

Kirklees College Corporation

CORPORATION

Minutes of a meeting held at 15.00 on 12 July 2019 at the Huddersfield Centre

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| Present: | Mr J Williams | Independent Member (meeting chair to 18.15) |
| | Mr H Linn | Independent Member (meeting chair from 18.15) |
| | Dr A Conn | Independent Member |
| | Ms C George | Independent Member |
| | Ms M Gilluley | Principal & Chief Executive |
| | Ms L Precious | Staff member |
| | Mr J Royle | Independent Member |
| | Ms R Thornton | Student Member |
| | Mr M Varyani | Independent Member |
| | Dr A Williams | Independent Member |

Attendance: 10/16 = 63% KPI 80% Quorum: 7 (40%)

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| In attendance: | Ms F Butt | Observer (Prospective Governor) to 15.40 |
| | Ms J Green | Clerk to the Corporation |
| | Ms C Gonzalez-Eslava | Vice Principal (Curriculum, Performance & Innovation) |
| | Mrs R Meara | Executive Finance Director |

The meeting was proceeded by a meet and greet opportunity for staff and Governors.

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| PRELIMINARY ITEMS | |
| 0 | WELCOME AND INTRODUCTIONS |
| i | In the absence of Mr G Hetherington, the Vice Chair Mr J Williams assumed the chair and welcomed everyone to the meeting, including prospective Governor Ms F Butt, who was attending as an observer. |
| ii | Due notice having been given and a quorum being present, the chair declared the meeting open. |
| 1 | APOLOGIES FOR ABSENCE |
| i | Apologies were received from Independent Governors Prof S Donnelly, Mr G Hetherington and Mr D Keeton, as well as from Staff Governor Mr N Taylor and Student Governor Mr J Adam. |
| ii | The chair said he had to leave before the end of the meeting; Independent Governor Mr H Linn volunteered to take the chair from that point and this was agreed. |
| iii | <u>RESOLVED:</u> (i) In accordance with clause 6(3) of the Instrument, to choose Mr H Linn to chair the meeting following Mr J Williams's departure. |

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| 2 i | <p>DECLARATIONS OF INTEREST</p> <p>Each Governor confirmed that, other than those matters previously disclosed, they had no direct or indirect interest in any way in the business to be transacted at the meeting which they were required by the Instrument of Government to disclose.</p> | |
| 3 i | <p>APPROVAL OF MINUTES OF THE PREVIOUS MEETING</p> <p>RESOLVED:</p> <p>(i) To approve both the ordinary and confidential minutes of 17 May 2019 as an accurate record.</p> | |
| 3(i) i | <p>MATTERS ARISING NOT ON THE AGENDA</p> <p>There were no matters arising not on the Agenda.</p> | |
| 3(ii) i ii iii | <p>UPDATE ON AGREED ACTIONS</p> <p><u>Item 11 Apprenticeships Non-Levy Allocation</u></p> <p>Governors referred to Agenda Item 14, noting that the action had been implemented.</p> <p><u>Item 11 Presentation of a Full Cost Recovery Strategy to the Corporation</u></p> <p>This was Item 8 on the Agenda.</p> <p><u>Item 14 Corporation and Committee Meeting Dates 19/20 and Corporation Business Planner for 19/20</u></p> <p>These were Items 19 and 20 on the Agenda.</p> | |
| PRINCIPAL’S REPORT | | |
| 4 i ii | <p><u>Principal’s Report</u></p> <p>Ms Marie Gilluley (“MG”) spoke to her Principal’s report, highlighting as follows:</p> <ul style="list-style-type: none"> ➤ ‘Good progress’ had been made on the Recovery Plan and a decision had been made to stand down Governors from future Case Conferences; ➤ Interim arrangements would be put in place to support the Senior Leadership Team for as long as the vacancy in the Senior Vice Principal Post persisted; ➤ Recruitment to the vacant Executive Director role was complete; ➤ The ‘KC Stars’ staff achievement awards evening, attended by the Chair and the Student Governors, had been a great success; ➤ Her report contained a link to a House of Lords debate on the Augar Review and it had appended to it a copy of a letter supporting the Augar proposals, signed by every FE College principal in the country; ➤ A number of items from the Further Education Commissioner (“FEC”) Stocktake Action Plan were on the meeting Agenda; and ➤ The latest edition of KC Chronicle (providing an update on events and achievements of staff and students) was also attached. <p>The status of the Business Critical Performance Indicators was noted.</p> | |

