

Kirklees College Corporation

SEARCH & GOVERNANCE COMMITTEE

Minutes of a meeting held from 1pm to 3.20pm on 25 June 2021, Conference Suite, Waterfront

Present: Gerard Hetherington Member (Chair) (by Video Conference)
 Cristina George Member
 John Royle Member (by Video Conference)
 Mr P Singh Member (Executive)
 John Williams Member

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

In Attendance: Ms J Green Clerk to the Corporation
 Ms M Gilluley Outgoing Principal

Item	Action/ Report Item
PRELIMINARY ITEMS	
0	WELCOME AND INTRODUCTIONS
i	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 the College's Waterfront campus in Huddersfield. The Chair welcomed Mr P Singh to his first meeting and declared the meeting open.
1	APOLOGIES FOR ABSENCE
i	There were no apologies.
2	DISCLOSURES OF INTEREST
	All confirmed that, except as already disclosed, they had no direct or indirect interest 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 19 January 2021 as an accurate record. <u>Matters arising not on the Agenda and Update on Agreed Actions</u>
ii	Nothing was raised that was not on the Agenda and there were no actions from the previous meeting. It was noted that, since the previous meeting, the Committee had input to the Association of College's consultation on the Code of Good Governance.
BUSINESS OF THE MEETING	
4	GOVERNANCE DOCUMENT REVIEWS
i	The Clerk had undertaken a review of the Instrument and Articles and had made some suggested amendments, which she said were intended to better reflect the arrangements on the ground (e.g. 'three possible student governors' reduced to

Item	Action/ Report Item	
ii iii iv	<p>'two'), or to reflect changes in the external environment, including provisions in the Skills for Jobs White Paper¹. There was also a small amount of 'tidying up', such as the deletion of the Clause 10.4 provision (stipulating that the Corporation may appoint any candidate from a senior post holder recruitment process having rejected to appointment panel's preferred candidate) which it was agreed would never be used, except where the appointments panel had identified (an)other candidate(s) as being potentially appointable.</p> <p>A Member pointed out that Standing Order 2.4 had been deleted in error. Also that the minimum membership of the Corporation was not consistent in the Instrument and Standing Orders.</p> <p>Action: To reinstate Standing Order 2.4 in the version of the Standing Orders that goes to Corporation. To amend Standing Order 2.1 by the deletion of the number "12" and the substitution of the number "10".</p> <p>Corporation report: The Committee discussed proposed changes to the Instrument and Articles and Standing Orders. Subject to a couple of small amendments (as minuted), it recommends the amendments to the Corporation for approval.</p>	 JG Report Item 1
5 i ii iii iv v	<p>GOVERNANCE COVERAGE OF KEY RISKS: ARE WE GETTING IT RIGHT?</p> <p>The detailed strategic risk register had been shared with the Committee, along with an organogram showing the lines of reporting from the Corporation Sub-Committees, working/task & finish groups and senior team to the Corporation. Links to the Terms of Reference of each of the Corporation's Sub-Committees were also provided.</p> <p>The Committee discussed whether, via its framework of Sub-Committee's and other delegations, including Link Governors, the Corporation had adequate line of sight to its current key strategic risks. The Clerk had added to the risk register an additional column, in which she had identified the main 'touchpoints' where Governors obtained assurance regarding the controls for each of the identified risks; the Quality, Performance & Standards Committee for example received assurance reports on various of the strategic risks including the risk of failure to improve outcomes and learner experience on English and maths, and the risk of failure to align students with a programme of study that meets their needs.</p> <p>There was discussion about the arrangements for oversight of the strategic planning process and the Committee agreed that, for now at least, there should be no dedicated Committee for the purpose and reporting should be to the full Corporation.</p> <p>Following careful consideration of the arrangements, the Committee agreed to advise the Corporation as follows:</p> <p>Corporation report: The Committee considered the strategic risk register and discussed whether, via the delegations it makes to its Sub-Committees, working/task & finish groups and senior team, the College has adequate line of sight to its key strategic risks. Although some risks have a lot of Governor oversight while others have relatively little, the difference in approach was felt in each case to be appropriate and proportionate. The two new Task & Finish Groups which will look at employer engagement and workforce issues (in terms of internal culture and talent) will fill gaps that Governors previously identified.</p>	 Report Item 2

