

The Henley College Corporation

GOVERNANCE & SEARCH COMMITTEE MEETING

ITEM	AGENDA ITEMS	ACTION
2.1	Opening of Meeting and Welcome The meeting opened at 14.07 with the Chair's welcome	
2.2	Apologies for Absence None	
2.3	Declaration of Interests JD declared an interest in item 2.17	
2.4	Minutes of Previous Meetings <ul style="list-style-type: none"> • Minutes of Meeting of 23 September 2015 – the following to be actioned to reflect what was actually said at the meeting: <ol style="list-style-type: none"> 1. LA asked for an amendment to read on page 5 after accommodation portfolio “that a committee would be preferable”. 	Corporation Secretary
2.5	Matters Arising from the Minutes (including review of actions) <ol style="list-style-type: none"> 1. A standing item “ has the committee contributed to the vision and mission of the College” to be inserted before Any Other Business of each and every committee agenda 2. On Page 6 the formation of the New Projects Task and Finish Group/Committee to be suspended pending the outcome of the Area Review at the College 3. Finance training for governors at the next Corporation Meeting on the 21 March had been arranged and would be undertaken by Sam Juthani, Chair of the Finance committee and Kubir Sethi, the Director of Finance 4. Induction training – manuals and an induction program was almost completed 	
2.7	Review of Corporation and Committee Membership The Chair expressed concern that there were no designated roles and responsibilities issued to the Chairs of the sub committees. The committee discussed this at length and agreed upon the following to be part of the Chairs' of sub committees responsibilities and this was covered off at item 2.16. Further discussion covered: <ol style="list-style-type: none"> 1. John Aspinall plus two other governors to be brought onto the Governance and Search Committee. This has traditionally been the committee that all new governors sit on, as it gives an overall understanding of governance. From there people move on. 2. Every governor should be on at least 2 committees to have a more detailed understanding of both the sector, and the college. 3. LA was leaving at the end of the academic year 2015 – 2016 and a replacement for her needed to be found now. 4. MT kindly offered to leave the Governance and Search committee and go on to Community Relations committee allowing for new governors to be part of GS. SW also offered to move on. It was left to the Chair to overview all committees to see where the need is. 5. The Chair is going to speak to governors individually to ascertain their skills and interests in relation to the committees. Action Chair to speak to the governors to ascertain their skills and interests in relation to taking part on the various committees.	Chair
2.8	ITEM HAS NOT BEEN MISSED OUT – NUMBERING ERROR – SEE AGENDA	
2.9	Review of Corporation Skills Analysis The Corporation Skills Audit form had been totally revised by the Chair and the Corporation Secretary. The Committee approved the new form and all governors were to complete it that evening at the full corporation meeting. This would ensure that there was an accurate record of all skills of the Board.	
2.10	Review Ethnicity, Gender and Representation of Board <ul style="list-style-type: none"> • To be brought back to the next meeting as further research is needed. 	Corporation Secretary
2.11	Review Register of Interests <ul style="list-style-type: none"> • The Corporation Secretary confirmed that the register of interests had been completed for all governors for 2015 – 2016 and there were no issues arising. 	
2.12	Governors' Training <ul style="list-style-type: none"> • General Finance training re the College and additional inputs where needed for area reviews. The Chair looked at all areas of training needed for governors, starting with finance and wants to include educational funding and business development. JD said she could get someone into talk about mergers. 	

