

Kirklees College Corporation

SEARCH & GOVERNANCE COMMITTEE

Minutes of a meeting held from 15.00 to 17.00 on 23 October 19 at the Springfield Centre

Present: Gerard Hetherington Member (Chair)
 Cristina George Member
 Marie Gilluley Member (Executive)
 John Williams Member
 John Royle Member

Attendance: 5/5 = 100% KPI 80% Quorum: 3

In attendance: Ms J Green Clerk to the Corporation

Item	Action/ Report Item
PRELIMINARY ITEMS	
0	APPOINTMENT OF CHAIR, WELCOME AND INTRODUCTIONS
i	RESOLVED: (i) Committee member Gerard Hetherington was appointed chair of the meeting.
ii	Due notice having been given and a quorum being present, the chair declared the meeting open.
1	APOLOGIES FOR ABSENCE AND
i	There were no apologies.
2	DECLARATIONS OF INTEREST
i	All confirmed that, other than the interest all Governors have in the rules and arrangements set out in the Instrument and Articles of Government and Standing Orders, 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.
3	MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING
i	<u>RESOLVED:</u> (i) To approve the minutes of 18 January 2019 as an accurate record. <u>Matters arising not on the Agenda</u>
ii	Nothing was raised. <u>Update on Agreed Actions</u>
iii	There were no outstanding actions.

STRATEGIC DECISION-MAKING		
4	<p>MEMBERSHIP REPORT</p> <p><u>Terms of Office/Reappointments</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 Annex 1.</i></p>	
v	<p>The records showed that Mr J Royle and Mr J Williams were approaching the end of their terms of office. Both were willing to be reappointed and acknowledged that this would potentially offend the Code of Good Governance restriction on the number of terms of office an individual may serve. It was noted that, if the Code was followed, the Corporation would need to find 'exceptional reasons' to retain them beyond July 2020 - and JG cautioned that if the Corporation subscribed to that aspect of the Code, it should not succumb to the temptation to find 'exceptional reasons' in every case.</p>	
vi	<p>A member suggested that renewals of Governor appointments beyond two terms should be limited to one year, with annual reviews, and with an additional remit of mentoring new Governors as required; it was agreed that this should be reflected in the Standing Orders.</p>	
vii	<p>Corporation Report: The Committee recommends that the Standing Orders be amended to provide that, where a Governor or Co-opted Committee member is reappointed for a third or further term, it should be for a year, with annual reviews, and there should be an expectation that they will mentor new Governors where appropriate.</p>	Report Item 1
viii	<p>There was discussion about succession-planning for the Audit Committee and Corporation. It was agreed that all newly appointed Governors should normally be asked to serve on the Audit Committee during their induction period, to gain an overview of the business.</p> <p><u>Governor Recruitment</u></p>	
ix	<p>As yet, there had been no further interest in the Governor vacancies. Since circulating the Membership Report, the Clerk had placed another recruitment advert on the website of <i>Women on Boards</i>. Ideas for promoting the vacancies were exchanged and the following actions were agreed:</p>	
x	<p>Action: The Principal to speak to Marketing to enlist their help and support; in particular to produce some snappy text for flyers/posters and to explore using the local media/community interest in the opening of Pioneer House to generate some interest in the Governor role and fill the vacancies.</p>	MG
xi	<p>Action: The Principal to seek the support of P Sherriff MP and T Brabin MP in promoting the Governor role in the local community.</p>	MG
xii	<p>Action: Independent Governor Mr D Keeton to be asked to suggest how the Committee might tap into local employer networks in its search for Governors.</p>	MG
xiii	<p>Corporation report: There are currently six vacancies on the Corporation, two of which will shortly be filled by the new Student Governors. Recruitment activities are underway and once the Marketing team has designed an advert for the College websites, Governors are asked to promote the opportunity in their networks.</p>	Report Item 2

