

The Henley College Corporation

**GOVERNANCE & SEARCH COMMITTEE MEETING**

<b>MINUTES of the Meeting of the Governance &amp; Search Committee held on 18 June 2018 at 11.30</b>		
<b>Members present:</b> Eva Rickett Independent David Welch Independent Trevor Watkins Independent Satwant Deol Principal <b>In Attendance:</b> Jacky Gearey Clerk		
<b>ITEM</b>	<b>AGENDA ITEMS</b>	<b>ACTION</b>
3.1	<b>Opening of Meeting and Welcome</b> The meeting opened at 11.37. As the Chair was ill Trevor Watkins was asked to chair the meeting.	
3.2	<b>Apologies for Absence</b> Peter le Conte	
3.3	<b>Declaration of Interests</b> There were no declarations of interest.	
3.4	<b>Minutes of Previous Meeting</b> <b>Resolved: the Committee agreed that the minutes were an accurate record of the meeting of 29 January 2018 and the minutes were signed by the acting Chair.</b>	
3.5	<b>Matters Arising from the Minutes (including review of actions)</b> All actions had been closed and there were no other matters arising.	
3.6	<b>Review Corporation membership, identifying present or expected vacancies and making recommendations for appointment</b> The Clerk briefed the committee on the following: Board members whose current term of office will be coming to an end: <ul style="list-style-type: none"> <li>• Mohammed Khaliel - currently an Independent member- term expires 9/10/2018, he serves on the Audit committee and is the Quality and Standards Chair.</li> <li>• Robyn Vitty – currently a staff member – term expires 4/12/2018, she does not serve on any committee.</li> <li>• Jeni Wood – currently an Independent member- term expires 9/10/2018, she serves on the Audit committee.</li> </ul> <b>Student Union new appointments:</b> Grace Noble (President) and Natalia Demarchuk (VP) have been elected to the Students Union Council and are the new Student Governors with effect from 15 April 2018 for one year. Natasha Robinson and Freya Ruparel were also elected to the Student Union Council. Freya narrowly missed being the President and as a consequence the Head of Student Services has asked if: <ol style="list-style-type: none"> <li>1. Natasha Robinson could be a “stand-in” governor should either of the two student governors mentioned above not be able to attend.</li> <li>2. Freya Ruparel be the student representative on the Quality and Standards committee. The Clerk suggested that Freya be co-opted to the Quality and Standards Committee for 2018-2019 and this was agreed by the committee.</li> </ol> The Clerk informed the committee that she had spoken to many colleges most of whom were larger than the Henley College regarding the size and make up of their Boards. In the main their Boards were smaller, had only one staff member, one student and one parent member (parent governors only apply to sixth form colleges).  It was decided that the number governors on the Board should be reduced by the following as and when their terms of office were finished.	

