

## The Henley College Corporation

---

### MINUTES of the Meeting of the Governance & Search Committee held on Wednesday 23 September 2015 at 1.00 pm

**Members present:**

Jayne Davis, Principal (JDav)  
Jasminder Love, Chair (JL)  
Louise Adams (LA)  
Jeni Wood (JWo)

**In attendance:**

Claire Harris, Corporation Secretary (Char)

Agenda item	Minute	Action by:
1.1	<p><b><u>Opening of meeting</u></b> The meeting opened at 1.08 pm.</p>	
1.2	<p><b><u>Apologies for absence</u></b> Apologies were received from Mia Tritton and Simon White.</p> <p>Louise Adams and Jeni Wood were thanked for stepping at short notice.</p>	
1.3	<p><b><u>Declaration of interests</u></b> No interests were declared.</p>	
1.4	<p><b><u>Election of Chair for 2015-16</u></b> Nominations for the position of Chair were invited. Jasminder Love was nominated by Jeni Wood and seconded by Louise Adams.</p>	
1.5	<p><b><u>Minutes of the Meeting 4<sup>th</sup> June 2015</u></b> The minutes of the previous meeting were considered and the following amendment was made: Page 4, Governance Action Plan. Second recommendation remove "as well as and annual self-assessment of Corporation as a whole". A discussion followed on the SAR process, which will feature as an agenda item at the next meeting of the Corporation.</p> <p>The minutes were then agreed as a true and accurate record and signed by the Chair.</p>	

## 1.6 Matters arising

### Page 2 – Succession Planning

Paragraph 3 - Corp Sec to contact current Ombudsman about the end of his role. **Corp Sec**

Paragraph 4 - Audit Committee numbers have been low. JWo and Stephen Forward have been invited to join. A mutually convenient start time needs to be agreed. (9.00 am on Mondays not suitable for all attendees). To note that JWo cannot attend Tuesdays and Thursdays in daytime, also Wednesdays difficult. **Corp Sec**

Paragraph 5 – A CV from a potential Governor has been sent to the College and is currently with the Chair for consideration. **Chair**

Paragraph 6 –Professor Jones was written to, to explain the educational vacancy no longer needed filling. Professor Jones was invited to meet with the Principal, but had been unable to attend.

### Page 3 – Review of Corporation Skills Analysis and Review of Ethnicity, Gender and Representation

Paragraph 7 – JL met with the EDI Steering Group and discussed definitions. JDav reported that an opting out box had been added. JL felt that the inclusion of self-definition would be very instructive to the College. JDav agreed but commented that the College has to comply with external classifications and other options can skew statistics. The idea is not to be ruled out, but requires further thought. JL suggested that students already here could be asked to self-define, to inform future College data collection. LA and JWo agreed.

### Page 5 – 2.7 Review of Terms of Reference and Standing Agenda Items

The Corp Sec confirmed that the G&S Terms of Reference had been amended to incorporate the changes.

### Page 6 – 2.12 Any Other Business

A form had been proposed by the Chair whereby each committee was asked to consider how much of the committee's time had been taken up with matters concerning the Vision and Mission and Strategy over the year. This is still to be finalised. Chair and Principal to Alternatively, JL suggested asking every committee to record how much of each meeting had been spent on Vision, Mission, Strategy and Quality and Improvement. JL suggested this could be added to committee papers. **Chair/  
Principal/  
Corp Sec**

### Page 7- 2.13 Code of Ethics and Good Governance

The Corporation Secretary reported that having reviewed the Code of Ethics, it was a sound document. Rather than incorporate it into the AOC Code of Good Governance, it will be an appendage to the code.

### **1.7 Review Corporation Member attendance 2014-15**

The Corporation Secretary provided details of the attendance to each committee, by Governor, for the year 2014-15.

The average attendance at Corporation totalled 80% and at other committees, 78%, giving an overall attendance of 79%. This matched exactly the average total of 79%. (Statistic provided by Clerks' Network).

Three Governors had fallen below the 75% expectation levels, the vast majority attaining 75-100% attendance.

### **1.8 Review of Corporation and Committee Membership**

Please refer to 1.13, on various proposed changes to Instrument and Articles, which may affect decisions on how committee membership is made up.

The Chair began by noting that following the recent meeting with Eversheds, approval would be sought to raise the number of Governors to 21. This would allow the College to appoint up to three Parent Governors.

The Committee membership was then reviewed and changes and updates made as attached (see Appendix 1), for approval in October. An updated table of committee membership would be forwarded to the Corporation for approval in October.