Item		Action/ Report Item
5	<p>INSTRUMENT AND ARTICLES OF GOVERNMENT</p> <p><u>Views on the Instrument and Articles</u></p> <p>i There was strong support for amending the Instrument and Articles to relax restrictive rules around meetings, quorums and the recruitment process for senior post holders. Members agreed to advise the Corporation that the proposed changes were relatively minor, sensible and appropriate.</p> <p>ii JG said a comprehensive Eversheds guidance publication on FE Instrument and Articles had been helpful in the drafting. She said the redraft had focused on what she saw as the most pressing changes; there was scope to make others, for example delegating more powers and responsibilities to the Principal.</p> <p>iii In response to a question, JG said the strict rules around quorum were originally imposed by the Government, likely with the aim of preventing boards from making decisions without adequate representation around the table, the context being a time of significant change when colleges were moving out of local government control for the first time. She said in her experience, a trustee board could just as easily become ineffective through not being able to meet overly-stringent quorum requirements.</p> <p><u>Recommendation to the Corporation</u></p> <p>iv Corporation report: The Committee considered proposed changes to the Instrument & Articles, which it believes are sensible, minor changes which will have a positive practical impact. It recommends that the Corporation adopts them, drawing to stakeholders' attention via the Website that they have been revised.</p>	Report Item 3
6	<p>REVIEW OF STANDING ORDERS</p> <p><u>Views on the Standing Orders</u></p> <p>i Members discussed proposed changes to Standing Orders, agreeing that they were appropriate and should be adopted, subject as follows:</p> <ul style="list-style-type: none"> - An amendment should be made requiring long-serving Governors (more than eight years) to be reappointed annually on a rolling basis rather than for a further four-year term; - It should be usual to appoint Student Governors for longer than a year; ideally they would be on longer programmes, providing continuity in the role; <p>ii Corporation Report: The proposed amendments to the Standing Orders are recommended for appointment, but the Committee proposes that a longer term of office should be considered for Student Governors, and that long-serving (8+ years) Governors should be appointed for a one-year term on a rolling basis.</p>	Report Item 4
7(i)	<p>REVIEW OF COMMITTEE TERMS OF REFERENCE</p> <p>i The Committee approved proposed changes to its Terms of Reference.</p> <p>ii Corporation Report: The Committee recommends that the Corporation adopt the proposed changes to its Terms of Reference.</p>	Report Item 5
7(ii)	<p>COMMITTEE SCHEDULE OF BUSINESS</p> <p>i The Clerk highlighted that, this year, the review of the Instrument and Articles and Standing Orders had occurred earlier than her draft Schedule proposed; this was</p>	

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ii	<p>due to the urgency of bringing amendments to the rules on meetings and quorums to the Corporation. She suggested that, at the next meeting, the Committee might look at the Governor Role Description, Selection Criteria and Appointment Process, and could start to have a conversation about delegations and matters reserved to the Board. She said it might also look at putting together a written succession plan, as this is something the internal audit service would expect to see.</p>	
ii	<p>There was discussion about whether two or three meetings a year were required and it was agreed that the second and third meetings should be replaced with a single meeting in May. It was further agreed that Independent Governor Mr H Linn should be invited to attend the next Committee meeting as an observer, as he had expressed an interest in taking the chair to gain chairing experience.</p>	
iii	<p>Action: The Clerk to redraft the Schedule of Business, reducing the number of meetings from three to two and inviting Independent Governor Mr H Linn to attend the next meeting as an observer.</p>	JG
iv	<p>Corporation Report: The Clerk will revisit the Committee's Schedule of Business to rationalise the number of meetings.</p>	Report Item 6
8	<p>GOVERNORS' STRATEGIC PLANNING DAY</p>	
i	<p>The Committee discussed plans for the Corporation's 2019-20 strategic planning event, agreeing that a date in the Spring term towards the end of March or the beginning of April would be a good time to hold it, as by then there would be more information about outcomes and funding on which to base decisions.</p>	
ii	<p>MG said the aim would be for Governors to engage with the Senior Leadership Team to develop College strategy; it would be a participative session, reflecting Governors' preference to debate and discuss, rather than to listen to speakers, but there would be scope to do both if Governors wished.</p>	
iii	<p>In terms of timing, there was agreement that a full day would be preferred over a half day, to allow time for full discussion and to cover all topics, there being some significant matters to discuss.</p>	
iv	<p>Action: Plans for a Corporation Strategic Planning Day in the Spring Term to be firmed up at the next Clerk, Chair, Principal meeting.</p>	MG, JG
9	<p>CONFLICTS BARRING INDIVIDUALS FROM MEMBERSHIP</p>	
i	<p>With the Chair's permission, JG shared a draft policy statement based on other charities' published policies, saying it might aide discussion. She drew attention to the fact that whereas her report had referred to Charity Commission Guidance publication CC22, it should in fact be CC29.</p> <p><u>Adequacy of the Governance Framework for managing Conflicts</u></p>	
ii	<p>The Corporation's arrangements for dealing with conflicts were discussed. Members felt there were no material gaps in the controls and agreed that there were strong systems in place for identifying, updating, recording, managing and reporting actual and potential conflicts of interests. It was noted that a Register of Interests was maintained, while the Code of Conduct, Standing Orders and Instrument of Government all required Governors to declare interests and then sit out of both discussions and decision-making, not counting in quorum; provided that Staff and Student Governors must not participate in certain discussions; and provided that by a simple majority, a meeting could require a conflicted member to leave during discussion and voting on an issue.</p>	

