> <li>Enrich: <ul style="list-style-type: none"> <li>Succession planning focus on key senior roles on the Board that will require succession within the next two to three years including chair, vice chair, senior independent governor, safeguarding lead and health and safety lead</li> <li>EDI reporting and oversight at Board level taken forwards in the context of the new Ofsted framework approach to inclusion.</li> <li>Develop ways to promote a diversity of stakeholder experience and thought at board level.</li> <li>Better capture and evidence impact of governor training and development.</li> </ul> </li> <li>Engage:</li> </ul>                                                                                             |

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|           | <ul style="list-style-type: none"> <li>○ Support and challenge to drive continued improvement in quality of teaching and learning across college.</li> <li>○ Further develop effective board reporting including performance data reporting</li> <li>• Enable: <ul style="list-style-type: none"> <li>○ Continue work on risk appetite and Board assurance.</li> <li>○ Develop oversight and assurance in relation to AI and digital technology opportunity, risk and governance across education and support systems in college.</li> </ul> </li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>3.</b> | <b>TOR 1 - Recruit and succession plan for board membership and roles</b><br><b>TOR 2 - Monitor the membership diversity profile</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 3.1       | <p>Membership and succession planning report: Succession planning focus is needed on those senior roles that will need to be replaced over the next two to three years. The use of the Department for Education FE governor recruitment service should fill skills gaps identified in the short term including the financially qualified role on audit committee, HR professional on remuneration committee and strengthen FE quality of teaching and learning expertise on the quality and standards committee. It was agreed that in the medium term, the committee needs to continue proactive recruitment and use committee co-option and associate governor roles to bring skills in that can then develop to full governor roles and potential future committee and board chair roles. The chair confirmed that she would have conversations with current governors about their appetite to move to more senior roles when she meets for the annual one to ones in the spring/summer terms.</p>                             |
| <b>4.</b> | <b>TOR 5 - Monitoring governance policy and process and recommending improvements where necessary</b><br><b>TOR 6 - Ensure governance policy and processes have regard to the higher education code of good governance</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 4.1       | <p>Annual review constitution and governance policy framework:<br/> The committee highlighted the need for governance oversight of the failure to prevent fraud offence, with this being within the Audit Committee terms of reference remit and the counter fraud strategy and policy framework. Action agreed by the head of governance to check across the governance documentation and report back to the committee for assurance that there is appropriate governance oversight. ACTION.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 4.2       | <p>RESOLVED: The governance documentation is recommended for annual approval, with changes as follows:</p> <ul style="list-style-type: none"> <li>• Board Instrument and Articles of Government, Standing Orders, Scheme of Delegation (the constitution document): <ul style="list-style-type: none"> <li>○ Articles of Government – removal of restriction on student governors under 18 voting on financial matters. This has been recommended by the Department for Education a legacy from the former prescribed model instrument and articles and agreed by the Charity Commission to be incompatible with charity law. Change to reflect process on minutes.</li> <li>○ Scheme of Delegation - addition for clarity of the powers reserved to the Corporation of 'Approve the remuneration of the holders of a Senior Post and the Clerk.' This is in response our review of FE Commissioner's recommendations following its report on Weston College. This clarifies our existing practice that it</li> </ul> </li> </ul> |

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|           | <p>is the Corporation, not the Remuneration Committee that approves SPH remuneration.</p> <ul style="list-style-type: none"> <li>• Governor Code of Conduct - no changes</li> <li>• Governor Conflict of Interest Policy - no changes</li> <li>• Policy on reimbursements of governor expenses - no changes</li> <li>• Procedure for complaints against the corporation - no changes</li> <li>• Procedure for obtaining independent legal advice - no changes</li> <li>• Attendance at Corporation Meetings - no changes</li> <li>• Governor Training and Development Policy - no changes</li> <li>• Governor Recruitment and Succession Planning Policy - no changes</li> <li>• Board cycle of standard business - updated but no change to standard minimum requirements.</li> </ul> |
| <b>5.</b> | <b>Closing items</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 5.1       | RESOLVED: Based on the reporting to and discussion in the meeting, the committee reports substantial assurance on the strategic leadership and governance risk to audit committee, due to the external skills policy environment becoming clearer, senior team engaged and responsive to changes, such as the new Ofsted framework, and positive care standards and Ofsted progress monitoring visits.                                                                                                                                                                                                                                                                                                                                                                                 |
| 5.2       | The committee considered it had met its remit against its terms of reference and business planned for this meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 5.3       | The date of the next meeting was confirmed as 27 February 2026 at 2pm on Teams.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
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The meeting closed at 4pm.

Approved as a correct record 27 February 2026

Jane Cowell OBE, Chair