

Kirklees College Corporation

## CORPORATION

### Minutes of a meeting held at 15.00 on 25 October 2019 at the Brunel Centre, continuing following an adjournment at the offices of Syngenta, 509 Leeds Rd, Huddersfield HD2 1FF

Present:	Mr G Hetherington	Independent Governor (Chair)
	Dr A Conn	Independent Governor
	Prof S Donnelly	Independent Governor
	Ms C George	Independent Governor
	Ms M Gilluley	Principal & Chief Executive
	Mr D Keeton	Independent Governor
	Mr H Linn	Independent Governor
	Mr J Royle	Independent Governor
	Mr N Taylor	Staff Member
	Mr M Varyani	Independent Governor
	Ms S Weston	Independent Governor
	Dr A Williams	Independent Governor
	Mr J Williams	Independent Governor

Attendance: 13/14 = 93% KPI 80% Quorum: 8 (40%)

In attendance:	Ms J Green	Clerk to the Corporation
	Mrs R Meara	Executive Finance Director (to 17.00)
	Ms J Simpson	Executive Director of Human Resources (to 17.00)
	Ms P Hughes	Asst Principal Quality/Apprenticeship Provision (to 17.00)

The meeting was proceeded by a tour of the facilities at the Brunel Centre.

#### Item

#### Action/ Synopsis Item

PRELIMINARY ITEMS		
<b>0</b>	<b>WELCOME AND INTRODUCTIONS</b>	
i	The chair welcomed everyone to the meeting. Due notice having been given and a quorum being present, he declared the meeting open.	
<b>1</b>	<b>APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST</b>	
i	Apologies were received from Staff Governor Lydia Precious and from Ms C Gonzalez-Eslava, Vice Principal (Curriculum, Performance & Innovation).	
ii	The chair's prior disclosures regarding the Holmfirth Adult Education Centre were acknowledged. All confirmed that, apart than this and other 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 to disclose.	
<b>2</b>	<b>APPROVAL OF MINUTES OF THE PREVIOUS MEETING</b>	
i	<b><u>RESOLVED:</u></b>  <b>(i) To approve the 12 July 2019 and 23 September 2019 minutes as an accurate record.</b>	

Item		Action/ Synopsis Item
2(i)	<b>MATTERS ARISING NOT ON THE AGENDA</b>	
i	There were no matters arising not on the Agenda.	
2(ii)	<b>UPDATE ON AGREED ACTIONS</b>	
i	<p><b><u>Item 10(vi) 12.07.19 Modelling of how the College would have performed against its financial plan, were it not for the national change to the formula for assessing financial health and the audit advice on the local authority loan</u></b></p> <p>This was addressed in the Executive Finance Director’s report and the detail would be shared as appropriate during the Further Education Commissioner team visit.</p>	
ii	<p><b><u>Communications with Holmfirth Tech Limited</u></b></p> <p>This had been actioned per Corporation instructions.</p>	
iii	<p><b><u>Instructions to Eversheds re Charity Commission Response</u></b></p> <p>It was noted that this would be dealt with in a separate meeting of the trustee.</p>	
iv	<p><b><u>Article 12 Selection Committee</u></b></p> <p>The Committee had met jointly with the Executive Employment Committee to interview Mr M Bennington and was recommending that he be appointed to the position of Vice Principal Corporate Operations. It was noted that, if appointed, he would commence his probationary period immediately. Noting the arrangements for, and the format of, the search and interview, the Corporation agreed that an appropriate process had been followed in accordance with the Articles of Government and that the Committees’ recommendations should be followed.</p>	
v	<p><b><u>RESOLVED:</u></b></p> <p><b>(i) To accept the confidential recommendations of the Article 12 Selection Committee and the Executive Employment Committee.</b></p> <p><b>(ii) To approve the appointment of Mr M Bennington as Vice Principal Corporate Operations and to formally welcome him to the senior post holder team.</b></p> <p><b>(iii) To wind up the Article 12 Committee, which has successfully completed its assigned work.</b></p>	Synopsis Item 1
vi	MG thanked Governors for their consideration of the matter, saying his appointment would complete the senior team.	
<b>PRINCIPAL’S REPORT</b>		
3	<b>PRINCIPAL’S REPORT</b>	
i	<p>Ms M Gilluley (“MG”) spoke to her report, highlighting as follows:</p> <ul style="list-style-type: none"> <li>➤ The latest Education and Skills Funding Association (“ESFA”) case conference had provided an opportunity to raise a concern that the Local Enterprise Partnership’s treatment of some of the Skills Capital Grant for the Process Manufacturing Centre could impact adversely on the financial health grade;</li> <li>➤ Following the Government spending announcements, the College expected to receive an additional £600k in funding next year;</li> </ul>	