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iii	<p>It was recognised that Governors might reasonably wish to exclude themselves, not only from discussions where they were actually torn between competing loyalties but also where participating in decision-making might create a perception that could impact detrimentally on the College's reputation, their own reputation and/or their external relationships. Recent examples were cited, including a member's decision to withdraw from the selection process for a close friend applying to become a Governor. It was agreed that a degree of flexibility must be retained, to respect Governors sensibilities, and the importance of perception was strongly emphasised.</p>
iv	<p><u>Search & Governance Committee Role</u></p> <p>Members acknowledged the need for the Committee to consider conflicts as a pre-appointment issue and noted that candidates were already routinely asked about conflicts at interview. It was agreed that any candidate subject to a conflict so serious or so frequently recurring as to render him or her unable to act in the best interests of the College at all (for example if they were employed in a senior role by a direct competitor) should be automatically screened out, however most situations would be more nuanced. A Governor employed by a partner organisation, for example, would not be compromised in the same way as a Governor employed by a competitor; even if there were significant areas of dispute or tension between the parties, for the most part their interests, particularly long-term, would be aligned. Hence where conflicts of loyalty did present, it would usually be possible to isolate those issues and manage the conflicts using the strong systems the Committee had earlier identified, resulting in only low risks to the College and the benefits of strengthening the links between the parties.</p>
v	<p><u>Corporation Role</u></p> <p>The Committee highlighted the need for a strong corporate culture of conflict management, as apathy or inadequate caution could have the effect of undermining the control environment. Members gave consideration to whether the Corporation had always robustly managed conflicts in the past and agreed it was probably a mixed picture, with mostly good practice but with some complacency. A member emphasised the need for the Corporation to undertake a detailed examination of any declared conflicts and for careful minuting of the collective view on how to handle them and this was agreed.</p>
vi	<p><u>Advice for the Corporation</u></p> <p>Corporation Report: The Committee agreed following discussion that the Corporation could be satisfied that it had strong systems in place for identifying, updating, recording, managing and reporting actual and potential conflicts. Noting that even the most robust systems could be disrupted by poor application and practice, the Committee also discussed its own role and that of the Corporation in ensuring that Governor conflicts of interest do not present a high risk for the College. For the Committee, this involves appropriate consideration of conflicts as a pre-recruitment issue and seeking regular assurance that there is full compliance with the rules around conflict management. Where prospective Governors are likely to be subject to serious or frequent conflicts of interest, the Committee should seriously consider whether that person should be recommended for appointment, mindful that conflicts of interest will rarely be unmanageable.</p>
MONITORING	
10	SEARCH COMMITTEE PERFORMANCE REVIEW
i	<p>JG said the other Committees had carried out self-assessment and it was appropriate that the Search & Governance Committee, and ideally the Executive</p>