| QUALITY AND CURRICULUM ITEMS | | |
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| 5 | QUALITY, PERFORMANCE & STANDARDS (“QPS”) COMMITTEE REPORT | |
| | <u>Minutes of 24 June 2019</u> | |
| i | The QPS Chair, Ms C George (“CG”) presented the minutes and their contents were noted. CG said QPS hoped its new schedule and programme of work, if adopted, would better reflect the performance monitoring cycle of the College and enhance the committee’s effectiveness, enabling it to more closely monitor progress. | |
| | <u>Quality Improvement Plan Update Report</u> | |
| ii | Vice Principal (Curriculum, Performance & Innovation) Ms C Gonzalez-Eslava (“CGE”) presented the Quality Improvement Plan (“QIP”). She said several of the ‘touch points’ were RAG rated ‘Amber’ as achievement rates were not yet known. | |
| iii | Governors were pleased to hear that the in-year data on retention and progress showed the College was making the expected progress towards the actions identified in the QIP, with significant progress in some areas. | |
| iv | CGE highlighted that, of those enrolling at the College, 70% lacked a grade 4 in GCSE English and maths, hence developing their skills in those subjects was a key objective of the QIP. Governors strongly endorsed that objective, acknowledging the challenges around English and maths but emphasising that functional levels of numeracy and literacy were essential from an employability perspective, as well as to support performance in vocational subjects. | |
| v | There was discussion about how to communicate the message that maths and English were critical life-skills, given that students become somewhat hardened to it at school. Governors were pleased to hear that the College was creating opportunities for students to hear it directly from employers. | |
| | <u>Student Attendance Report</u> | |
| vii | Assistant Principal (Study Programmes & Learner Services) Ms J Arechiga (“JA”) said overall attendance was 0.36% below the same point last year and 6% below target (90%). She said low English and maths attendance was a key factor. Attention was drawn to an action plan against which good progress had been made and JA outlined the new strategies to be implemented. | |
| viii | Attendance varied by area and the meeting noted that the reasons for this included disengagement after a negative school experience, caring responsibilities, work and health issues. JA said improving attendance was a real challenge for some students and Governors agreed that, in that sense, 51.98% attendance in the developing NEET ¹ and Alternative provision was a significant achievement for those concerned. | |
| ix | A Governor commented on the lack of an evidenced link between attendance and achievement, adding that, with limited context and on the basis of just two year’s data, it was hard to judge how well or otherwise the College was doing, or how much extra resource to put into driving up attendance. The Governor said the Corporation should not assume a four-point dip meant the College was doing something ‘wrong’; consecutive cohorts could differ significantly. | |

¹ Not in Education, Employment or Training, referring to a person who is unemployed not in school or vocational training.

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| <p>x</p> <p>xi</p> <p>xii</p> <p>xiii</p> <p>xiv</p> <p>xv</p> <p>xvi</p> | <p><u>Student Predicted Achievement Report 2018/19</u></p> <p>The 'predicted data' from June 2019 indicated that overall achievement would be 84.19% (an increase of +3.1% compared to 2017/18). JA said further work on predictions since her report was circulated had put the likely final achievement rate at 83.77%. She said most curriculum areas would improve on their 2017/18 outturn.</p> <p>JA said the main area of concern was at L2 and 19+, largely due to outcomes in English and maths for study programmes and adults, the adult area having a third of all English and maths enrolments and a predicted achievement rate of 71.5% (a 1% increase on 2017/18). She said management planned to drive improvement with additional support for adult learners through a dedicated Progress Coach and the appointment of a new Head of Faculty (English and Maths).</p> <p>Governors were pleased to note that achievement data would continue to be analysed and predicted progression mapped to ensure the process was effective and delivered the best possible student outcomes. JA said the College's Self-Assessment Report ("SAR") had always been based on the previous year's results but with the new model it would be possible to also look at the in-year performance of the current cohort to gain a fuller picture.</p> <p>A Governor remarked that the new approach to performance monitoring had had little time to embed. The Governor said, as the College's understanding of progress improved, its predictions would improve. CGE agreed, saying highly-effective colleges that had refined their approach to predictions over many years typically achieved within 1% of their predictions.</p> <p><u>Committee Terms of Reference</u></p> <p>Minor amendments to the QPS Terms of Reference were presented and approved.</p> <p><u>RESOLVED:</u></p> <p>(i) To accept the recommendations of the Quality, Performance and Standards Committee in respect of its Terms of Reference and to adopt the proposed amended version with immediate effect.</p> <p>Action: The Clerk to put the amended the Quality, Performance and Standards Committee Terms of Reference onto the College website.</p> |
| <p>6</p> <p>i</p> <p>ii</p> | <p><u>STUDENT PROGRESS CHECK FRAMEWORK 2019/20</u></p> <p>It was noted that the proposed changes to monitoring arrangements for the quality of teaching, learning and assessment and its impact on learner progress would effectively amend the Quality Strategy, which by Article 3(1)(b) of the Articles of Government required Corporation approval. Governors noted the importance of the Quality Strategy as a contributor to overall performance and a driver for continuous improvement.</p> <p>JA said the intention was that the Student Progress Check Framework (the "Framework") would replace the 'Internal Quality Review' (the current system, which had been in place for four years). She said the new Framework was aligned to the latest research and practice in pedagogy and underpinned by the new Ofsted Education Inspection Framework. She described the proposed arrangements, explaining the methodology for assessments and giving background to the Framework design process, saying staff were consulted through focus groups, workshops, an online survey and via representatives.</p> |