**Corp Sec**

The Corporation Secretary gave an update on progress on recruitment. The Corporation will be asked to appoint Tom Godfrey and Stephen Forward as External Governors (soon to be known as Independent, see 1.13) at the next meeting. A Teaching Staff Governor will also be appointed shortly.

JL confirmed that Mohammed Khaliel had agreed to be the Prevent Advisor. Char asked for clarification on the exact role MK is to have, ie, as an expert who comes to committee when invited, or a full Governor.

**Chair/Corp Sec**

Tony Sanderson will be stepping down as Chair of Finance, and Sam Juthani has agreed to be put forward for the role. This is to be put into place immediately, rather than waiting till the next meeting of the Finance Committee. Both parties are aware of this change.

**Corp Sec**

### **1.9 Recruitment Procedures – Next Steps**

The process to start Parent Governor nominations will also begin shortly, with a view to appointing up to three at the December meeting of the Corporation. This was a change that had been also been proposed to Eversheds, to be incorporate into the new Instrument and Articles being drafted.

To note that Louise Adams will be stepping down in August 2016, not 2015.

### **1.10 Governor Performance And Self-Assessment**

One of the Vice-Chairs, Louise Adams, on this occasion had received responses for the Assessment of Chair. The Chair received all the Governors' personal self-assessments. Both will be presenting a verbal, high-level report to the next meeting of the Corporation.

The Corporation Secretary had collated the responses on Assessment of the Board into three categories: areas of certainty, areas with a divide in opinion, or areas of uncertainty. Examples from each area were given.

A further report of each comment made, totalling ten pages, was handed to the Chair for information.

The Corporation Sec will be giving a high-level precis meeting of this report at the Corporation.

The Chair suggested that detailed information on the responses would be discussed at the Governor Away Day on 3<sup>rd</sup> November.

The Chair suggested devising a form to assess key Governor roles, such as Committee Chairs and special roles Safeguarding, Prevent, Health & Safety, Marketing, for next year's assessment process.

A discussion was held on the Away Day for the Away Day things to consider were:

- Assessment of how we have done – against Vision and Mission and strategy
- Action Plan moving forward against strategy and impact
- Thoughts for how to run Self-Assessment of Board for next year

*Action: The Chair and Corporation Secretary to meet to plan the contents of the Away Day.*

**Chair/Corp  
Sec**

### **1.11 Changes to Committee Schedule**

#### a) Accommodation Strategy

LA had considered the disbanding of the Accommodation Strategy Committee. LA felt that the College does have a complex

---

accommodation portfolio. However, LA will meet with the Property and Estates Manager on a regular basis and report directly to the Finance Committee. LA commented that it would be necessary to monitor and review this arrangement. JL suggested six-month/one year review.

The Chair reported that a revision to the Neighbourhood Plan, had to be made by the Principal and Chair over the summer. The Chair had been alerted by a Henley Councillor, which enabled the College to change this inclusion in the plan.

It did not make reference to a one-site strategy. Instead it changed to accommodation needs. And further, added that any housing on the deanfiled site would include community facilities. This was never agreed. We had offered that the community could use where appropriate the new build facilities. (This had been sent in time before the end of the consultation to SODC).

LA requested being kept informed of any further Neighbourhood Plan developments.

LA also commented that it would be necessary to review the Redevelopment Committee, which had had Terms of Reference written and approved.

*Action: LA to attend Finance Committee as the Accommodation Strategy Governor.*

**Corp Sec/LA**

b) Quality, Standards and Planning Committee

The need to introduce a committee, to monitor the quality of provision at the College had been discussed between the Principal and Chair over the summer. The rationale and Terms of Reference were considered. This role was currently carried out by the Students, Strategy and Curriculum Committee and it was planned for the QSP Committee to be introduced in lieu of SSC. This committee would 'drill down' on the fine detail and in addition to meeting in its own right, would be a standing agenda item on all Corporation agendas.

The committee was asked to approve the introduction of the committee, with a request for a Remote Decision to be sent out, to enable a meeting to take place in advance of the first Corporation Meeting.

Proposed by JWo and seconded by LA.

*Action: Request for Remote Decision to be issued.*

**Corp Sec**

c) Changes to the committee schedule

A revised schedule of committee meetings for 2015-16 was approved for forwarding to the Corporation. Please see appendix 2.

*Action: To be forwarded for approval at Corporation..*

**Corp Sec**

---

d) New Projects Task and Finish Group/Committee?

The Chair explained her wish to introduce the following to be considered at Corporation level:

- A new college building – strategy item
- Income streams (to be added as a standing agenda item on the Finance Committee) – project task group?
- Bringing business income streams to the College
- Bringing Business Governors in

*Action: LA offered to draft Terms of Reference for the group.*

LA

**1.12 Streamlining Corporation Agendas**

To help streamline agendas, a proposal was made to drop information reports from the committee papers. The reports could be made available electronically on the Governor pages on the website.

