

The Henley College Corporation

**GOVERNANCE & SEARCH COMMITTEE MEETING**

<b>MINUTES of the Meeting of the Governance &amp; Search Committee held on 18 January 2020 at 17.30 held via remote participation</b>		
<p><b>Members present:</b>  Trevor Watkins Independent/Chair  Satwant Deol Principal  Rebecca Chandler-Wilde Independent  Vince Maltese Independent  Brian Fennelly Independent</p> <p><b>In Attendance:</b>  Jacky Gearey Clerk</p>		
<b>ITEM</b>	<b>AGENDA ITEMS</b>	<b>ACTION</b>
2.1	<p><b>Opening of Meeting and Welcome</b>  The meeting opened at 17.31</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>  Minutes of the meeting held 14 September 2020 were presented and agreed as an accurate record.</p> <p><b>Resolved: the Committee agreed that the minutes were an accurate record of the meeting of 14 September 2020 and the minutes were signed by the Chair.</b></p>	
2.5	<p><b>Matters Arising from the Minutes (including review of actions)</b>  All other actions had been closed off. There were no further matters arising.</p>	
2.6	<p><b>Review of Corporation and Committee Membership:</b>  The Clerk briefed the committee on the following:  <b>Profile of Membership</b> – the committee appreciated that the Board was not ethnically diverse with over 50% coming from the Henley area, a situation that was constantly being reviewed.  <b>Progress on Recruitment</b> – there were currently three expressions of interest (including a previous parent governor). The Board requirements were discussed with the Chair advising the committee that he was shortly to speak to one of the candidates. However it was felt that the position should remain vacant for the moment to ensure that governors with the right skill sets are sought.  <b>Committee membership</b> – with the recent departure from the Board of a member, the committee decided on a new chair of remuneration and an additional member for the audit committee. The committee discussed the required skill sets and agreed that Vince Maltese a current member of the remuneration committee should chair it until the end of this academic year and for Justin Sutherland to go onto audit. The Chair said he would advise the Board of these changes.</p> <p><b>Resolved that:</b>  <b>(i) The Reports on the Board and committee membership were received by the committee</b>  <b>(ii) Vince Maltese to become Chair of Remuneration until the end of the academic year</b>  <b>(iii) Justin Sutherland to go onto Audit committee</b>  <b>(iv) Chair to advise the Board of these changes</b></p>	Chair
2..7	<p><b>Review and approval of:</b>  The following policies have to be reviewed and recommended for approval by the committee before being presented to the Board:</p>	

The Henley College Corporation

**GOVERNANCE & SEARCH COMMITTEE MEETING**

	<ul style="list-style-type: none"> <li>• Chair's job description – these are the normal tasks and duties expected of a Board Chair and Vice Chair - Committee asked if the role description was fit for purpose and Chair said that it was.</li> <li>• Policy on Succession Planning - changes referred to the provision for an acting vice chair and a change in the review cycle to every 3 years.</li> <li>• Guidelines and Procedure for complaints against the Corporation, Board Members and the Clerk – a new policy with the Clerk explaining the rationale for this.</li> <li>• Policy for the Appointment, Re-appointment and Removal of a Member - amended regarding section 3 re removal of a Board member. This has been done with the help of Eversheds to ensure reduced complexity of process. The committee asked about the possibility of a legal redress and were advised that as a Board Member is a voluntary position; Eversheds had said employment law did not apply.</li> <li>• Code of Ethics – (i) Data Protection Act (DPA) amended to recent legislation now 2018 and (ii) references to Corporation Secretary now the Clerk.</li> <li>• Code of Conduct – updated to reflect the following changes (i) reference to the new DPA 2018 (ii) EFA and SFA amalgamated to ESFA and references in Appendix 6 to this.</li> <li>• Calendar of meetings for 2021 – 2022 – dates of course can be subject to change.</li> <li>• Role of Committee Chair – the committee felt that an additional clause needed to be added regarding approval of minutes as in the past some Chairs had been slow to action this. The insertion would be that minutes are to be turned around with 7 days of receipt and would be approved by default after the 8 days.</li> <li>• Committee chairs report- this provides a succinct summary of the committees' meetings and highlights to the Board any issues and what decisions need to be taken by the Board.</li> </ul> <p><b>Resolved that the following were received and recommended to the Board for approval:</b></p> <ul style="list-style-type: none"> <li><b>(i) Role description for Board Chair &amp; Vice Chair</b></li> <li><b>(ii) Policy on Succession Planning</b></li> <li><b>(iii) Guidance and Procedure for Complaints - Complaints against the Board</b></li> <li><b>(iv) Policy on Reappointment, Re-Appointment and Removal of a Member</b></li> <li><b>(v) Code of Ethics</b></li> <li><b>(vi) Code of Conduct</b></li> <li><b>(vii) Proposed meetings schedule for 2021-2022</b></li> <li><b>(viii) Role of Committee Chair – with amendment approved above.</b></li> <li><b>(ix) Committees' chair report.</b></li> </ul>	
2.8	<p><b>Appointment of Chair and Vice Chair</b></p> <p>Further to an email sent out by the Chair asking for any expressions of interest in the role of Vice Chair, the Clerk advised that there had been none. The Chair then asked Brian Fennelly to be the acting Vice Chair until the appointment process for both Chair and Vice Chair was approved by the Board.</p> <p>The current Board Chair said that he was intending to step down at the end of his term in April however would extend to July, this would ensure continuity and a detailed handover to the incoming Board Chair plus allow the Board to advertise internally and externally to ensure a fully open and transparent process. The committee approved this approach and for Dr Trevor Watkins to extend his existing term by four months to end of July 2021.</p> <p><b>Resolved that the current Board Chair, Dr Trevor Watkins to extend his existing term by four months until end of July 2021.</b></p>	
2.9	<p><b>Corporation Training Plan 2020 – 2021</b></p> <p>The Clerk advised that she had asked the college to sign up to the Education Training and Foundation governors training modules for an annual cost of 200GBP. Once this had been confirmed all governors would be sent the link to access the modules.</p> <p><b>Resolved that:</b></p>	