<p>ii</p> <p>iii</p> <p>iv</p> <p>v</p> <p>vi</p>	<ul style="list-style-type: none"> <li>➤ The risk of the College being unable to mitigate the impact of a No Deal Brexit had been added to the Risk Register, fuel shortages being the main concern;</li> <li>➤ The College was recruiting a dedicated police officer to work across all sites as part of its strategy to address security and safety risks; and</li> <li>➤ The College had recruited an Executive Director College Information Services.</li> </ul> <p>The Corporation was pleased to hear that decisive action was being taken to increase the safety of its campus in light of rising levels of violent crime and gang activity across the region. There was discussion about whether one police officer could adequately service all sites and priority areas were discussed, as well as additional measures such as the installation of knife arches. MG said the College was looking for additional funding from the West Yorkshire Violence Reduction Unit and could potentially fund an additional police officer.</p> <p><u>Business Critical Performance Indicators (“BCPIs”)</u></p> <p>The closing position of the 2018/19 BCPIs was noted. Governors agreed that it was pleasing to see that the financial indicators were all RAG rated ‘Green’ and the workforce indicators ‘Satisfactory’.</p> <p>Referring to this year’s recruitment, MG said although it had been strong overall, Higher Education (“HE”) had not performed well. While this was partially attributable to changes in the external environment, the delayed completion of Pioneer House was a key factor. With a strategy already in place and plenty of curriculum development activity underway, there was little more to be done to mitigate the risk to HE income until the new facilities opened.</p> <p><u>Update on actions from the last Further Education Commissioner Stocktake Visit</u></p> <p>Governors noted the actions taken in response to comments made by the Further Education Commissioner’s (“FEC”) team at the last stocktake visit and agreed that excellent progress had been made. MG shared the details of the next visit.</p> <p>Referring to her update report on the Business Systems Transformation Project, MG said (as expected) this was not yet complete and there would no doubt be a discussion with the FEC team about progress to date.</p> <p><u>Proposed Partnership Agreement: Statement of Intent</u></p> <p><i>This matter was considered confidential at this stage and therefore the discussion is recorded in a confidential annex at the end of this document and marked <a href="#">Annex 1</a>.</i></p>	
<b>QUALITY AND CURRICULUM ITEMS</b>		
<p>4</p> <p>i</p> <p>ii</p>	<p><b>QUALITY, PERFORMANCE &amp; STANDARDS (“QPS”) COMMITTEE REPORT</b></p> <p><b><u>Meeting of 14 October 2019</u></b></p> <p>The Quality Performance and Standards (“QPS”) Committee Chair, Ms C George (“CG”) reported from the meeting, highlighting that the 2018-19 achievement data circulated earlier in the week was not available when the Committee met. She said the Committee received a report on the performance of curriculum areas and, having discussed the risks and benefits of moving to a more centralised model for English and maths and restructuring the Engineering provision, had reached positive conclusions about the changes management had made.</p> <p>The Committee had also been happy with the progress of preparations for the</p>	