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	<p>1. Independent Governors – reduced to 10 2. Staff governors – reduced to up to two 3. Parent governors - reduced to one</p> <p>As no parent governor had managed to attend any meetings this year it was felt inappropriate to allocate them to a committee without first attending Corporation meetings.</p> <p>The Clerk informed the committee that the following governors would be covering the additional specialist areas:</p> <p>1. Careers - Gavin Brooks 2. Information/cyber security would be expanded to cover MIS and IT – David Welch.</p> <p>The committee reviewed all the other specialist governor roles and noted the continued absence of an HR specialist and Health and Safety governor. The Clerk confirmed that she had written extensively to local firms and that there had been no expressions of interest however this was an ongoing search. The committee asked if one of the governors could be asked to undertake the role of Health and Safety governor, the Clerk said she would make the approach.</p> <p><b>Resolved:</b></p> <p>(i) <b>that the report on the Corporation membership was received.</b> (ii) <b>that the Board to be reduced in size on a natural attrition basis to the levels detailed above.</b> (iii) <b>Clerk to contact governor regarding the role of Health and Safety governor</b></p>	<p>Clerk</p>
<p>3.7</p>	<p><b>Review “link” Corporation member appointments and Role of Link Governor</b></p> <p>Due to the length of the restructuring process which was started in the February it was felt advisable for governors not to undertake these link meetings in the spring and summer terms, therefore it had been suggested and agreed that the governors should undertake the link meetings in the next academic year.</p> <p>The role of the link governor had been formalised and the list of curriculum areas, curriculum provision and areas under student services together with the proposed link governor were discussed. The recent organisational changes have meant that with effect from the 1 September 2018, there will now only be 8 curriculum areas under two Heads of Faculty. Apprenticeships will be covered under curriculum provision and Careers is under Student Services.</p> <p>The committee agreed the proposed link governors to cover these areas and the Board would be informed in preparation for the next academic year. This would be promptly followed up with an agreed timetable for visits.</p> <p><b>Resolved:</b></p> <p>(i) <b>that the report on the “link” Corporation member appointments and Role of Link governor was received by the committee;</b> (ii) <b>that the list of the new link governors be put forward to the Corporation for approval</b></p>	<p>Clerk</p>
<p>3.8</p>	<p><b>Review of:</b></p> <p>The committee is required to annually review their Terms of Reference (ToRs) and Standing Agenda (SA). The previous ToRs and SA are attached for reference. The following amendments are recommended:</p> <p><b>ToRs:</b></p> <p>(i) Clause (h) to read “each academic year (August – July the following year). (ii) Clause (l) – insert the following after SEN, “Careers” to read “SEN; Careers and information/cyber security/MIS/IT, Health and Safety governors”. (iii) Quorum – greater of “two”. (iii) Period of office – to be determined by the Corporation but not to exceed six years in aggregate. (iv) references to Corporation Secretary be removed and replaced with Clerk</p> <p><b>SA:</b></p> <p>(i) all references to “Corporation Secretary” be replaced with “Clerk” (ii) “plan Corporation and committee meetings schedule” to be moved from summer to spring term</p> <p><b>Resolved:</b></p> <p>(i) <b>that Terms of Reference and the Standing Agenda items were both approved subject</b></p>	

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	<p><b>to the above amendments</b> <b>(ii) that the amended Terms of Reference and Standing Agenda be put forward to the Board for approval</b></p> <p><b>Committee Self-assessment</b> The Clerk also informed the committee that all committee self-assessments would be going out via survey monkey which should enable all governors to complete and return more easily than the paper versions of previous years.</p>	Clerk
3.9	<p><b>Role of the Ombudsman</b> The term of office as The Henley College Ombudsman has historically run for a 3 year period beginning in the December of each year. It was discussed at the last Corporation meeting that the term should follow the financial year 1 August to 31 July. This would provide continuity if there is an appeal in process plus negate the need for a handover mid academic year should there be an ongoing appeal. The committee agreed that this should go ahead and be put forward to the Corporation for formal approval. The Clerk informed the committee that the present incumbent would cease his duties at the end of the summer term and had therefore approached Mia Tritton a former governor with HR and appeals experience to consider taking on this role and that she had agreed. In addition the Clerk had generated a job description for the role of Ombudsman who will also be the designated Whistleblower should this ever be required. The HR Advisor had had sight of these and there were no changes. <b>Resolved:</b></p> <p><b>(i) The Role of the Ombudsman was approved by the committee and to be put forward to the Board for approval</b></p> <p><b>(ii) The committee approved the change of tenure of three years to follow the academic/financial year August to July and for this to be put to the Board for approval.</b></p> <p><b>(iii) Mia Tritton as the new Ombudsman with effect 1 August 2018 to be put forward to the Board for approval</b></p>	Clerk Clerk Clerk
3.10	<p><b>Corporation Training for 2017-2018 and the Plan for 2018-2019</b> The Clerk presented the training plan for 2017-2018 and the proposed plan for 2018-2019 which would be updated as and when both training courses and speakers became available. The committee asked that for forthcoming Corporation meetings that external speakers be considered covering apprenticeships and Ofsted. The Clerk said that she would investigate and arrange if possible. <b>Resolved:</b></p> <p><b>(i) the Corporation Training for 2017-2018 and the Plan for 2018-2019 was received by the committee.</b></p> <p><b>(ii) The Clerk to investigate external speakers covering apprenticeships and Ofsted for forthcoming Corporation meetings</b></p>	Clerk
3.11	<p><b>Chair's objectives 2018-2019</b> The Chair proposed objectives for 2018-2019 were discussed and agreed as follows:</p> <ol style="list-style-type: none"> <li>1. Work with the Board &amp; SLT to stabilise the College's financial position to the satisfaction of the ESFA, Board and SLT within an acceptable timeframe for all parties. Challenge and monitor through the Board and the Finance &amp; Resources committee, the College's income generation plans</li> <li>2. Encourage continued examination and if appropriate, establishment of co-operative and co-location strategies</li> <li>3. Challenge the SLT to achieve OFSTED outstanding at the next inspection</li> <li>4. Monitor the Board's composition to achieve a balance in all areas including: relevant skills, experience, age, gender, ethnicity and overall size</li> <li>5. Put in place an effective succession management plan</li> <li>6. Ensure the Board's efficacy</li> </ol> <p><b>Resolved: the Chair's objectives as presented above were agreed by the committee.</b></p>	
3.12	<p><b>Corporation Self-Assessment Performance questionnaires</b> The Clerk explained that the Corporation is due to carry out a self-assessment process as a whole for the end of this academic</p>	