JG

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| iii | Governors discussed the proposed Framework and agreed it was well-aligned with the Board’s thinking around quality. There was discussion about the likely time demands of operating it and CGE said feedback from colleges already using it was that, after the first year, it was a more efficient process. | |
| iv | A Governor cautioned that the language and tone of the Framework document must consistently reflect and reinforce the aim of driving student progress collegiately, looking at learner progress rather than staff performance. Attention was drawn to some sections of the document which might merit attention in that regard and CGE said she would revisit them. | |
| v | Action: The Vice Principal will review the Framework document “Student Progress Check Framework 2019/2020” to ensure that the language and tone used throughout reflects and reinforces the aim of driving student progress collegiately. | CGE |
| vi | <u>RESOLVED:</u> (i) To approve the proposed Student Progress Check Framework, being an amendment to the Quality Strategy, subject to minor changes to language and tone in accordance with Governor suggestions. | Synopsis Item 1 |
| vii | Action: The Clerk to add monitoring of the effectiveness of the Student Progress Check Framework to the QPS work schedule. | JG |
| 7 | HIGHER EDUCATION (“HE”) REPORT | |
| i | An FEC recommendation was to drive forward the development of a new Higher Level Skills Strategy (“Strategy”), with a focus on appropriate vocational qualifications and progression to degree level provision with new HE partners. It was noted that the Strategy required Corporation approval, as it would impact on the educational character of the institution. <u>Higher Level Skills Strategy 2019-22</u> | |
| ii | CGE presented the draft Strategy, which included a high level plan for growth over the next three years. A Governor asked about the underpinning detail and CGE said detailed planning around, for example, which employers to work with, which programmes to offer and how to measure progress, was well underway. | |
| iii | A Governor commented positively on the plan for a ‘Higher Skills’ College brand and said the fit between the Strategy and what was happening externally was pleasing, particularly the focus on the LEP ² priorities and industry demand across the Leeds City Region. | |
| iv | Another Governor observed that the College’s ambitions for growth were highly dependent on the predicated increase in Higher Apprenticeships being achieved, and asked whether higher level apprenticeships were likely to be impacted by the cap on the non-levy funding. MG said as most of the College’s higher level apprenticeships were with levy paying employers, the cap would not affect them. | |
| v | A key feature of the Strategy was the training and development of existing staff. CGE highlighted the risk of recruiting to courses with no one to teach them and the challenge of recruiting teaching staff in STEM ³ subjects was noted. | |

