

The Henley College Corporation

**GOVERNANCE & SEARCH COMMITTEE MEETING**

<b>MINUTES of the Meeting of the Governance &amp; Search Committee held on 29 January 2018 at 16.30</b>		
<p><b>Members present:</b>                      Peter Le Conte                      Independent/Chair                      Eva Rickett                            Independent                      David Welch                           Independent                      Trevor Watkins                        Independent</p> <p>Satwant Deol                            Principal  <b>In Attendance:</b>                      Jacky Gearey                            Clerk</p>		
ITEM	AGENDA ITEMS	ACTION
2.1	<p><b>Opening of Meeting and Welcome</b>                      The meeting opened at 16.30 and the Chair welcomed everyone.</p>	
2.2	<p><b>Apologies for Absence</b>                      There were no apologies.</p>	
2.3	<p><b>Declaration of Interests</b>                      There were no declarations of interest.</p>	
2.4	<p><b>Minutes of Previous Meeting</b>  <b>Resolved: the Committee agreed that the minutes were an accurate record of the meeting of 2 October 2017 and the minutes were signed by the Chair.</b></p>	
2.5	<p><b>Matters Arising from the Minutes (including review of actions)</b>                      There were no other matters arising.</p>	
2.6	<p><b>Review of Corporation and Committee Membership:</b></p> <p>Eva Rickett arrived at 16.35</p> <p>The Chair advised the committee that Nikki Bulteel had just tendered her resignation due to personal circumstances, there were now currently 19 members on the Board. The committee observed that there was a lack of HR, estates and accountancy skills on the board and felt that it could prove useful to target smaller local companies to see if there were any expressions of interest for the role of governor in preparation for any changes that may occur.</p> <p><b>Resolved: the Clerk to write to local companies asking for any expression of interest in the role of governor at the College.</b></p> <p>The Clerk advised the committee that the following members' were due to finish their term of office within the next year:</p> <ol style="list-style-type: none"> <li>1. Simon White                      - 26/03/2018</li> <li>2. Mohammed Khaliel – 09/10/2018</li> <li>3. Jeni Wood                        - 09/10/2018</li> <li>4. Robyn Vitty                       - 04/12/2018</li> </ol> <p>Simon White had been contacted and wanted to seek re-election. The Chair said that he was delighted as he had been a very supportive and decisive Vice-Chair. It was decided to put forward Simon White to the Corporation for a second term of office.</p> <p><b>Resolved: to recommend to the Board the re-election of Simon White as an independent member at the following Corporation Meeting 29 January 2018.</b></p> <p><b>Committee Membership and Special roles</b></p>	Clerk

