

Kirklees College Corporation

SEARCH & GOVERNANCE COMMITTEE

Minutes of a special meeting held at 12pm on 20 March 2020 by videoconference

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

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

In Attendance: Ms J Green Clerk to the Corporation
 Mr H Linn Observer

Item	Action/ Report Item
PRELIMINARY ITEMS	
0	APPOINTMENT OF CHAIR, WELCOME AND INTRODUCTIONS
i	<p>The Clerk confirmed that due notice of the meeting had been given, the requirement for all persons participating to be able to communicate with one another was satisfied, and the meeting was quorate. It was noted that the meeting had been initiated from Kirklees College, where Committee Members Mr G Hetherington and Ms M Gilluley were present, along with the Clerk.</p> <p>RESOLVED:</p> <p>(i) To appoint Committee Member Mr G Hetherington as meeting chair.</p> <p>The chair declared the meeting open, welcoming Independent Governor Mr H Linn.</p>
ii	
1	APOLOGIES FOR ABSENCE
i	There were no apologies.
2	DECLARATIONS OF INTEREST
i	<p>Committee members Mr J Royle ("JR") and Mr J Williams ("JW") each had an interest in Item 4. It was agreed that both should remain in the meeting during the necessary discussion. In response to a question, the Clerk said technically, all Independent Governors had an interest in the role descriptions (Item 9) as potential occupants of the roles but that interest would not be caught by clause 10.1 of the Instrument of Government and even the current role holders were not required to disclose it.</p> <p>All confirmed that, except as 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.</p>
ii	
3	MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING
i	<p>RESOLVED:</p> <p>(i) To approve the minutes of 15 January 2020 as an accurate record.</p>

Item	Action/ Report Item
ii iii iv	<p><u>Matters arising not on the Agenda</u></p> <p>Nothing was raised.</p> <p><u>Update on Agreed Actions</u></p> <p><u>Schedule of Business:</u> This had been amended and was on the Agenda for discussion. Independent Governor Mr H Linn had been invited to the meeting and was in attendance.</p> <p><u>Attendance Monitoring:</u> Attendance data for ESAG, ED&IS Group and Safeguarding Committee had been added. Members recalled that the primary reason for collecting attendance data was to comply with mandatory year-end reporting requirements. The Clerk said while attendance records could be compiled and monitored for other activities such as Student Voice meetings and Link Governor visits, Governors would need to be satisfied that this would add value, as it would be time-consuming and might not change the overall stats significantly.</p>
BUSINESS OF THE MEETING	
4 i ii iii iv	<p>MEMBERSHIP REPORT</p> <p>A report was received detailing the length of service and terms of office expiry dates of all Independent members and Co-optees. It was noted that JW and JR were approaching the end of their terms of office. Both confirmed that they would like to be considered for reappointment.</p> <p>The Clerk reminded the meeting that the Corporation was seeking to fill three vacancies (based on a target membership of 19). There was agreement that the two applicants in process would be put on hold until the Coronavirus restrictions were relaxed. A Member remarked that the loss of Independent Governors Mr D Keeton and Ms S Weston raised a concern about possible gaps in expertise and partnership links. The Member said if JW and JR both retired at the end of their respective terms, it would create more vacancies, with further loss of expertise and experience. The Clerk acknowledged this. She said, separately she had raised with management the need for succession-planning around Safeguarding and Prevent.</p> <p>The Clerk reminded the meeting of the Corporation’s commitment to compliance with Code of Good Governance for English Colleges (the “Code”) restrictions around maximum terms of office. She said JW would shortly have been in post for eight years (this being the maximum period envisaged by the Code except where a Governor was undertaking a “new and more senior role”). JR, by the end of his current term, would have been in office for 14 years and two months. The College’s Standing Orders differed slightly, stating, “it should be regarded as exceptional for any individual to serve more than two consecutive terms of office (or 8 years)” and that any appointment beyond the standard two four-year terms must be for just one year at a time, renewable each year.</p> <p><u>Proposed Reappointments</u></p> <p>Reference was made to JW and JR’s CVs and their most recent skills survey returns and the Corporation Skills Matrix. As well as being Corporation Vice Chair, JW sat on the Estates Strategic Advisory Group, the Executive Employment, Finance Safeguarding and Search & Governance Committees and was Link Governor for English and maths, Safeguarding and Special Educational Needs. JR sat on the Estates Strategic Advisory Group and was a member of the Search & Governance, Safeguarding and Finance Committees. In addition to the normal work of governance, JR had been instrumental in driving forwards recent property sales as</p>

