

Kirklees College Corporation

## SEARCH & GOVERNANCE COMMITTEE (“THE COMMITTEE”)

### Minutes of a meeting held at 2pm on 13 Sept 2021 via Microsoft Teams Videoconference

Present: Mr G Hetherington Member (Chair)  
 Mrs C George Member (Independent)  
 Mr P Singh Member (Executive)  
 Mr I Wainwright Member (Independent)

Attendance: 4/4 = 80% KPI 80% Quorum: 3

In Attendance: Ms J Green Clerk to the Corporation

Item	Action/ Report Item
<b>PRELIMINARY ITEMS</b>	
<b>0</b>	<b>APPOINTMENT OF CHAIR, WELCOME AND INTRODUCTIONS</b>
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. She noted that the first Agenda item was the appointment of the Committee Chair.
ii	A member asked if there was any risk in appointing the Corporation Chair to chair the Committee. The Clerk said while one school of thought said the same individual should not both lead on the design of the constitution and board procedures and also have authority to interpret them, another pointed out that board chairs, with their substantial governance expertise, were often best placed to lead on the design of the governance framework.
iii	<b><u>RESOLVED:</u></b>  <b>(i) To appoint Committee Member Mr G Hetherington as Chair of the Search &amp; Governance Committee.</b>
iv	Mr I Wainwright (“IW”) was welcomed to his first meeting as a Committee Member.
<b>1</b>	<b>APOLOGIES FOR ABSENCE</b>
i	There were no apologies.
<b>2</b>	<b>DISCLOSURES OF INTEREST</b>
i	All confirmed that, except for this and as previously disclosed, they had no direct or indirect interest in the business to be transacted at the meeting which they were required to disclose.
<b>3</b>	<b>MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING</b>
i	<b><u>RESOLVED:</u></b>  <b>(i) To approve the minutes of 25 June 2021 as an accurate record.</b>  <u>Matters arising not on the Agenda and Update on Agreed Actions</u>
ii	The Clerk said there was, as yet, no update on the revised Code of Good Governance for English Colleges (the “Code”); the new version was expected in the

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iii	<p>next few weeks. Nothing else was raised that was not on the Agenda.</p> <p><u>Update on Agreed Actions</u></p> <p>Amendments to draft version of Standing Orders: This had been actioned.</p> <p>To prepare recruitment materials for Committee approval: This had been actioned.</p> <p>Scheme of Delegation to reflect Financial Regulation 14.1: This had been actioned.</p> <p>To schedule a discussion about reportable items: This was on the Agenda.</p> <p>To prepare the draft self-assessment report and circulate it: This had been circulated with the meeting papers as part of the Corporation Committee Performance report.</p>	
3.1	<p><b>INDEPENDENT GOVERNOR RECRUITMENT ADVERTISEMENT</b></p>	
i	<p>It was agreed that this would be looked at alongside the Membership Report.</p>	
<b>MONITORING</b>		
4	<p><b>CORPORATION COMMITTEE PERFORMANCE REPORT</b></p> <p>i</p> <p>The Clerk explained that she had prepared the report based on:</p> <ul style="list-style-type: none"> <li>- anonymous responses to an online survey about each committee's composition, practices and effectiveness, based on a template produced as part of the HM Treasury Audit Committee Handbook and adapted to reflect the Code; and</li> <li>- detailed follow-up discussion sessions with each committee.</li> </ul> <p>ii</p> <p>Members' feedback had been positive, with each committee reporting high levels of satisfaction under each of the governance principle headings - albeit with some weaker feedback about new member induction training quality and the regularity of pre-meets between the Clerk and committee chairs (both issues having already been identified in the previous year's review and not having been fully addressed). A line by line comparison of the committees' 2020/21 schedules of business with the corresponding agendas showed that all committees had substantially fulfilled their remits, albeit some had allowed flexibility around the reporting schedule where they had deemed it appropriate. All necessary outputs had been delivered.</p> <p>iii</p> <p>There was discussion about how the Committee might encourage more management input to committee performance reviews. While managers had been present at follow-up discussion sessions, none had responded to the pre-meeting surveys and a Member observed that reaching out to individuals for specific feedback (as with the Link Governor management links) could prove worthwhile. It was agreed that this should be a recommendation for the board.</p> <p>iv</p> <p><b>Corporation report:</b> All Corporation sub-committees reviewed their 2020/21 performance using an online survey and conducting a follow-up discussion. The Committee reviewed a summary report prepared by the Clerk and, having done so, concluded that the committees were properly constituted, were well organised and effective, and had discharged their remits appropriately. The Committee made some observations about the management team's limited involvement in the Committee effectiveness reviews and recommends that the process be adjusted to expressly include manager input going forwards. Some concerns about new member induction arrangements and Clerk/Chair pre-meets raised last year remain unresolved and the Committee will monitor this.</p> <p>v</p> <p><b>Action:</b> To include in the Committee's June Agenda a check on progress on resolving the issues around new member induction and Clerk/Chair pre-meets.</p>	<p>Report Item 1</p> <p>JG</p>