The Henley College Corporation

**GOVERNANCE & SEARCH COMMITTEE MEETING**

	<b>(i) the Corporation Training Plan 2020 – 2021 was received by the Board</b>	
2.10	<p><b>Review Corporation Self-Assessment Performance</b> In brief the self-assessment scoring would indicate from the Board is aware of and fulfilling its role but recognised that there was some room for improvement. The Clerk went through the report highlighting the following in particular: <b>Understanding of the Governors' Role</b> – this was of particular note as there was repeated reference to the operational involvement of governors in college management and the blurring of lines see questions 3(a), 4, 5, 10, 15 and 16, however some felt that they knew exactly what their role was but then stated that they SLT needed to focus less on where the 'line' was and more on why governors had felt obliged to stray into the 'blurred zone'. <b>Relationship with SLT</b> – whilst one governor had positive comments centred on the strength of challenge from governors on the QS, F&amp;R and Audit committees, there were pervasive negative undertones in many of the comments to questions 4, 5, 6, 8, 9, 10, 12, 15 and 17 wherein some Board members commented that the SLT found the Board an encumbrance. <b>Learners' Experience</b> - it was generally felt that the governors did not have a real idea of learners' experience of daily life, but this has been impeded during the pandemic and will continue to do so. The Chair said that some of the comments overlapped with the recent Board Effectiveness Report and this would be addressed at the forthcoming strategy sessions. The Board Effectiveness Review identified that some governors were negative, and this had to be addressed, however it was difficult for Board members not to be drawn into the detail and this was a continued challenge but did rely on confidence with the SLT.</p> <p><b>Resolved that the Review Corporation Self-Assessment Performance was received by the committee.</b></p>	
2.11	<p><b>Report of the College Ombudsman</b> The Ombudsman's final report for 2019-2020 was submitted and the issue with a student now resolved. The Principal and Vice Principal had been sent the final report.</p> <p>There were no other areas to report.</p> <p><b>Resolved that the Report of the College Ombudsman was received by the committee</b></p>	
2.12	<p><b>Any Other Business</b> There was no other business.</p>	
2.13	<p><b>Items to be taken forward to next Corporation Meeting:</b></p> <ul style="list-style-type: none"> <li>(i) Committee membership update</li> <li>(ii) Role description for Board Chair &amp; Vice Chair</li> <li>(iii) Policy on Succession Planning</li> <li>(iv) Guidance and Procedure for Complaints against the Board</li> <li>(v) Policy on Reappointment, Re-Appointment and Removal of a Member</li> <li>(vi) Code of Ethics</li> <li>(vii) Code of Conduct</li> <li>(viii) Proposed Board and committee meetings schedule for 2021-2022</li> <li>(ix) Role of Committee Chair</li> <li>(x) Board Chair's term of office to be extended until end of July 2021</li> </ul>	<b>Clerk</b>
2.14	<p><b>Date and Time of Next Meetings</b> 1. 7 June 2021</p>	
	<p><b>Close of Meeting</b> Meeting closed at 18.35</p>	

The Henley College Corporation

**GOVERNANCE & SEARCH COMMITTEE MEETING**

	<p>MINUTES of the meeting held on <b>18 January 2021</b> were agreed and accepted as a true and accurate record and signed by the Chair</p> <p>..... on .....</p>	
--	---	--