Item		Action/ Report Item
	part of the realisation of the College's estates strategy and there was still work to do in that regard.	
v	There was strong support for reappointing both JR and JW, subject to the Corporation being satisfied that it was justified in doing so, given their extended periods in office. It was agreed that, with the College about to shut down and meetings to be held online due to the Coronavirus risk, there was value in retaining experienced Governors rather than seeking to replace them with new ones.	
vi	Corporation report: The Committee discussed whether it would be appropriate for the Corporation to reappoint Independent Governors Mr J Williams and Mr J Royle, each for a further one-year term, in line with the Standing Orders. Both are experienced and much valued members of the board, each having contributed significantly to the College's success. The Committee considers that the current circumstances, with the College closure and the need to move to online meetings, might reasonably be considered exceptional, and recommends their reappointment.	Report Item 1
vii	It was noted that JW's term of office as Corporation Vice Chair would end on 31 July 2020, at which point a vacancy would arise. There was discussion about the established maximum term for the Chair and Vice Chair, with Members agreeing that four years was a short amount of time for someone to grow into the role and develop, and that replacing both Chair and Vice Chair every four years might prove challenging. It was suggested that the Standing Orders might be amended in this regard and, prompted by a Member, the Clerk checked the Code, which said, "There are variations in the length of term for which chairs are appointed – whether it is annually or after a four-year term, reappointment should only take place after consideration is given to college need and performance."	
viii	Corporation report: The Committee recommends that the Corporation review its limits on the maximum terms of office the Chair and Vice Chair may serve. It suggests that, as envisaged by the Code of Good Governance for English Colleges, the Standing Orders should be amended and a maximum of two terms of four years should be substituted, with a formal review every two years, to safeguard against the risk of bully dominance.	Report Item 2
5	GOVERNOR CODE OF CONDUCT	
i	The Clerk's report was discussed and the Committee considered the proposed amendments, which were almost entirely concerned with updating to reflect changes to the legal and regulatory framework since the previous update in 2016, including the new ESFA terms of funding. The Clerk remarked that the document went way beyond instructing Governors on what they must do and not do, providing a richly detailed background to the role and information about the sector. She said it would form the basis for the governance portion of the new Governors' induction.	
ii	Corporation report: The Committee recommends the proposed amendments to the Governor Code of Conduct for approval.	Report Item 3
6	EEC TERMS OF REFERENCE	
i	The Chair referred to discussions during the year about the absence of clear delegations for approval of the Clerk and Senior Post holders' performance targets and for appraising their performance. There was agreement that the Executive Employment Committee should have delegated authority to approve the decisions and conclusions of the Principal (in the case of Senior Post holders) and the Chair and Vice Chair (in the case of the Principal and the Clerk) - but not to interfere in the decision-making process beyond determining that targets were SMART and	

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ii	<p>decisions were reasonable. It would not be appropriate, the Committee agreed, for discussions about performance to take place at full Corporation, even without the Staff/Student Governors present.</p> <p>Corporation report: The Committee considered the advice of the Executive Employment Committee in respect of its terms of reference and recommends to the Corporation that the amendments proposed be adopted, to ensure that effective and appropriate delegations are in place with regard to the performance management of the senior team.</p>	Report Item 4
7	<p>GOVERNORS' STRATEGIC PLANNING DAY DRAFT AGENDA</p> <p>i Following brief discussion, there was agreement that, due to the College close-down and the challenge of holding strategic discussions online or by telephone, the Governors' Strategic Planning Day in April should be postponed.</p> <p>ii Corporation report: The Committee recommends that the Corporation postpone its Strategic Planning Day until face to face meetings can recommence.</p>	Report Item 5
8	<p>GOVERNOR ENGAGEMENT</p> <p>i With the Chair's consent, Ms M Gilluley's ("MG") report on Governor engagement was tabled. The report was discussed and Members observed as follows:</p> <ul style="list-style-type: none"> ➤ Many Governors already engaged regularly with activities in College, including meeting staff and students, but there was no structure in place to support this around Governors' personal time and interests; ➤ Others were very engaged with the business through meetings and working groups but found it difficult to come in for set piece enrichment activities; ➤ It was important that Governors got to know the look and feel of the College; ➤ Ofsted would expect Governors to intimately know the College – this was reflected in the new Education Inspection Framework approach to inspection; ➤ Many Governors would prefer to do short visits once or twice a year, arranged around their availability (including evenings) and interests. ➤ A very simple record of visits should be kept; the Clerk had provided a template. ➤ Governors should be linked to specific areas to promote close relationships. <p>ii MG reminded Members that the Corporation had appointed Link Governors; this was a separate arrangement with specific responsibilities, including Safeguarding Link Governor as required by Keeping Children Safe in Education. The Links were not as strong as they might be and there was work for College managers to do to strengthen the Links and ensure that post holders were supported to be effective. Members agreed that the roles should be kept under review, to ensure they were the right ones. It was noted that the Health & Safety Link role was vacant.</p> <p>ii Action: The Clerk to draft role descriptions for the Link Governors.</p>	JG
9	<p>CORPORATION OFFICE HOLDER ROLE DESCRIPTIONS</p> <p>i The Clerk had prepared role descriptions for:</p> <ul style="list-style-type: none"> ➤ the Audit Chair; ➤ the Safeguarding Link Governor; ➤ the Corporation Chair; and ➤ the Corporation Vice Chair. <p>ii The Committee discussed the usefulness of the documents for their intended audiences, including prospective successors to the roles. The Clerk clarified that the functions of the roles were not invented but were drawn from the existing policy</p>	