	introduction of T Levels and the withdrawal of funding from the majority of level three courses. A concern that the national changes might leave gaps in learning pathways was discussed and noted.	
	<u>Achievement Data 2018-19</u>	
iii	PH said all leaders had taken swift action to secure improvements this year. In many areas this had been very successful; other areas were expected to deliver further improvements in 2019-20. She highlighted some stronger and weaker areas, noting in particular a decline in performance in subcontracted apprenticeships related to the phasing out of a contract with a partner. Governors commended the excellent achievement rates of high needs learners and those receiving support.	
iv	PH reminded Governors of the condition of funding requiring 16-18 students not having achieved at least a grade 4 in English and maths to retake those qualifications. She said over half of the 2018-19 16-18 enrolments had been for English and maths and despite students making very good progress during their time at College, the impact on overall achievement remained a key risk, particularly as the numbers affected continued to increase.	
v	A Governor responded to this, commenting on the risk of over-focusing on achievement instead of progress and saying this had been a key topic of conversation at the SAR (Self-Assessment Report) validation panel meetings. The Governor reminded the meeting that achievement was simply a measure of whether students achieved a grade and said progress relative to starting points was what the Corporation should focus on, particularly for English and maths. This was agreed.	
vii	Recalling discussion at SAR validation panel meetings about the importance of including contextual data in reporting, Governors acknowledged the significant challenges that high numbers of students from vulnerable groups, deprived areas, or in receipt of additional support, could bring. Referring to the benchmarking information PH had provided, a Governor remarked on the vast gap between the College intake and Kirklees local school leavers as a whole in terms of prior achievement (just 23% of the 2017-18 16-18 intake had gained an English and maths grade 4 or above at school, compared to 64% of all Kirklees school leavers) and how the College compared to the rest of the General Further Education sector in terms of the proportion of its intake having achieved at least a grade 4 in English and maths at school, placing 226 <sup>th</sup> out of 243 for English and 228 <sup>th</sup> out of 243 for maths.	
viii	The senior leadership team was congratulated on the outturn, with Governors commenting that there were no surprises in the paper and agreeing that the achievements represented measurable progress since 2017-18.	
	<u>Approval of Proposed Student Success BCPI targets</u>	
ix	The proposed performance indicators and targets were discussed, together with the previous year's outcomes. PH advised that there were some small movements in the data to report: Adults overall had increased from 83% to 84% and Apprenticeships from 84% to 85%. This was noted.	
x	Referring to the benchmarking data she had provided, PH said the QPS Committee had asked management to provide additional columns, to better support decision-making and some explanatory information had been added to define categories.	
xi	Acknowledging the need to set realistic and achievable targets, a Governor asked whether a minimum target of 84% should still be considered adequately stretching, given that the previous year's outcomes had been found to have improved by 1%.	