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	<p>Action: Finance training to be provided at next corporation meeting 21 March covering how the College is funded. To be provided by Sam Juthani and Kulbir Sethi Other training area that the Chair said that governors were interested in were: –</p> <ol style="list-style-type: none"> 1. Understand sector training 2. Legal issues in education 3. Chairing skills <p>Action: The Chair would research this but was aware that the AoC can provide this. Induction training – this would be done in house with an induction pack and slide presentation. There was discussion about governor’s indemnity insurance as this was a subject that the committee was not familiar with it was decided to ask Kulbir Sethi, Director of Finance to look into this and report back.</p> <p>Action: SW to check with Director of Finance regarding indemnity insurance for governors and report back to the Chair</p>	<p>KS and SJ</p> <p>Chair</p> <p>SW & KS</p>
2.13	<p>Review Corporation Standing Orders and updating Instruments & Articles (I & As) SW briefed the committee on the revised I & As that Eversheds, the law firm that the College uses, had recommended. In brief, Eversheds have:</p> <ol style="list-style-type: none"> 1. simplified by taking a lot of operational/day-to-day management stuff out of the I&As because they are already addressed in the Standing Orders or do not need to be tightly defined so that we have more flexibility; 2. removed defunct clauses, primarily around the transitional arrangements when we move legal structure before and which are now no longer relevant; and 3. re-crafted/modernised the purpose of the Corporation with a succinct statement that the Corporation is “the supreme governing body” which is simple and correct. <p>As this review had been undertaken a very stringent process by Governance & Search (G&S) Committee, Eversheds a working group consisting of the Chair, Simon White (lawyer), Jayne Davis (Principal), and the Corporation Secretary and then again after all of this back to the G&S it was felt that it should now go to the Corporation for formal adoption. Any questions considering this issue were to go to SW for clarification.</p> <p>Action: Revised I & As to be taken to the next Corporation meeting for approval</p>	<p>Corporation Secretary</p>
2.14	<p>College Ombudsman – Annual Report The Ombudsman Geoff Probert, confirmed that there was nothing to report for the academic year 2014 – 2015 and the Autumn term of 2015 – 2016. His tenure in office ceased on 31 December 2015 and his successor Ian McGaw had been briefed that there were no outstanding or on going issues at the College.</p>	
2.15	<p>Governance Action Plan All actions had been completed satisfactorily and there was at this time no further requirement to maintain the document.</p>	
2.16	<p>Role of Sub Committee Chairs</p> <ul style="list-style-type: none"> • To be clarified in relation to Corporation <p>The Chair said that there was no information about what the role entailed and felt that a specification for three chairs of sub committees would be beneficial not only for the chairs themselves but also for any appraisal of such roles. A lively discussion ensued and the following was decided: Roles and Responsibility for Sub chairs to include the following:-</p> <ol style="list-style-type: none"> 1. Responsibility for agenda in accordance with Corporation Secretary 2. Responsibility for checking minutes with tracked changes 3. Responsible for follow up actions from previous meeting 4. Prepare for meeting 5. To be proactive in the area i.e. actively to go and search out information 6. Leading edge knowledge of the specific area that the committee focuses on 7. Delegation skills – to also support succession 8. Cascade knowledge 9. Produce summary committee report – template to be given 10. Evaluation of committee make up in discussion with Corporation Chair 11. Chair training <p>The Chair will meet all chairs of the sub committees collectively, giving them the chance to all share their long term goals. SW said that this would enable everyone to understand what the role of the chair was.</p> <p>Action: Chair to meet all chairs of sub committees to discuss role and responsibilities</p>	<p>Chair</p>
2.17	<p>Principal’s Appraisal</p> <ul style="list-style-type: none"> • Invite an Independent person (from another school/or college) to be part of Principal’s appraisal. 	

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	<p>The Chair had said that Rick Holroyd, Partner School head and governor had recommended that an independent person from the education sector - for example another principal current or retired – independent person should be part of the Principal’s appraisal panel. JD said that this was a good idea and but the person had to be carefully chosen. Action: Chair to look at selecting an independent person to be part of the Principal’s appraisal panel</p>	Chair
2.18	<p>Any Other Business</p> <ul style="list-style-type: none"> Draft Strategic Plan Chair and SW said it was a great document and that the feedback was very positive. It was in fact the same original plan but modified slightly and updated. Action: The revised Strategic Plan to be taken to the next Corporation meeting for Board approval. New build tasks and finish group – agreed by the Corporation to be set up, has been put on hold due to the Area Review. LA asked if there was a contractors list which JD confirm there was, it has the name and key contact person. Action: JD to send this list to the Chair so that it can be cascaded down to all governors. 	<p>Corporation Secretary</p> <p>Principal</p>
2.19	<p>Items to be taken forward to next Corporation Meeting</p> <ul style="list-style-type: none"> Approval of Strategic Plan Approval of I & As To approve that on the coversheet for all Committee meeting minutes the following is to be added that “the minutes have been approved by their respective Chairs and that if there are any comments then these are to be raised two days before the meeting so that an answer can be prepared/obtained”. This will reduce the amount of time going off topic or revisiting items that have already been covered in detail. 	Chair/Corp Secretary
2.20	<p>Date and Time of Next Meeting Thursday 19 May 2016 at 13.00</p>	
2.21	<p>Close of Meeting The meeting closed at 15.35</p>	

DISTRIBUTION LIST		
ATTENDEES		
<p>BOARD: Jasminder Love Louise Adams Mia Tritton Simon White Jayne Davis</p>	<p>Chair Independent Member/Vice Chair Independent Member/Chair of Employment Independent Member/Vice Chair/Chair of Audit Committee Ex Officio/Principal</p>	<p>CORPORATION SECRETARY: Jacky Gearey</p>