Instead of storing on the Governor pages, an alternative would be to send a link in an email and Chairs to be reminded that if an item needs a decision, to ensure it goes on the agenda. The following wording was agreed to be forwarded to Corporation for consideration:

Any information reports will be sent as an email with links to the reports. These should be read by Governors in advance of the meeting. If an item needs a decision, Chairs to ensure it goes on the Corporation agenda. If you wish to discuss any matter, please contact the Corporation Secretary in advance and it will be dealt with under Any Other Business. To be reviewed within six months.

**1.13 Brief Update on Instrument and Articles**

A group of Governors, the Principal and Corporation Secretary met with a representative of Eversheds on 17<sup>th</sup> September, to discuss the Instrument and Articles.

Approval would be sought to raise the number of Governors to 21.

Another change would be to enable the appointment of up to three at the December meeting of the Corporation. This was a change that had been proposed to Eversheds, to be incorporate into the new Instrument and Articles being drafted.

Eversheds advised the College that we should refer to External Governors as Independent. This reduces confusion and reflects better on the college from an accountability standpoint.

Eversheds will draft new I and As, after which the Standing Orders will be reviewed by Char, to ensure they match the new version. The Standing Orders will then be referred back to Eversheds for a final update.

Corp Sec

1.14

**Corporation Training Plan for 2015-16**

A list of training events and requirements for the coming year was reviewed. The Corporation Secretary will need to provide training for Governors appointed last year who had not received training, and also for any new starters.

Corp Sec

There was work to do on implementing a Governor Induction Programme and the Chair would be working with the Corp Sec to help put this in place.

Corp Sec/Chair

A further Ofsted training session is to be arranged.

Deputy Principal/  
Principal

Specific training identified from the Governors Personal Self-assessment would be considered and Prevent and Safeguarding training remain ongoing.

1.15

**Governance Action Plan**

The Chair went through each Recommendation and updated the status and any actions accordingly.

Status key: 0= not started, 1= resources identified  
2=25% complete, 3=50% complete, 4=75%, 5=100% complete

Recommendation	Status	Action/Comments
Succession Planning Finance Recruit new finance Governor	4	New Governor to join New Chair of Finance to be appointed at Corporation
All governors to complete SAR	4	JL/JDav reviewing SAR again with sector-relevant questions and a template for SAR review. To be ready for next round.
Performance assessment of Chair and Corporation as a whole. Governors' Personal self-assessment.	5	Carried out.
New Action: Design a form to assess key Governor roles, such as Committee Chairs and special roles Safeguarding, Prevent, Health & Safety, Edl, Accommodation, Marketing.	0	
Redraft I&As	4	Eversheds have been met with and draft being produced.

Governors to be prepared for Ofsted inspection	4	Training of Ofsted Team still ongoing
Governors to establish formal succession planning process for Corporation and SLT	5	2 Vice-Chairs prepared. New Principal appointed. New Director of Finance appointed.
Continued excellent financial health of College	4	New Chair of Finance agreed.
Corporation to know its community and stakeholders	4 on-going	Community Relations links made and increased marketing activities College has hosted new Mayor and Town Hall.
Corporation to get to know College personally	4	More tours still requested by Governors. Corp Sec to offer Governors tour.
Corporation to improve its understanding of data	5	New dashboard completed and ongoing by Principal Governor newsletter now issued.
Ombudsman Report	4	Job Description of Ombudsman to be reviewed. Corp Sec to contact other Colleges

**1.16 Any other business**

Char to circulate a Governor Contact list, for Governors to update at the next meeting of the Corporation. **Corp Sec**

**1.17 Items to be Brought Forward to Next Corporation Meeting**

- Nominations to the Corporation
- Progress on recruitment, Committee membership and special roles, update Link Governors
- Changes to committees structure and schedule for 2015/16
- Assessment of specialist roles in next year's assessment
- Streamlining Corporation Agendas
- Update on Instrument and Articles

**1.18 Date and Time of Next Meeting**

Thursday 28<sup>th</sup> January at 1.00 pm.

**1.19 Meeting closure**

The meeting closed at 4.35 pm

MINUTES of the meeting held on Wednesday 23<sup>rd</sup> September were agreed and accepted as a true and accurate record and signed by the Chair



.....

on .....