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https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/957856/Skills_for_jobs_lifelong_learning_for_opportunity_and_growth__web_version_.pdf

Item		Action/ Report Item
6	GOVERNOR RECRUITMENT: WHO'S NEXT	
I	It was noted that the Committee hoped to propose up to two individuals for appointment to the Corporation following the interviews scheduled for the following week. The Corporation would shortly be carrying four Independent Governor vacancies and the current recruitment exercise aimed at filling emerging gaps on the Audit and Finance Committees.	
ii	The Clerk invited the Committee to look ahead to the next round of Governor recruitment and consider what sort of personal qualities and skills the Corporation should be looking for to bolster its ranks for the next stage of the College's journey, in particular the need to ensure a successful transition programme for the new Principal/CEO, the planned refresh of the corporate strategy, and the focus on the quality agenda.	
iii	There was strong agreement that the next round of recruitment should have a values focus, with the emphasis on personal qualities and characteristics, rather than specific skills or qualifications, although an understanding of the social challenges faced by many of the College's learners would be a positive. Fundamentally, candidates would need to be strong believers in the power of further education and supporters of the College's mission.	
iv	It was felt that the Committee would be able to reach suitable candidates through the College's existing networks, so that recruitment consultants should not need to be engaged. It was emphasised that the Committee should cast its net wide, to ensure that its advertisements were seen by a very broad group of people.	
v	Action: To produce draft wording for Governor recruitment materials for Committee approval, based on discussions at the Committee meeting.	JG, PS
7	SCHEME OF DELEGATION	
i	Corporation report: The Committee recommends the draft Scheme of Delegation for approval. Governors may recall that the Committee previously received and reviewed this, before sending it for input and agreement at Senior Leadership Team level. This having been done, it is now ready for Corporation approval. With a few minor exceptions (such as approval of the Scheme itself), it does not create new delegations but merely gathers existing ones into one place for ease of reference. It is intended that having a Scheme of Delegation will help people answer questions such as "why are we doing this?" and "whose decision is this?".	
ii	A Member queried an item in the Scheme: 'Borrowing' (page 9 under the heading 'Treasury Management'). The relevant section of the Financial Regulations (14.1) was consulted and the Clerk clarified that this should say 'Executive decisions concerning borrowing, investment or financing (within policy parameters)'.	
iii	Action: To amend the Scheme of Delegation to reflect the full wording of Financial Regulation 14.1	JG
iv	There was discussion about the possible need to incorporate in the Scheme of Delegation (or to list in a separate document) the key reporting requirements, i.e. events or concerns that must be reported to Governors - along the lines of the Office for Students 'Reportable Events' guidance. It was agreed that this would be revisited at a future meeting.	
v	Action: To schedule a discussion about the need for a list of reportable items at a future meeting.	JG

Item		Action/ Report Item
8 i	<p>MEETING DAYS/TIMES 2021/22</p> <p>Corporation report: The Committee recommends the meetings calendar 2021/22 for Corporation approval. Following consultation with Governors it was decided to continue to hold Corporation and Finance Committee meetings on Fridays - at the current times, with the aim of starting and concluding them in between the Islamic prayer times. As it must be acknowledged that Friday evening meetings cannot be attended by observant Jews during the winter months, the Corporation may wish to keep this under review.</p>	Report Item 3
9 i ii	<p>INTERVIEW ARRANGEMENTS</p> <p>The arrangements for the Independent Governor interviews the following week were discussed and agreed. The panel would include outgoing Principal Ms M Gilluley and the Student Union's nominee for Student Governor 2021/22 Ms G Woodyet; they would need to be co-opted to the Committee for the purpose. Suggested questions had been circulated and it was agreed that these should be allocated to panel members on the morning of the interviews.</p> <p>RESOLVED:</p> <p>(i) To co-opt Ms M Gilluley and Ms G Woodyet to the Committee's interview panel for the Independent Governor interviews on 29 June 2021, such appointments to take effect and terminate at the beginning and end of the interviews.</p>	
10 i ii	<p>STUDENT UNION CONSTITUTION</p> <p>The Clerk explained that this had been deferred, as the Student Union was still working on its revised draft. The Corporation had delegated to the Committee authority to review the amended Constitution and recommend it for approval.</p> <p>Corporation report: Governors will recall that authority was delegated to the Committee to review the amended Student Union Constitution. In the event, this was not ready for review; it will be brought to the Corporation for approval next term.</p>	Report Item 4
MONITORING		
11 i ii iii	<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. Mr J Williams and Mr J Royle were about to retire and the Corporation Vice Chair role was being advertised.</p> <p>It was noted that no other Governors would reach the end of their terms until March 2022, when Mr G Hetherington, Mr H Linn, Mr M Varyani would need to be considered for reappointment (assuming they wished to continue to serve). Staff Governor Ms L Precious would be required to step down in March 2022 unless she was re-elected by the Staff.</p> <p>As previously noted, subject to appointments being made following the interviews planned for the following week, the Corporation would shortly have four potential vacancies to fill.</p>	
12 i	<p>LINK GOVERNORS REVIEW</p> <p>The Clerk's report was discussed. She had held meetings, or obtained written feedback from, Link Governors and their corresponding management Links, to find</p>	