Item		Action/ Synopsis Item
<p>xii</p> <p>xiii</p> <p>xiv</p>	<p>PH acknowledged the point but said the management view was that it should not change, as the minimum was intended to apply across the College and it would stretch some curriculum areas significantly, depending on their starting points. Other areas would be expected to aim for the stretch target.</p> <p>There was discussion about whether the 16-18 achievement targets should be reduced, given the 2018-19 outturn. CG said, given what the QPS Committee had heard about the levels of work being undertaken to improve on the 2018-19 outturn, reducing the target for 2019-20 could represent a backwards step. She said vocational had improved and with the new structure for English and maths, the Committee expected to see improvements in that area also.</p> <p>Acknowledging this advice, the Corporation resolved that management’s proposed targets were reasonable, realistic and represented an appropriate level of challenge.</p> <p><b><u>RESOLVED:</u></b></p> <p><b>(i) To approve the proposed performance indicators to measure the success of students in 2019/20</b></p>	<p>Synopsis Item 2</p>
<b>GOING CONCERN – MATTERS OF FINANCE, REGULATION, LEGAL ISSUES</b>		
<p><b>5a</b></p> <p>i</p> <p>ii</p> <p>iii</p> <p>iv</p>	<p><b>EXECUTIVE DIRECTOR OF FINANCE REPORTS</b></p> <p>Executive Finance Director Mrs R Meara (“RM”) presented her report, advising that the annual audit was about to conclude. She said the Grant Thornton audit manager had confirmed there were no issues. There were some matters of process to attend to, to bring the audit to an end, including Corporation approval of the Grant Thornton engagement letter and the ESFA Regularity questionnaire.</p> <p>It was agreed that Grant Thornton’s engagement letter should be signed. However, the Regularity questionnaire had been inadvertently missed out of electronic packs so some Governors had not received it. The Clerk apologised for this oversight.</p> <p><b><u>RESOLVED:</u></b></p> <p><b>(i) To accept the Grant Thornton terms of engagement and approve the Letter of Engagement for signature.</b></p> <p><b>Action:</b> Clerk to circulate the ESFA Regularity questionnaire by email for approval; Governors to raise any concerns by Friday 1 November.</p> <p><u>2018-19 Financial Outturn and Estates Update</u></p> <p><i>These matters are considered to be confidential at this stage and therefore the discussions are recorded in confidential annexes at the end of this document and marked <a href="#">Annex 2</a> and <a href="#">Annex 3</a>.</i></p>	<p>J Green, Govs</p>
<p>1645</p> <p>1700</p>	<p><i>Due to an evacuation of the Brunel Centre, the meeting was adjourned.</i></p> <p><i>The meeting reconvened at the offices of Syngenta, 509 Leeds Road, with all persons present who were present previously, except Mrs R Meara, Ms J Simpson and Ms P Hughes, who were released.</i></p>	
<p><b>5b</b></p> <p>i</p>	<p><b>MEETING OF THE TRUSTEE OF THE HOLMFIRTH ADULT EDUCATION CENTRE</b></p> <p>The following documents were produced to the meeting:</p> <p>1. A notice convening a meeting of the trustee of the Holmfirth Adult Education Centre, to agree a response to a Charity Commission letter of 11 July 2019;</p>	

Item	Action/ Synopsis Item	
ii	<p>2. An agenda for the meeting and a copy of the draft minutes of 23 September 2019;</p> <p>3. A pack of documents, including a draft response letter and a copy of Charity Commission guidance documents CC27 and CC29;</p> <p>4. A report outlining the current position and the history of the matter.</p> <p>The meeting was adjourned to allow the meeting of the trustee to be held. When it reconvened at 17.25, it was reported that the minutes of the 23 September 2019 meeting had been approved as had the draft letter, which would now be sent to the Charity Commission.</p>	
6	<p><b>AUDIT COMMITTEE REPORT</b></p> <p><b><u>Minutes of 23 September 2019</u></b></p> <p>i A Conn presented the minutes and their contents were noted.</p> <p><u>Internal Audit Strategy and Plan 2019/20</u></p> <p>ii The proposed Internal Audit Strategy and Plan for 2019/20 had been shared. In the absence of RM, JG advised that the cyber audit was now scheduled for November and dates were in the diary.</p> <p>iii A member queried whether 25 audit days would suffice and it was clarified that this was not a reduction from previous years and was on the advice of the auditors.</p> <p>iv <b><u>RESOLVED:</u></b></p> <p><b>(i) To approve the content and scope of the Internal Audit Plan 2019/20.</b></p> <p><b><u>Whistleblowing Policy</u></b></p> <p>v Governors had read the report and supported the proposed changes. It was agreed that a list of external bodies should be incorporated into the policy, so that staff wishing to report concerns externally would be guided appropriately. A Governor suggested that it might be possible to cover whistleblowing at staff inductions.</p> <p>vi Governors highlighted the need to monitor the Corporation Chair's email and it was agreed that the Clerk should have access to it for this purpose. It was suggested that the Clerk should have a mobile phone number to be used by whistleblowers.</p> <p>vii <b><u>RESOLVED:</u></b></p> <p><b>(i) To approve the amended Whistleblowing Policy, with the addition of contact details for external regulators and a mobile number for the Clerk.</b></p> <p>viii <b>Action:</b> The Clerk to obtain a College mobile phone and add the number to the Whistleblowing policy.</p> <p>ix <b>Action:</b> The Clerk to gain access to the Chair's College email address for monitoring purposes.</p>	<p>Synopsis Item 3</p> <p>Synopsis Item 4</p> <p>J Green</p> <p>J Green</p>
7	<p><b>ANNUAL HR REPORT</b></p> <p>i Due to time constraints following the unexpected relocation of the meeting to the offices of Syngenta, this item was deferred to the December Corporation meeting.</p>	