² the Leeds City Region Enterprise Partnership

³ Science, Technology, Engineering and Maths

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| vi | Governors were satisfied that the Strategy adequately captured the Corporation's vision for Higher Skills at the College and resolved as follows: | |
| vii | <p><u>RESOLVED:</u></p> <p>(i) To approve and adopt the proposed Higher Skills Strategy, taking note of the risks highlighted in the Corporation report.</p> | Synopsis Item 2 |
| viii | <p><u>Access and Participation Plan</u></p> <p>It was noted that retrospective approval was required for the Access and Participation Plan submitted to the Office for Students on 30 June. Governors noted that they had endorsed it incrementally as its component parts were assembled but had not passed a formal resolution approving the Plan in its final form.</p> | |
| ix | <p><u>RESOLVED:</u></p> <p>(i) To retrospectively approve the College's Access and Participation Plan.</p> | Synopsis Item 3 |
| 8 | STRATEGY FOR GROWTH IN FULL COST INCOME | |
| i | CGE spoke to the proposed Strategy for Growth in Full Cost Income, advising that the aim was to reduce dependency on Government funding to mitigate the risk to income from national policy change. Implementing an appropriate strategy was also a condition of the Restructuring Fund funding. CGE said the College lagged well behind the sector in terms of the income it derived from full cost activity; in 2017 it represented just 1.1 % of total income, well below the sector average of 4.9%. | |
| ii | It was noted that management's proposals included changing the existing curriculum. CGE said a broader range of courses would be offered, reflecting priority sectors and supporting employer needs; the object being a more creative and flexible offer, built on well-defined pathways and with clear destinations to further learning or employment. Governors agreed that they were comfortable with curriculum change of the type described. | |
| iii | The Corporation noted the ambitious growth targets (a 25% annual increase in activity over the next three years) and sought assurance that this was stretching but achievable. CGE reminded Governors that, alongside the strategic changes, an additional Senior Post Holder would bolster the team, leading on commercial activity, diversification of income, and ensuring that an appropriate infrastructure was in place. | |
| iv | <p><u>RESOLVED:</u></p> <p>(i) To approve the proposed Strategy for Growth in Full Cost Income, noting that it implemented a Further Education Commissioner recommendation.</p> | Synopsis Item 4 |
| GOING CONCERN – MATTERS OF FINANCE, REGULATION, LEGAL ISSUES | | |
| 9 | FINANCE COMMITTEE REPORT | |
| | <u>Minutes of 28 June 2019</u> | |
| i | The Finance Chair, Mr J Williams ("JW") presented the Committee's minutes and the advice and information they contained was noted. JW said MG had been asked to formally write to the Education and Skills Funding Agency ("ESFA") to raise the Corporation's concerns about non-levy allocations. | |

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| | <p><u>Committee Terms of Reference</u></p> | |
| ii | <p>Minor amendments to the Finance Committee Terms of Reference were presented and approved; the Clerk had drawn across some established responsibilities of the committee from the Financial Regulations. She had also made some stylistic changes to achieve consistency across all committee terms of reference.</p> | |
| iii | <p>In response to a question, MG said she had proposed to the committee that it broaden its remit to include Human Resources issues. There was agreement that this should be trialled under the umbrella of Item 5.18 of its Terms of Reference (as a general matter) before a permanent change was made to the Terms of Reference.</p> | |
| iv | <p><u>RESOLVED:</u></p> <p>(i) To accept the recommendations of the Finance Committee in respect of its Terms of Reference and to adopt the proposed amended version with immediate effect;</p> <p>(ii) Pursuant to Item 18 of its Terms of Reference, until further notice, to delegate responsibility to the Finance Committee for the monitoring of compliance with employment law and of the achievement of Strategic Objective 5: “To attract, nurture and develop a highly skilled, efficient and professional workforce”.</p> | |
| v | <p>Action: The Clerk to put the amended Finance Committee Terms of Reference onto the College website.</p> | JG |
| vi | <p>Action: The Clerk to amend the Finance Committee Work Schedule to include the new monitoring requirements.</p> | JG |
| | <p><u>Annual Budget 2019/20</u></p> | |
| vii | <p>The Corporation recognised the approval of the annual estimates of income and expenditure as one of its non-delegable functions and noted its responsibility for compliance with the Restructuring Fund conditions of funding. It recalled the financial targets set in the application for Restructuring Fund support and noted the Finance Committee’s discussion about the EBITDA⁴ position.</p> | |
| viii | <p>Executive Finance Director Ms R Meara (“RM”) was invited to present her 2019/20 budget, which the Finance Committee had recommended for approval. She presented her paper, drawing attention to the headline position (pp 4 and 5), the breakdown of anticipated income and the key income assumptions (starting on p 6), as well as the key income risks and sensitivities (p 10). Anticipated expenditure, broken down into pay costs and non-pay costs, was detailed on pp 11-16.</p> | |
| ix | <p>Acknowledging <i>Note B</i> on p 6 of RM’s report, Governors endorsed the assumption that the College would not deliver a substantial portion of its apprenticeships plan, due to the insufficient non-levy allocation to meet the plan, employer issues with regard to the levy business, and the high level of risk around income assumptions. There was strong agreement that the College should not seek to deliver apprenticeship provision that it would not be paid for.</p> | |
| x | <p>It was noted that an increase in pay costs was anticipated. RM had provided a detailed reconciliation of the key movements, which were attributable to incremental drift (existing staff progressing up pay scales), recruitment to resource the planned</p> | |

⁴ Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) is a measure of a business’s operating performance which is used by the College in its financial planning and reporting.