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	<p>After discussion it was decided that the new parent governors would be allocated to a sub-committee in the June meeting after they had become familiar with the College and the role of the Corporation.</p> <p>The committee reviewed all the specialist governor roles and noted the absence of an HR specialist governor and felt that as mentioned above there was a requirement to look for someone with particular HR strategy skills as many of the Board had some knowledge of basic HR processes.</p> <p><b>Resolved: that the report on the Corporation and Committee membership was received.</b></p>	
2.7	<p><b>Review and Approve Policy on Succession Planning</b></p> <p>The clerk explained that currently there was no policy on succession planning which is an integral part of the strategic planning process. The policy had been drafted to ensure effective succession planning for an effective and functioning Board, thereby safeguarding the continuity of the College's leadership of the highest quality and would form part of the terms of reference of the Governance &amp; Search Committee with recommendation for approval by the Board.</p> <p>The committee also felt that the Board should revert back to having an additional Vice Chair to not only spread the amount of work that the current Chair and Vice Chair were doing but also as part of a succession plan. It was decided that the Board should be contacted for any expression of interest in this role and that an election take place at the next corporation meeting on 21 March 2018. In the interim the committee will review again the succession policy presented and make any comments/recommendations for the meeting in June.</p> <p><b>Resolved: (i) that the Board be contacted regarding any expression of interest in the additional role of Vice Chair of the Corporation for election at the Corporation meeting 21 March 2018.</b> <b>(ii) that there has to be a policy on Succession Planning but that it needs to be reviewed again by the committee and any comments/recommendations sent to the Clerk for consideration and approval at the next meeting in June.</b></p>	<p>Clerk</p> <p>Clerk</p>
2.8	<p><b>Review of:</b></p> <p><b>(i) Terms of Reference</b> Under (l) – the following to be added after including membership replacing what was originally there: “of the College’s Risk Management Group, and as Safeguarding; PREVENT; EDI; SEN and information security governors. insert new clause (n) - review bi-annually the policy on Governor Succession Planning for Governance</p> <p><b>(i) Standing Agenda items</b></p> <p>1. Under Autumn Term – insert “Review Policy on Succession Planning (bi-annually)”</p> <p><b>Resolved: that Terms of Reference and the Standing Agenda items were both approved subject to the comments in 2.7.</b></p>	
2.9	<p><b>Review and Approve Delegation of Functions</b></p> <p>The purpose of the scheme of delegation is two-fold:</p> <p>(i) to provide the Corporation with an ‘at a glance’ framework outlining where it makes decisions and on what issues; and</p> <p>(ii) (whether it wishes to delegate more decision-making authority to the Principal.</p> <p>The Committee was asked to consider the concept of a scheme of delegation as presented and whilst all were in agreement that there should be a document they felt more in depth review was required. The Clerk was asked to send the document out again for any additional comments/amendments to be sent back by the end of February.</p> <p><b>Resolved: to send out the paper on a scheme of delegations to the committee for further comment, replies required by the end of February.</b></p>	<p>Clerk</p>
2.10	<p><b>Review Skills Analysis</b></p>	

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	<p>The Clerk confirmed that the skills audit for 2017-2018 had been completed for all governors except student governors. A summary report had been produced for the committee's reference.</p> <p><b>Resolved: that the report on the Skills audit for 2017-2018 was received.</b></p>	
2.11	<p><b>Review Corporation Standing Orders</b> The Standing Orders approved by the Corporation on 3 April 2017 have since had to be revised due to: the recent governance restructure of the committees, post holder / title changes and the inclusion of a clause regarding stand-in members. The revised Standing orders reflect these changes.</p> <p><b>Resolved: that the revised Standing Orders be approved as presented and to be put forward to the Corporation for approval in March.</b></p>	Clerk
2.12	<p><b>Review ethnicity, gender and representation of catchment area of Corporation members</b> The Clerk briefed the committee on the make-up of the current board of 19 members (including 2 students who were not been asked to complete an ethnicity form).</p> <p><b>Resolved: the report on the ethnicity, gender and representation of catchment area of the Corporation members was received.</b></p>	
2.13	<p><b>Chair's appraisal - 360 Review Process</b> As part of the governor self-evaluation there is an expectation that the performance of the Chair is also evaluated. The paper on the 360-degree review process explains that it is based on feedback that comes from all around an employee (reference to the 360 degrees in a circle), with an individual figuratively in the centre of the circle. Feedback is provided by Board members, colleagues and the Principal. The committee was asked to consider the future appraisal of the Chair using this process. Various comments were made and whilst in principle it was agreed as a useful tool for the Chair to see feedback it was decided that this form of evaluation was to be put on hold. The current appraisal system would be used for 2017-2018.</p> <p><b>Resolved: to be reviewed in the next academic year 2018-2019.</b></p>	
2.14	<p><b>Review Chair's objectives for 2018 – 2019</b> The Chair's objectives were discussed and agreed.</p>	
2.15	<p><b>Any Other Business</b> There was no other business however meeting closed at 17.45</p>	
2.16	<p><b>Items to be taken forward to next Corporation Meeting for approval:</b> <b>For Corporation Meeting 29 January 2018</b> (i) Simon White for re-election as an Independent member and Vice Chair of the Corporation <b>For Corporation Meeting 21 March 2018</b> (i) Revised Standing Orders</p>	
2.17	<p><b>Date and Time of Next Meeting</b> 1. Next meeting 20 June 2018 at 15.00</p>	
	<p>MINUTES of the meeting held on <b>29 January 2018</b> were agreed and accepted as a true and accurate record and signed by the Chair</p> <p>..... on .....</p>	