GOVERNANCE		
8	<b>SEARCH &amp; GOVERNANCE COMMITTEE REPORT</b>	
i	The minutes of the 23 October 2019 meeting were not yet available. The Committee Chair, Mr G Hetherington (“GH”) reported as follows:	
ii	<u>Governor and Co-optee Vacancies and Appointments</u> GH reported that of six vacancies on the Corporation, two would shortly be filled by new Student Governors. Recruitment activities were underway and the skills survey had provided assurance that there were no significant gaps and few potential vulnerabilities in the Corporation’s skillset.	
iii	A strong case for reappointing Independent Governor Dr A Williams and Co-opted Audit member Mr M Pearmain had been made. Both were recommended for reappointment.	
iv	<b><u>RESOLVED:</u></b>  <b>(i) To approve the reappointment of Independent Governor Dr A Williams for a further four-year term of office, commencing at the end of his current term of office.</b>  <b>(ii) To approve the reappointment of Co-opted Committee member Mr M Pearmain to the Audit Committee for a further four-year term of office, retrospectively commencing at the end of his last term of office.</b>  <b>(iii) To thank both Dr Williams and Mr Pearmain for four years’ excellent service to the College and its communities.</b>	Synopsis Item 5  Synopsis Item 6
v	<u>Proposed amendments to the Instrument and Articles and Standing Orders</u> Proposed changes to the Instrument and Articles were considered and the amended versions were approved for adoption, subject to the following corrections being made to clause 18 of the Instrument: <ul style="list-style-type: none"> <li>• “Subject to clause 18.2” being added at the beginning of clause 18.3;</li> <li>• The substitution of ‘15’ for ‘17’ in clauses 18.1(a) and 18.3;</li> <li>• The deletion of “, under clause 18.1,” from clause 18.3;</li> <li>• The substitution of ‘18’ for ‘20’ in clauses 18.1, 18.3 and 18.4.</li> </ul>	
vi	GH said the Search & Governance Committee was recommending that the Standing Orders be amended both as proposed by the Clerk and also to provide that any reappointment (whether of a Governor or Co-opted Committee member) for a third or further term should be for one year only, with annual reviews and with an expectation that the individual mentor new Governors where appropriate. This was agreed.	
vii	<b><u>RESOLVED:</u></b>  <b>(i) That, subject to the amendments listed above in minute 8v 25.10.19, the version of the Instrument and Articles of Government labelled “Item 8(i) Appendix 1” included in the documents pack for this meeting shall be and is adopted as the Instrument and Articles of Government for the Corporation with immediate effect in substitution for, and to the exclusion of, the existing Instrument and Articles of Government.</b>	Synopsis Item 7