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| | <p>growth in science and construction, and additional pension costs. Having clarified that the staff-to-income ratio would remain within tolerance (65%), Governors agreed that the increase was necessary and appropriate. RM said over £1m vacancies were built into the budget and she was assuming £0.5m pay gapping savings.</p> | |
| xi | <p>Two material additional income streams were expected (p 7):</p> <ul style="list-style-type: none"> - a temporary Government grant contribution to the additional Teachers Pension costs; and - some funding for capacity building for T Levels | |
| xii | <p>However, there were also some additional costs:</p> <ul style="list-style-type: none"> - a mandatory Office for Students registration fee; - a subscription to JISC⁵; - End Point Assessment (“EPA”) costs for students completing their apprenticeship standards <p>and with no additional funding allocated in respect of them, they would further strain college finances nationally.</p> | |
| xiii | <p>RM drew attention to the contingency she was proposing, saying the aim was to provide a cushion in the event of budget assumptions not being realised. Given the level of risk in the budget that RM had articulated, the amount was agreed to be prudent.</p> | |
| xiv | <p>It was noted that, as RM had made no assumptions around asset disposals for 2019/20, any sales would have a positive impact on financial health.</p> | |
| | <p><u>Cash-flow and Covenant Compliance</u></p> | |
| xv | <p>RM said the ESFA continued to monitor cash-flow and would use cash days to influence any decision as to whether any Restructuring Funds became repayable. Referring to the ‘cash days in hand’ heat-map (p 20 of the report), Governors noted that cash balances were forecast to remain at the level required for 30 days’ cash in hand.</p> | |
| xvi | <p>Governors noted that the Restructuring Fund loan agreement financial performance covenants would be met by the proposed budget and financial plan.</p> | |
| | <p><u>Capital Budget</u></p> | |
| xvii | <p>RM said she recommended that provision be made for capital expenditure of £1m, £100k of which to be held back as a contingency in case investment was needed in the security of the College buildings. RM said a total of £1.3m in capital bids had been received and funds would be allocated on a priority basis, the focus being to maximise impact either by mitigating health and safety concerns, improving the student experience or linking the funding to income growth.</p> | |
| xviii | <p>It was noted that approval was required for works to take place over the summer:</p> <ul style="list-style-type: none"> ➤ capital expenditure on the creation of new science labs, the further development of the Waterfront Level 4 and the Process Manufacturing Centre, and associated equipment (£117,403); and | |

⁵ JISC is a not-for-profit provider of digital solutions for UK education and research.

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| xix | ➤ works to Foundation at the Springfield Sixth Form Centre, to provide additional facilities to deliver a more practical curriculum to a growing department (£5,700). | |
| xx | There was agreement that approval should be granted. | |
| xx | RM said as well as recommending expenditure items from the 2019/20 capital budget, she was seeking approval for expenditure from the 2018/19 capital budget. She said the expenditure (itemised on pp 1 and 2 of the Revenue and Capital Budget 2019/20 report) would be within the overall agreed capital sum, rather than additional to it. After the approvals, £4,455 would be carried into 2019/20. The costs being noted, it was agreed that approval should be granted. | |
| xxi | A Governor asked how the Corporation might be assured that adequate capital investment was being made. This was discussed and Governors reflected that, in recent years, the College had been so constrained by affordability considerations that it had had to be quite reactive. RM said, as the College's financial position improved, capital investment decisions would become more strategic. | |
| xxii | <p><u>RESOLVED:</u></p> <p>(i) To approve the proposed 2019/20 revenue budget;</p> <p>(ii) To approve the remaining unallocated expenditure from the 2018/19 capital budget as detailed on pages 1 and 2 of the Revenue and Capital Budget 2019/20 report;</p> <p>(iii) To approve the 2019/20 capital budget, including the specific allocations detailed at minute 9(xvi) above;</p> <p>(iv) To delegate approval of the precise allocation of the remaining capital budget to the Senior Leadership Team, with reporting via the management accounts throughout 2019/20.</p> | Synopsis Item 5 |
| 10 | FINANCIAL PLAN | |
| i | <p>The Corporation acknowledged that in using the ESFA Financial Planning Checklist (included in the meeting pack) to gain assurance that it had considered all relevant matters, it was following ESFA best practice advice in the discharge of its responsibility for the solvency of the institution.</p> <p><i>These matters are considered to be confidential at this stage and therefore the discussion is recorded in a confidential annex at the end of this document and marked Annex 1.</i></p> | |
| 11 | APPROVAL OF PERFORMANCE INDICATORS TO MONITOR THE ACHIEVEMENT OF THE STRATEGIC PLAN | |
| i | MG reminded the meeting that the Corporation had agreed a revised strategic plan and the next step was to identify Business Critical Performance Indicators ("BCPIs") for 2019/20. She said the Senior Leadership Team had conducted a fundamental review of the areas of activity they felt required regular monitoring. | |
| ii | MG outlined the governance framework proposed for monitoring, saying the BCPIs would be mapped against the Strategic Objectives and positioned under the three over-arching aims of 'Student Success', 'Staff Wellbeing' and 'Sustainable Business Performance'. She said before each Corporation review, the Committees would provide detailed scrutiny: QPS of the Student Success indicators and Finance of the Sustainable Business Performance indicators and Staff Wellbeing indicators. Matters requiring significant decision would come to Corporation in the usual way. | |