Report
Item 7

Item		Action/ Report Item
ii	<p>Employment Committee, did the same. The Committee discussed the draft report and agreed that it should stand as drafted. There was agreement that a report should be provided by the Executive Employment Committee to complete the process.</p> <p>Action: The Executive Employment Committee to produce a self-assessment report for 2018-19.</p>	JG, EEC
11 i ii iii	<p>2018-19 ATTENDANCE</p> <p>JG highlighted that replacement sheets had been sent out as there were some errors in the calculations on the first versions sent out.</p> <p>While acknowledging that poor attendance was a risk factor for ineffective governance, the Committee agreed that the attendance picture was positive, as it was important to accommodate Governors other commitments and be accepting of occasional clashes between them. It was emphasised that taking a holistic view of Governor contributions would produce a very different picture from the stark attendance data for Corporation and a few Committees. The Clerk was asked to consider how that might be better captured in future, to fully celebrate the contributions all Governors made.</p> <p>Action: Other groups and sub-committees to be added to the Corporation Attendance report including ESAG, ED&IS Group, Safeguarding, Student Voice</p>	JG
12 i ii iii	<p>GOVERNOR SKILLS MATRIX</p> <p>JG presented her report, explaining that the matrix she had used was developed by a governance training agency and promoted through the Association of Colleges Clerks Network. She said where the governance function had been audited in previous roles, recommendations had been made around gaps in the matrix and she had wished to avoid this. She said she had added the guidance statements due to previous experience of trustees overstating their abilities, potentially putting themselves and the organisation at risk.</p> <p>The Committee discussed the report, distinguishing priority areas and low risk areas where less expertise and knowledge was needed. Members were pleased to see that there were no gaps, and only a couple of potential vulnerabilities, which were low risk. It was agreed that the results of the survey would inform recruitment and assist with placing people into the right roles.</p> <p>Corporation report: The Governor skills survey provided assurance that there were no significant gaps and very few potential vulnerabilities in the Corporation's skillset.</p>	Report Item 8
13 i ii	<p>CODE OF GOOD GOVERNANCE COMPLIANCE REPORT</p> <p>Members were pleased to note that the Code of Good Governance compliance report (which was RAG rated) was almost entirely green. It was agreed that there were no concerns, including about the completeness of the suite of policies and procedures approved at Corporation level. There was agreement that appropriate delegations were in place.</p> <p>Corporation report: The Code of Good Governance for English Colleges compliance picture is very positive; the Committee has no concerns to report. Governors should note that the Corporation's view of its compliance with the Code will be reported in the end-of-year Financial Statements.</p>	Report Item 9

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14	GOVERNANCE SAR PROGRESS REPORT	
i	It was noted that a number of responses were still outstanding, but Governors had been asked to bring annotated copies of the survey to the Corporation meeting, for discussion.	
15	COMMITTEE PERFORMANCE REPORTS	
i	The self-assessment reports from the Audit, Finance and Quality Performance & Standards Committees were received and the Committee agreed to report to the Corporation as follows:	
ii	Corporation report: The Committee received and discussed self-assessment reports from the Audit, Finance and Quality Performance & Standards Committees for the academic year ending 31 July 2018 and reports that all Committees are compliant with their terms of reference and discharging their delegated functions appropriately.	Report Item 10
MATTERS TO NOTE AND ADMINISTRATION		
16	DATE OF NEXT MEETING	
i	It was agreed that the Clerk would confirm this.	
17	PUBLICATION OF PAPERS	
i	<p><u>RESOLVED:</u></p> <p>(i) The following papers to be made available for publication:</p> <ul style="list-style-type: none"> a. The Committee’s minutes of 18 January (redacted for personal data); b. The Membership report (redacted for personal data); c. The Search Committee’s performance review report; d. The Governor Skills Matrix; and e. The Committee performance review reports <p>(ii) The following papers not to be made available for publication:</p> <ul style="list-style-type: none"> a. The Membership report, to the extent that it contains personal data; b. The CVs of the candidates proposed for re-appointment; c. The 2018-19 Attendance Reports; <p>(iii) The following papers not to be made available for publication until the Corporation has approved them:</p> <ul style="list-style-type: none"> a. The proposed changes to the Instrument & Articles, Standing Orders and Committee Terms of Reference; b. The draft Schedule of Business; c. The paper on conflicts of interests and draft policy statement. 	