Appendix 1 Proposed committee membership

Committee	Members	Non Governor Attendance
<p><b>Audit</b></p> <p>3 times per year</p>	<p><b>Simon White (Chair)</b>            Stephen Forward (tbc)            Charles Wiggin (co-opted)            Jeni Wood            Ian McGaw            Principal (by invitation)</p> <p><b>Quorum – 3 members</b></p>	<p>- Director of Finance            - Health, Safety and Security Officer (by invitation for relevant agenda items only)            - Internal audit service representative            - Financial statements and regularity auditor (where annual report and management letter on agenda)            Corporation Secretary</p>
<p><b>Community Relations Committee</b></p> <p>3 times per year</p>	<p><b>Ian McGaw (Chair)</b>            Principal (ex officio)            Stephen Forward            Sam Juthani (Vice Chair)            Peter Le Conte            Student Representative</p> <p><b>Quorum – 3 members</b>  <i>New Chair to be elected</i></p>	<p>- Head of Marketing and Schools Liaison            - Local business and council representatives (by invitation)            - Corporation Secretary</p>
<p><b>Employment Policy</b></p> <p>3 times per year</p>	<p><b>Mia Tritton (Chair)</b>            Ian McGaw            Simon White            Robyn Vitty</p> <p><i>- Staff member to be elected</i>  <i>- Louise Adams has offered to step in on a temporary basis, as needed.</i></p>	<p>- Director of HR and Professional Development</p>
<p><b>Finance</b></p> <p>3 times per year</p>	<p>Tony Sanderson (invited Member)            Principal (ex officio)            Sam Juthani            Peter Le Conte (Vice Chair)            Jasminder Love (ex officio)</p> <p><b>Quorum – 4 members</b>  <i>- New Chair to be elected</i></p>	<p>- Director of Finance            - Deputy Principal            - Corporation Secretary</p>
<p><b>Governance and Search</b></p> <p>3 times per year</p>	<p><b>Jasminder Love (Chair)</b>            Mia Tritton (Vice Chair)            Simon White            Principal (ex officio)</p> <p><b>Quorum – 3 members</b></p> <p><i>- Additional member needed to ensure quorum met</i></p>	<p>Corporation Secretary</p>

<b>Committee</b>	<b>Members</b>	<b>Non Governor Attendance</b>
<b>Remuneration</b>  As required, to fit in with Senior Post holder appraisal cycle and recruitment	<b>Jasminder Love (Chair)</b> Louise Adams (Vice Chair of Corporation) <i>to step down</i> Vacancy (Chair of Finance) Mia Tritton (Chair of Employment Policy) Simon White (Chair of Audit)  <b>Quorum – 3 members</b>	- Corporation Secretary - Principal to attend by invitation - Partner School Head governor is also included in the appraisal meeting(s) for the Principal
<b>Quality, Standards and Planning New Committee</b>  3 times per year	Jasminder Love Principal (ex officio) Rick Holroyd Keith Heron Sam Juthani Peter Le Conte Simon White	- Deputy Principal - Director of Finance - Heads of School by invitation - Corporation Secretary
<b>Staff Appeals or Discipline</b>  As required	A committee of 3 governors to be established by the Remuneration Committee as required, not to include the Principal, staff or student members	Corporation Secretary
<b>Corporation members with specific roles</b>	Accommodation - Louise Adams Careers - Louise Adams Equality and Diversity – Jasminder Love Academic Enrichment – Jasminder Love Health and Safety Group – Peter Le Conte Human Resources - Mia Tritton Marketing - Peter Le Conte Prevent - Mohammed Khaliel Risk Management Group – Simon White Safeguarding – Simon White	

Appendix 2

Revised committee schedule for 2015-16

**CORPORATION BOARD AND COMMITTEE MEETINGS SCHEDULE 2015-16**

<b>AUTUMN TERM 2015</b>	<b>DATE</b>	<b>TIME</b>	<b>Agree agenda Items</b>	<b>Papers Despatched</b>
Governance & Search	Wednesday 23 September	1.00 pm	Thurs 10 Sep	Wed 16 <sup>th</sup> Sep