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| iii | The governance arrangements were agreed and Governors moved on to discuss the BCPIs, suggesting that, in addition to what had been proposed, 'staff vacancies from time to time' should be added as a Workforce BCPI, to give visibility to hard-to-recruit-to areas, risk to staff morale and any correlation with sickness absence. | |
| iv | In response to a question, MG said English and maths would feature as part of the monitoring of progress and retention. She drew attention to the items in italics, explaining that specific targets would be agreed at the start of the academic year. In addition, management would report on the RF measures. | |
| v | <p><u>RESOLVED:</u></p> <p>(i) To approve the following Business Critical Performance Indicators for 2019/20 and to adopt them with effect from 1 September 2019:</p> <p>a. Income targets: regular updates on learner enrolments against each funding type, employer satisfaction;</p> <p>b. Curriculum quality: retention, progress, employability, destinations, learner satisfaction;</p> <p>c. Workforce: total staff cost, staff utilisation, sickness absence, staff cost to income ratio, staff satisfaction, staff vacancies; and</p> <p>d. Finance: EBITDA, cash days.</p> | Synopsis Item 6 |
| vi | Action: The Clerk to put 'monitoring of Business Critical Performance Indicators' onto QPS and Finance Committee Work Schedules. | JG |
| vii | Action: SLT to discuss how 'Staff Vacancies' might be implemented as a Workforce BCPI. | SLT |
| 12 | <p>ESTATES REPORT</p> <p><i>These matters are considered to be confidential at this stage and therefore the discussion is recorded in a confidential annex at the end of this document and marked Annex 2.</i></p> | |
| 18.15 John Williams left the meeting and Howard Linn assumed the chair. | | |
| 13 | <p>AUDIT COMMITTEE REPORT</p> <p><u>Minutes of 1 July 2019</u></p> <p>i The Audit Chair Dr A Williams ("AW") presented the minutes and their contents were noted. Governors emphasised that the Audit Committee must be fully constituted at all times.</p> <p><u>External Audit Plan 2018/19</u></p> <p>ii The External Audit Plan had been shared for information and attention was drawn to the statement of the External Auditor's independence. The External Audit fees set out in the Plan had been recommended by the Audit Committee for approval and were agreed.</p> <p>iii <u>RESOLVED:</u></p> <p>(i) To note the content and scope of the External Audit Plan 2018/19;</p> <p>(ii) To note the statement of the External Auditor's independence;</p> | |

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| | (iii) To approve the External Audit Fees for 2018/19. | |
| | <u>Appointment of the Internal Audit Service for 2019/20</u> | |
| iv | Governors had read the confidential report and supported the appointment of TIAA. | |
| v | <u>RESOLVED:</u> | |
| | (i) To approve the appointment of TIAA as the College's internal audit service provider, in line with the Audit Committee's recommendation. | Synopsis Item 7 |
| vi | The Clerk said the outgoing internal audit service provider had provided a statement confirming that its decision not to seek re-appointment was not due to professional reasons or concerns. | |
| vii | Action: The Clerk to circulate the outgoing internal audit service provider's statement. | JG, MG |
| | <u>Committee Terms of Reference</u> | |
| viii | Amendments to the Audit Terms of Reference were presented and approved. It was noted that the majority of the proposed amendments reflected changes to the wording prescribed by the Post 16 Audit Code of Practice, in respect of which the Corporation had no discretion. A further change was a proposed reduction in the minimum membership, setting it at a more achievable level but still within best practice guidelines. It was noted that this would address the risk around the constitution of the Committee. The Clerk had also made some stylistic changes to achieve consistency across all the committee terms of reference. | |
| ix | <u>RESOLVED:</u> | |
| | (i) To accept the recommendations of the Audit Committee in respect of its Terms of Reference and to adopt the proposed amended version with immediate effect. | |
| x | Action: The Clerk to put the amended Audit Committee Terms of Reference onto the College website. | JG |
| 14 | STRATEGIC RISK MANAGEMENT REPORT | |
| i | Governors noted the status of the strategic risks, observing that they had already been picked up in recent Agenda Items. There were no questions or concerns. | |
| 15 | There was no item 15. | |
| HEALTH, SAFETY & WELFARE | | |
| 16 | SAFEGUARDING POLICY AND PROCEDURE RENEWAL | |
| i | The report and draft policy were received and the contents noted. | |
| ii | <u>RESOLVED:</u> | |
| | (i) With immediate effect to approve the Safeguarding Policy 2019/2020. | Synopsis Item 8 |