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	<p>year. The three sample questionnaires were presented for review from which one was to be selected. The committee decided that Option Three would be best as these were the types of issues that Ofsted might focus on and the answers would help to identify training requirements. The following amendments were required:</p> <ol style="list-style-type: none"> <li>1. Scoring to be amended to scores 1-4</li> <li>2. An additional "no opinion" section to be added</li> <li>3. Additional space to be added to enable any statements to be qualified</li> <li>4. Additional question to be added regarding the overall effectiveness of the Board over the past year.</li> </ol> <p><b>Resolved:</b></p> <p>(i) <b>the Corporation performance related questionnaires (Options 1-3) were received by the committee</b></p> <p>(ii) <b>Option 3 was selected by the committee and approved subject to the amendments above to be sent out towards the end of term to the Governing Board.</b></p>	Clerk
3.13	<p><b>Revised Instrument &amp; Articles</b></p> <p>The current Instrument and Articles allows for up to 22 members on the Board. As there is now no longer a requirement to serve the number of committees that used to be in existence the committee discussed the Instrument &amp; Articles to be amended to the following:</p> <ol style="list-style-type: none"> <li>1. Up to 10 independent members</li> <li>2. Up to 2 staff member</li> <li>3. Up to 2 student members</li> <li>4. 1 Parent member</li> <li>5. Principal</li> </ol> <p>As any changes to the Instrument and Articles would incur a cost as this has to be formally done by Eversheds it was decided to leave the Instrument and Articles as they were in case there was ever a need to increase the number of members on the Board</p> <p><b>Resolved: the committee decided that the Instrument and Articles were not to be amended.</b></p>	
3.14	<p><b>Any Other Business</b></p> <p>There was no other business.</p>	
3.15	<p><b>Items to be taken forward to next Corporation Meeting for approval:</b></p> <ol style="list-style-type: none"> <li>(i) <b>the list of the new link governors be put forward to the Corporation</b></li> <li>(ii) <b>the amended Terms of Reference and Standing Agenda</b></li> <li>(iii) <b>Role of the Ombudsman</b></li> <li>(iv) <b>Mia Tritton as the new Ombudsman with effect 1 August 2018</b></li> </ol>	Clerk
3.16	<p><b>Date and Time of Next Meeting</b></p> <ol style="list-style-type: none"> <li>1. Next meeting 14 November 2018 at 15.30</li> </ol>	
	<p><b>Close of Meeting</b></p> <p>Meeting closed at 12.17.</p>	
	<p>MINUTES of the meeting held on <b>18 June 2018</b> were agreed and accepted as a true and accurate record and signed by the Chair</p> <p>..... on .....</p>	