Item		Action/ Synopsis Item
	<p>(ii) That the version of the Standing Orders labelled “Item 8(ii) Appendix 1” included in the documents pack for this meeting shall be and is adopted as the Standing Orders for the Corporation with immediate effect in substitution for, and to the exclusion of, the existing Standing Orders.</p> <p>(iii) To amend new Standing Order 2.3 as follows: immediately after “two consecutive terms of office (or 8 years).”, to insert the following: “A reappointment for a third or further term should usually be for a maximum term of one year, so that the position is reviewed at least annually, and with an expectation that the individual will mentor new Governors where appropriate.”</p> <p>(iv) To substitute the following for Standing Order 4.3: “The Corporation will, as a minimum, meet once in every term, and will hold such other meetings as may be necessary for the effective conduct of its business. For the avoidance of doubt, the Corporation may meet and make decisions face-to-face or may use telephone, videoconferencing, web-conferencing or written resolution.”</p>	Synopsis Item 8
viii	<p><b>Action:</b> The Clerk to make the required changes to the amended Instrument of Government and attend to the publication of the revised Instrument and Articles of Government and the Standing Orders.</p>	J Green
ix	<p><u>Committee Terms of Reference and Schedule of Business</u></p> <p>The Committee had asked the Clerk to revisit the Schedule of Business to reduce the number of meetings to two and it was agreed that any proposed changes would be approved at a later date. Amendments to the Terms of Reference to emphasise the Committee’s role in respect of governance were approved.</p>	
x	<p><b><u>RESOLVED:</u></b></p> <p>(i) That the amended version of the Search &amp; Governance Terms of Reference labelled “Item 8(iii)” included in the documents pack for this meeting be adopted with immediate effect in substitution for, and to the exclusion of, the existing Terms of Reference.</p>	Synopsis Item 9
xi	<p><b>Action:</b> The Clerk to put the amended Search &amp; Governance Committee Terms of Reference onto the College website.</p> <p><u>Statement of Corporate Governance and Internal Control</u></p>	J Green
xii	<p>Following discussion of the Committee’s advice, it was resolved as follows:</p> <p><b><u>RESOLVED:</u></b></p>	
xiii	<p>(i) In 2018-19, the Corporation was compliant with all mandatory requirements of the Code of Good Governance for English Colleges (the “Code”) and substantially compliant with all advisory provisions and the 2018-19 Financial Statements should reflect this.</p>	Synopsis Item 10
xiv	<p>GH said the Committee had received and discussed self-assessment reports from the Audit, Finance and Quality Performance &amp; Standards Committees for 2018-19; all were compliant with their terms of reference and were discharging their delegated functions appropriately. The Executive Employment Committee had been asked to provide a report, compliant with the Code.</p>	



Item		Action/ Synopsis Item
<p>xv</p> <p>xvi</p> <p>xvii</p>	<p><u>Governor Conflicts: Board Risk Tolerance</u></p> <p>Governors had regard to Charity Commission guidance publication CC29 and noted the risks highlighted in Section 5 around (A) failure to identify conflicts of interest and/or (B) failure to prevent a conflict of interest from affecting a decision. The Clerk had prepared a risk analysis report breaking down both risks by their possible causes and listing the controls the College had in place to prevent them from crystallising, or to lessen their impact. The contents were noted.</p> <p>GH said the Search &amp; Governance Committee had assessed the College's arrangements for managing conflicts of interests (as per the Clerk's report) and was satisfied that there were strong systems in place for identifying, updating, recording, managing and reporting actual and potential conflicts, so that the Board could have confidence that the risk of failing to adequately manage them was well-mitigated.</p> <p>In discussion, Governors agreed as follows:</p> <ul style="list-style-type: none"> <li>➤ The risk of failing to recruit Governors with appropriate skills should be considered and the Corporation should not set its risk tolerance for conflicts so low that it turns away qualified people who would work in its interests;</li> <li>➤ Recruiting from partner organisations could bring significant benefits, particularly in terms of leveraging personal and professional connections;</li> <li>➤ It was common to have partner-organisation representation on college corporations; many retained local authority members from pre-1992;</li> <li>➤ While there would be certain conflicts which would be too acute or too extensive to manage effectively, this should not normally be the case, particularly given the robust control environment and Governors high degree of confidence in their ability to conscientiously deal with most situations;</li> <li>➤ Having a financial stake in the performance of a direct competitor, or being closely related to an individual the person would be responsible for holding to account in their role should always be regarded as too acute or too extensive a conflict to manage. The Corporation's Search &amp; Governance Committee should screen out such conflicts.</li> </ul> <p>1800 <i>Mr J Williams left the meeting.</i></p>	<p>Synopsis Item 11</p>
<p>9</p> <p>i</p> <p>ii</p>	<p><b>GOVERNANCE SELF-ASSESSMENT REVIEW</b></p> <p>It was agreed that all Governors who had not yet submitted a response to the survey would do so by 25 November 2019.</p> <p><b>Action:</b> Governors to submit Corporation Self-Assessment Survey responses by 25 November 2019.</p>	<p>Govs</p>
<p>10</p> <p>i</p> <p>ii</p>	<p><b>GOVERNOR DEVELOPMENT REPORT</b></p> <p>Governors received the report and noted the opportunities for development, including the online Prevent training, and the plans for a strategic planning day in March/April 2020.</p> <p>Commenting on Governor attendance, GH, on behalf of the Search &amp; Governance Committee, said the 2018-19 performance had been 'pretty credible' considering all the competing demands on Governors' time. In particular, he said, there was a high degree of diligence by the Committees, whose self-assessment reports had been very positive. There was discussion about the need to capture a more holistic picture of Governors' activities and the Clerk said she would investigate whether anyone else in the sector had developed a good model for this.</p>	