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| 17 | REVISION TO ADMISSIONS POLICY |
| i | It was noted that the policy on admissions was for the Corporation to determine as part of the educational character of the institution. In this regard, the Safeguarding Working Group had recommended that pre-enrolment risk assessments and monitoring should be introduced, and anyone assessed as ‘high risk’ and/or clearly evidenced to be involved in violent activity should be excluded. MG said any changes the Corporation approved would be reflected in the Applications Policy. |
| ii | Governors discussed the recommendation, noting that the current policy was underpinned by the principle of giving a ‘second chance’ even to those with a history of serious criminal behaviour. MG said the increasing severity and number of reported safeguarding incidents showed that that, despite the disproportionate amount of resource going into mitigation, the risks posed by the higher-risk individuals could not be reduced to tolerance. She said with increasing demands on the College and increasing violence in Kirklees, the current policy was unsustainable. |
| iii | A Governor asked what ‘robustly monitored’ would mean in practice and MG said the College would monitor all activity data, look at any impact on learner outcomes and monitor how much resource an individual was taking up. |
| iv | It was noted that an assessment of the likely impact on Equality and Diversity had concluded that the changes would be positive as the process would be more objective, ensuring consistency and fairness in decision-making. |
| v | <p><u>RESOLVED:</u></p> <p>(i) To approve and adopt with immediate effect the proposed revisions to the College’s admissions policy and to note the resulting amendments to the Applications Policy.</p> |
| GOVERNANCE | |
| 18 | <p>PROPOSAL NOT TO ADOPT THE CUC HIGHER EDUCATION SENIOR STAFF REMUNERATION CODE AND INSTEAD ADOPT AOC’S SENIOR POST HOLDER REMUNERATION CODE AND THE MAY 2019 VERSION OF THE CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES</p> <p>(i) <u>Adoption of Code of Good Governance for English Colleges (May 2019 version)</u></p> |
| i | The Clerk referred to the Code of Good Governance for English Colleges (“the Code”), which the Corporation had adopted on 1 August 2015. She said following consultation towards the end of 2018, an amended version of the Code had been published, with the original wording of the item headed “Remuneration of Senior Post Holders” (items 9.9 and 9.10) removed and alternative wording substituted, as detailed in her report. |
| ii | The Clerk said all colleges had been encouraged to adopt the amended version of the Code and also, if they hadn’t already done so, to adopt the <i>Colleges Senior Post Holder Remuneration Code, December 2018</i> , which she understood the Corporation had previously seen and discussed. |
| iii | <p><u>RESOLVED:</u></p> <p>(i) To approve the adoption of the Code of Good Governance for English Colleges (May 2019 version) with immediate effect.</p> |
| | Synopsis Item 9 |
| | Synopsis Item 10 |

| Item | Action/ Synopsis Item | |
|---------------------------------------|--|------------------|
| iv v | <p>(ii) <u>Proposal not to adopt the CUC Higher Education Senior Staff Remuneration Code and instead adopt AOC's Senior Post Holder Remuneration Code</u></p> <p>Governors had read the relevant guidance and resolved as follows:</p> <p><u>RESOLVED:</u></p> <p>(i) Not to adopt the Council of University Chairs' Higher Education Senior Staff Remuneration Code and instead to adopt the Association of Colleges' ("AoC") Senior Post Holder Remuneration Code ("SPHRC") for the following reasons:</p> <p>a) Both codes cover the same areas and require college leadership to implement similar assurance and compliance measures;</p> <p>b) Both have been designed to provide transparency and protect institutional and sector reputation by demonstrating stewardship and leadership in relation to remuneration within their institutions;</p> <p>c) AoC's SPHRC has been designed to be more directly relevant to the circumstances of the colleges; and</p> <p>d) AoC's SPHRC is also identified in ESFA's 2018-9 accounts direction as suitable for adoption.</p> | Synopsis Item 10 |
| 19 & 20 i ii iii | <p>CORPORATION AND COMMITTEE DATES AND WORK SCHEDULES 2019/20</p> <p>An amended calendar of dates and amended work schedules for the Corporation and its Committees were approved subject to changes agreed earlier in the meeting.</p> <p><u>RESOLVED:</u></p> <p>(i) To approve the Corporation's Calendar of Meetings and Work Schedules for the Corporation and its Committees for 2019/20, subject to the changes agreed at the 12 July 2019 Corporation meeting.</p> <p>Action: The Clerk to amend and recirculate the Calendar and Work Schedules.</p> | JG |
| 21 i ii | <p>COMMITTEE MEMBERSHIPS AND LINK GOVERNORS 2019/20</p> <p>In discussion, it was noted that Independent Governor John Thompson had left the board in March and should not be listed as a member of the Finance Committee. There was agreement that there should be no changes to the current arrangements.</p> <p>Action: The Clerk to amend the Link Governor and Committee membership list.</p> | JG |
| 22 i ii iii | <p>EXECUTIVE EMPLOYMENT COMMITTEE ("EEC") TERMS OF REFERENCE</p> <p>The Clerk commented on the minimum membership, saying she recommended it be set at a more achievable level to address a risk around the proper constitution of the Committee. The Clerk said she would also make the stylistic changes she had made to other committee terms of reference to achieve consistency across the board.</p> <p><u>RESOLVED:</u></p> <p>(i) To approve the proposed amendments to the EEC Terms of Reference and to adopt the resulting amended version with immediate effect.</p> <p>Action: The Clerk to put the amended EEC Terms of Reference onto the College website.</p> | JG |