Item	Action/ Report Item
iii	<p>framework; in the case of the Audit Chair role description, this had illustrated the risk of mission creep through policy drafting without adequate consultation. The Audit Committee planned to review the role at its next meeting and the Safeguarding Committee had already reviewed the Safeguarding Link role description. It was agreed that the role descriptions could be adopted by written resolution.</p> <p>Action: The role descriptions for office holders, following further review where appropriate, shall be circulated for approval by written resolution, with the Committee's recommendation that they be adopted.</p>
MONITORING	
10	<p>POLICY FRAMEWORK: OFS GUIDANCE 15 & 16 IMPLICATIONS</p> <p>i The Clerk's report was received and the contents noted. The Clerk commented on the need for a catalogue of necessary changes to policies and procedures, to feed into the review process.</p> <p>ii Action: Management to reflect on whether any Office for Students reporting requirements arose through the Coronavirus impact.</p>
11	<p>2019-20 ATTENDANCE UPDATE</p> <p>i Corporation report: At the date of the Committee meeting, the Corporation was on track to achieve its attendance targets (80%). The board itself and all committees were on target. Overall attendance was at 91.44% compared to 80.33% at roughly the same point the previous year.</p>
12	<p>GOVERNOR EXIT QUESTIONNAIRES</p> <p>i Former Independent Governor Ms S Weston's exit questionnaire was discussed. There were no concerns to report.</p>
13	<p>GOVERNOR TRAINING</p> <p>i There was agreement that Governors should complete the mandatory Safeguarding, Prevent and Equality & Diversity training online. A record must be kept of Governor training.</p> <p>ii Action: The Clerk to arrange for Governors to gain access to the Virtual Learning Environment to complete the standard Safeguarding and Equality & Diversity training modules, to remind Governors to complete them, together with the national Prevent training and to maintain a compliance record.</p>
MATTERS TO NOTE AND ADMINISTRATION	
14	<p>DATE OF NEXT MEETING</p> <p>A date had not yet been set. For the foreseeable future, Corporation and Committee meetings would need to be by telephone or videoconference. MG said a report on the College's response to the Coronavirus, including its provision for learners with EHCPs and in other vulnerable categories, would go to Corporation on 27 March.</p>
15	<p>PUBLICATION OF AGENDA PAPERS</p> <p>i RESOLVED:</p> <p>(i) The Committee's non-confidential minutes of 15 January 2020 only shall be made available for publication.</p>

Confidential Items of Report for Corporation

#	Details	Minute
1.	The Committee discussed whether it would be appropriate for the Corporation to reappoint Independent Governors Mr J Williams and Mr J Royle, each for a further one-year term, in line with the Standing Orders. Both are experienced and much valued members of the board, each having contributed significantly to the College's success. The Committee considers that the current circumstances, with the College closure and the need to move to online meetings, might reasonably be considered exceptional, and recommends their reappointment.	4(vi)
2.	The Committee recommends that the Corporation review its limits on the maximum terms of office the Chair and Vice Chair may serve. It suggests that, as envisaged by the Code of Good Governance for English Colleges, the Standing Orders should be amended and a maximum of two terms of four years should be substituted, with a formal review every two years, to safeguard against the risk of bully dominance.	4(viii)
3.	The Committee recommends the proposed amendments to the Governor Code of Conduct for approval.	5(ii)
4.	The Committee considered the advice of the Executive Employment Committee in respect of its terms of reference and recommends to the Corporation that the amendments proposed be adopted, to ensure that effective and appropriate delegations are in place with regard to the performance management of the senior team.	6(ii)
5.	The Committee recommends that the Corporation postpone its Strategic Planning Day until face to face meetings can recommence.	7(ii)