Quality, Standards & Planning	Monday 28 September	6.00 pm		
<b>CORPORATION MTG</b>	<b>Thursday 8<sup>th</sup> October</b>	<b>6:00 pm</b>	<b>Mon 21 Sep</b>	<b>Mon 28 Sep</b>
Remuneration	Thursday 15 <sup>th</sup> October	3.00 pm	<i>Thurs 1 Oct</i>	<i>Thurs 8 Oct</i>
Employment Policy	Thursday 15 <sup>th</sup> October	4.30 pm	<i>Thurs 1 Oct</i>	<i>Thurs 8 Oct</i>
Community Relations	Monday 19 <sup>th</sup> October	6.00 pm	<i>Mon 5 Oct</i>	<i>Mon 12 Oct</i>
GOVERNOR AWAY DAY	Tuesday 3 <sup>rd</sup> November	2.00 – 7.30 pm		
Audit	Monday 16 <sup>th</sup> November	9.00 am	<i>Mon 2 Nov</i>	<i>Mon 9<sup>th</sup> Nov</i>
Quality, Standards & Planning (To replace SSC/Q&I)	Monday 9 <sup>th</sup> November	6:00 pm	<i>Mon 19 Oct</i>	<i>Mon 2<sup>nd</sup> Nov</i>
Finance	Monday 23 <sup>rd</sup> November	6:00 pm	<i>Mon 9 Nov</i>	<i>Mon 16 Nov</i>
<b>CORPORATION MEETING</b>	<b>Thursday 10<sup>th</sup> December</b>	<b>6:00 pm</b>	<b>Mon 23 Nov</b>	<b>Mon 30 Nov</b>
<b>SPRING TERM 2016</b>				
Governance & Search	Thursday 28 <sup>th</sup> January	1.00 pm	<i>Thurs 14<sup>th</sup> Jan</i>	<i>Thurs 21<sup>st</sup> Jan</i>
<b>CORPORATION MTG (SAR)</b>	<b>Thursday 28<sup>th</sup> January</b>	<b>6:00 pm</b>	<b>Mon 11 Jan</b>	<b>Mon 18 Jan</b>
New Projects Committee	Monday 1 <sup>st</sup> February	6.00 pm	<i>Mon 18 Jan</i>	<i>Mon 25 Jan</i>
Community Relations	Monday 8 <sup>th</sup> February	6:00 pm	<i>Mon 25 Jan</i>	<i>Mon 1 Feb</i>
Quality, Standards & Planning (To replace SSC/Q&I)	<b>Monday 22<sup>nd</sup> February</b>	<b>6:00 pm</b>	<b>Thur 04 Feb</b>	<b>Thur 11 Feb</b>
Remuneration (if required)	Monday 29 February	3.00 pm	<i>Wed 03 Feb</i>	<i>Mon 22 Feb</i>
Employment Policy	Monday 29 February	4.30 pm	<i>Wed 03 Feb</i>	<i>Mon 22 Feb</i>
Finance	Thursday 3 <sup>rd</sup> March	6:00 pm	<i>Thur 12 Feb</i>	<i>Thur 25 Feb</i>
Audit	Monday 7 March	9:00 am	<i>Mon 09 Feb</i>	<i>Mon 23 Feb</i>
<b>CORPORATION MEETING</b>	<b>Monday 21<sup>st</sup> March</b>	<b>6:00 pm</b>	<b>Thur 3 Mar</b>	<b>Thur 10 Mar</b>
<b>SUMMER TERM 2016</b>				
Community Relations Comm.	Thursday 21 <sup>st</sup> April	6:00 pm	<i>Mon 11 Apr</i>	<i>Thur 14 Apr</i>
<b>CORP MTG (Prov Training)</b>	<b>Thursday 28<sup>th</sup> April</b>	<b>6:00 pm</b>	<b>Mon 11 Apr</b>	<b>Mon 18 Apr</b>
New Projects Committee	Monday 9 <sup>th</sup> May	6.00 pm	<i>Thurs 21 Apr</i>	<i>Thurs 28 Apr</i>

Governance and Search	Thursday 19 <sup>th</sup> May	1.00. pm	<i>Thurs 5 May</i>	<i>Thur 12May</i>
<i>Quality, Standards &amp; Planning</i> <i>(To replace SSC/Q&amp;I)</i>	<b>Thursday 19<sup>th</sup> May</b>	<b>6:00 pm</b>	<b><i>Thur 28 Apr</i></b>	<b><i>Mon 9 May</i></b>
Audit Committee	Monday 6 <sup>th</sup> June	9:00 am	<i>Mon 16 May</i>	<i>Thurs 26 May</i>
Finance	Monday 13 <sup>th</sup> June	6:00 pm	<i>Mon 23May</i>	<i>Mon 6 Jun</i>
Remuneration (if reqd)	Thurs 16 <sup>th</sup> June	3.00 pm	<i>Wed 25 May</i>	<i>Thur 9 Jun</i>
Employment Policy	Thursday 16 June	4.30 pm	<i>Wed 25 May</i>	<i>Thurs 9 Jun</i>
<b>CORPORATION MEETING</b>	<b>Monday 27<sup>h</sup> June</b>	<b>6:00 pm</b>	<b><i>Wed 8 Jun</i></b>	<b><i>Thur 16 Jun</i></b>

DRAFT