| Item | Action/ Synopsis Item |
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| 23 | <p>ARTICLE 12 COMMITTEE GOVERNANCE</p> <p><u>Ratification of the establishment of the Article 12 Selection Panel which met on 20 June 2019</u></p> <p>i The Clerk highlighted that the EEC had not acted as the Article 12 Selection Panel, as had been envisaged at the Corporation’s last meeting. Due to limited Governor availability, the panel had instead comprised MG and Independent Governors Gerard Hetherington, John Royle (“JR”) and JW. It met on 20 June 2019 to interview candidates for the vacant Senior Post. The Clerk said she recommended that the Corporation ratify the membership of the Article 12 Selection Panel and this was agreed.</p> <p>ii <u>RESOLVED:</u></p> <p>(i) To ratify the establishment of the Article 12 Selection Panel comprising Marie Gilluley, Gerard Hetherington, John Royle and John Williams, which met on 20 June 2019.</p> <p>iii <u>Wind up of the Article 12 Committee and establishment of a new one</u></p> <p>The Clerk said it was likely that a further Article 12 Committee would soon be needed and recommended that the Corporation wind up the current Article 12 Committee and delegate authority to the Chair to determine the membership of a new one in line with the requirements of the Articles. This was agreed.</p> <p>iv <u>RESOLVED:</u></p> <p>(i) To wind up the Article 12 Selection Panel which met on 20 June 2019.</p> <p>(ii) To delegate authority to the Corporation Chair (or the Vice Chair in his absence) to determine the membership of a new Article 12 Committee in line with the requirements of the Articles.</p> |
| 24 | <p>PUBLICATION OF AGENDA PAPERS</p> <p>i <u>RESOLVED:</u></p> <p>The External Audit Plan, the Financial Recovery report and the Estates report should remain confidential, together with the items marked with an asterisk on the Agenda.</p> |
| CHAIRS’ REPORTS | |
| 25 | <p>CHAIR AND VICE CHAIR’S REPORTS</p> <p>i There were no reports.</p> |
| PAPERS FOR ASSURANCE/INFORMATION PURPOSES ONLY | |
| 26 | <p>LEADERSHIP DEVELOPMENT PROGRAMME</p> <p>i A paper on the new Leadership Development Programme was received and the contents were noted.</p> |
| 27 | <p>QUALITY TASK GROUP SUMMARY REPORT</p> <p>i The Quality Task Group Summary Report was received and the contents were noted.</p> |

| Item | | Action/ Synopsis Item |
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| 28 | S175 SAFEGUARDING AUDIT REPORT | |
| i | Action: The Principal to circulate the s175 Safeguarding Audit report following the meeting. | MG |
| 29 | CORPORATE HEALTH, SAFETY AND WELLBEING COMMITTEE MINUTES | |
| i | The minutes of 2 July 2019 were received with thanks and the contents were noted. | |
| 30 | DATE OF NEXT MEETING | |
| i | Friday 25 October 2019 at 3pm. The Clerk drew attention to the fact that this date had changed since the Agenda was issued. | |
| 31 | CLOSE | |
| i | There being no further business, the meeting closed at 18.45. The Chair thanked everyone for their contributions and the Corporation expressed its thanks to the outgoing Student Governors, wishing them well for the future. | |