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ii	<p>out how the Link arrangements were working. She said feedback had been positive, albeit with some comments about the limitations of working within the Covid restrictions, and the Links were clearly having a positive impact. All Link Governors intended to continue with their roles in 2021/22.</p> <p>Corporation report: A review of the Link Governor arrangements has taken place. The Clerk used a set of standard questions to interview Link Governors and their management counterparts, to establish how well things were working. Feedback was positive and the recommendation is that the Links should continue next year, potentially with further ones being established if there are areas of particular interest.</p>	Report Item 5
13 i	<p>2019-20 GOVERNOR ATTENDANCE REPORT</p> <p>Corporation report: Overall attendance is currently at 95% with all Committees on target to achieve >80% attendance. Individual attendance is very high for the second consecutive year. There are no concerns to report.</p>	Report Item 6
COMMITTEE SELF-ASSESSMENT		
14 i ii	<p>COMMITTEE REVIEW</p> <p><u>Performance</u></p> <p>The Clerk shared the Committee self-assessment questions and they were discussed. There were no concerns to address, other than the impending vacancies within its membership; the Committee was fulfilling its terms of reference and was operating in line with the good practice principles. A Member commented on the value of the Committee's work, saying it was an extremely useful forum.</p> <p>Action: To prepare the draft self-assessment report and circulate it for approval.</p>	JG
MATTERS TO NOTE AND ADMINISTRATION		
15 i	<p>DATE OF NEXT MEETING</p> <p>Provisionally 13 September 2021.</p>	
16 i	<p>PUBLICATION OF AGENDA PAPERS</p> <p><u>RESOLVED:</u></p> <p>(i) The Committee's papers shall be made available for publication.</p>	

Items of Report for Corporation

#	Details	Minute
1.	The Committee discussed proposed changes to the Instrument and Articles and Standing Orders. Subject to a couple of small amendments (as minuted), it recommends the amendments to the Corporation for approval.	4iv
2.	The Committee considered the strategic risk register and discussed whether, via the delegations it makes to its Sub-Committees, working/ task & finish groups and senior team, the College has adequate line of sight to its key strategic risks. Although some risks have a lot of Governor oversight while others have relatively little, the difference in approach was felt in each case to be appropriate and proportionate. The two new Task & Finish Groups which will look at employer engagement and workforce issues (in terms of internal culture and talent) will fill gaps that Governors previously identified.	5v
3.	The Committee recommends the meetings calendar 2021/22 for Corporation approval. Following consultation with Governors it was decided to continue to hold Corporation and Finance Committee meetings on Fridays - at the current times, with the aim of starting and concluding them in between the Islamic prayer times. As it must be acknowledged that Friday evening meetings cannot be attended by observant Jews during the winter months, the Corporation may wish to keep this under review.	8i
4.	Governors will recall that authority was delegated to the Committee to review the amended Student Union Constitution. In the event, this was not ready for review; it will be brought to the Corporation for approval next term.	10ii
5.	A review of the Link Governor arrangements has taken place. The Clerk used a set of standard questions to interview Link Governors and their management counterparts, to establish how well things were working. Feedback was positive and the recommendation is that the Links should continue next year, potentially with further ones being established if there are areas of particular interest.	12ii
6.	Overall attendance is currently at 95% with all Committees on target to achieve >80% attendance. Individual attendance is very high for the second consecutive year. There are no concerns to report.	13i