Item		Action/ Synopsis Item
11	<p><b>PUBLICATION OF AGENDA PAPERS</b></p> <p><b><u>RESOLVED:</u></b></p> <p>(i) The items marked with an asterisk on the Agenda, together with the confidential minutes of 12 July and 23 September, the Principal's report in its entirety, the papers from the Holmfirth Adult Education Centre trustee meeting and the annual HR report shall be deemed confidential and shall be excluded from publication in accordance with clause 18.2 of the Instrument of Government.</p>	
<b>CHAIRS' REPORTS</b>		
12	<p><b>CHAIR AND VICE CHAIR'S REPORTS</b></p> <p>The Chair reported that he was continuing on the Chair's Development Group, which had settled into a learning set. He had attended the Yorkshire &amp; Humber Principals and Chairs meeting and would attend the Association of Colleges annual conference.</p>	
<b>PAPERS FOR ASSURANCE/INFORMATION PURPOSES ONLY</b>		
13	<p><b>ESTATES STRATEGY ADVISORY GROUP 18 SEPTEMBER 2019</b></p> <p>The minutes were received and the contents noted.</p>	
14	<p><b>USE OF CORPORATION SEAL</b></p> <p>The report was received and the contents were noted.</p> <p><b><u>RESOLVED:</u></b></p> <p>To ratify the use of the seal.</p>	
15	<p><b>DATE OF NEXT MEETING</b></p> <p>Friday 13 December 2019 at 3pm, following Governors' Christmas lunch at 12 noon and a 'Meet the Governors' session at 2pm.</p>	
0	<p><b>CLOSE</b></p> <p>There being no further business, the meeting closed at 18.45. The Chair thanked everyone for their contributions.</p>	

## Synopsis

#	Details	Minute
1.	The Corporation undertook a recruitment process for the role of VP, Corporate Operations, and Mark Bennington was successful in being selected for the role.	2(ii)v
2.	Performance indicators to measure the success of students in 2019/20 were approved, following advice from the Quality, Performance & Standards Committee.	4xiv
3.	The content and scope of the Internal Audit Plan 2019/20 were approved.	6iv
4.	An amended version of the College's Whistleblowing Policy was approved.	6vii
5.	Independent Governor Dr A Williams was reappointed for a further four-year term of office, following advice from the Search & Governance Committee.	8iv(i)
6.	Audit Committee member Mr M Pearmain was reappointed for a further four-year term of office, following advice from the Audit and Search & Governance Committees.	8iv(ii)
7.	Amendments to the Instrument and Articles of Government to simplify the rules around quorums and senior post holder recruitment and to introduce new tools for decision-making were discussed and approved.	8vii(i)
8.	Amendments to the Corporation's Standing Orders, primarily to reflect the amended Instrument and Articles of Government were discussed and approved.	8vii(ii)
9.	Amendments to the Search & Governance Committee's Terms of Reference to emphasise the Committee's role in respect of governance were discussed and approved.	8x
10.	The Corporation resolved that it was satisfied that in 2018-19, it had been fully compliant with all mandatory requirements of the Code of Good Governance for English Colleges (the "Code") and substantially compliant with all advisory provisions	8xiii
11.	The Corporation discussed the effectiveness of its control framework for managing Governor conflicts of interests, and its risk tolerance, concluding that it was satisfied that it had strong controls in place for the risks.	8xvii