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<p><b>5</b></p> <p>i</p> <p>ii</p> <p>iii</p> <p>iv</p> <p>v</p>	<p><b>MEMBERSHIP REPORT</b></p> <p>A report was received, detailing the length of service and terms of office expiry dates of Governors and Co-optees. Four Independent Governors and one Committee Co-optee were due to complete their terms of office in March 2022. The Clerk had contacted everyone to ascertain their future plans. One had responded so far.</p> <p><b>Action:</b> To follow up with the Governors approaching the end of their terms of office and advise Committee members of their plans for pursuing reappointment of leaving.</p> <p>The Clerk reminded Members that the Corporation already had three vacancies to recruit to and was also carrying Staff and Student Governor vacancies, primarily due to natural turnover in the staff and student bodies. She said some of those would be filled by the date of the next Corporation meeting.</p> <p>There was discussion about ways to connect with key influencers to spread the word about the College’s recruitment drive, as well as about where adverts might be placed. There was agreement that they should be shared with the College’s staff, who should be encouraged to promote the vacancies in their networks.</p> <p><b>Corporation report:</b> The Committee alerts the Corporation to an increasing risk around governance capacity; there are currently at least three Independent Governor vacancies to fill and potentially there could be more by April 2022. The immediate impact has been a diminished ability to respond to new initiatives, such as the Workforce task and finish group. While Governors may feel that this is somewhat concerning, the Committee is already undertaking a recruitment exercise and recognises the opportunity to better align our skillset to the skill areas that we expect to be of critical importance in our new long-term strategy.</p>	<p>JG</p> <p>Report Item 2</p>
<p><b>6</b></p> <p>i</p>	<p><b>EXIT QUESTIONNAIRES – SUMMARY FEEDBACK</b></p> <p>Exit questionnaires completed by three recently retired Governors (one Independent, one Staff and one Student Governor) were presented for discussion.</p> <p><i>As this item includes personal data, this minute is restricted and the discussion is recorded in a confidential annex.</i></p>	
<p><b>7</b></p> <p>i</p> <p>ii</p> <p>iii</p> <p>iv</p>	<p><b>GOVERNOR ATTENDANCE REPORT</b></p> <p><b>Corporation report:</b> Governor attendance in 2020/21 was excellent for a second successive year: 93% against a target of 80%. All Committees achieved or exceeded the 80% attendance target; only one had attendance lower than 90% (89%). Two Governors had failed to achieve their individual 80% attendance target but there were no concerns relating to attendance.</p> <p>It was agreed that the move to online meetings was likely the main reason for the higher than usual levels of Governor attendance. The Clerk said the College’s experience had been replicated across the whole of the third sector and beyond. Benchmarking data was being collected and would be shared in due course.</p> <p><b>Action:</b> To share any published benchmarking data for 2020/21 trustee attendance.</p> <p>Recognising an opportunity to increase board diversity, the Committee discussed possible accommodations that could be made to remove barriers to participation going forwards once face-to-face meetings were reinstated. Payment of childcare expenses would be looked into and hybrid meetings would be offered on all occasions, except where particularly important strategic discussions were expected to take place. Any committee meetings that were predominantly for monitoring</p>	<p>Report Item 3</p> <p>JG</p>

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v	<p>purposes would be online and time would be set aside for networking around Corporation meetings to support relationship building. New Governors would be offered 'buddies' to help them acclimatise and learn about the College.</p> <p><b>Action:</b> To provide the new Governors with the Chair and Vice Chair's contact details.</p>	JG
8	<p><b>CODE OF GOOD GOVERNANCE COMPLIANCE REVIEW</b></p> <p>i The Committee noted that the Colleges Account Direction 2020-21 required the Corporation to include within its annual Financial Statements (within the Statement of Corporate Governance and Internal Control) a declaration of compliance with its adopted governance code, with explanations of any departures.</p> <p>ii The Clerk had carried out a review of compliance with the Code. She had listed assurance sources for each compliance item in a table, with RAG ratings alongside to illustrate her view of the level of compliance in each case. The overall picture was positive with almost all areas coloured Green, but the Clerk had identified some areas of potential concern, which she said may merit additional attention given the strong emphasis on stakeholder responsiveness and employer relationships in the Further Education White Paper <i>Skills for Jobs: Lifelong Learning for Opportunity and Growth</i> (the "White Paper"). This was agreed.</p> <p>iii The Clerk said, as later in the meeting she would be recommending that the Committee prefer an effectiveness review of governance over an audit of the assurance sources for compliance with the Code, she would encourage the Committee to robustly challenge her assessments and RAG ratings, so that it could make decisions about the governance review approach from a position of confidence. She reminded Members that the Code had been chosen over other governance codes as it was tailor-made for the sector and contained both mandatory requirements ('musts') and good practice recommendations ('shoulds') which reflected the legal and regulatory framework within which colleges operated.</p> <p>iv Following discussion, Members agreed that they were satisfied with the Clerk's assessments. There was an item which concerned policy implementation to support the achievement of the strategy and this prompted discussion about the effectiveness of the Corporation's arrangements to monitor the delivery of careers education. The Committee agreed to suggest to the Corporation that it receive a briefing on careers during 2021/22. The Principal Mr P Singh ("PS") said there was concern about the quality of careers provision nationally; the College was not an outlier in this respect but there was a need to improve the recording of destinations.</p> <p>v <b>Corporation report:</b> The Committee agrees with the Clerk's assessment of compliance with the Code of Good Governance for English Colleges, as shown in the compliance table. One area (Responsiveness) has been re-assessed since the report on 2019/20 compliance and it is now RAG rated Amber when it was formerly RAG rated Green. This does not signify a deterioration in the position, but reflects the Clerk's view that the evidence to support her previous assessment was insufficiently strong, given the increased focus on employer responsiveness in the White Paper. The Committee recommends that the Corporation should focus on responsiveness and careers provision in its next cycle, as part of its improvement plan.</p>	Report Item 4
<b>RECOMMENDATIONS</b>		
9	<p><b>ATTENDANCE TARGETS</b></p> <p>i <b>Corporation report:</b> The Committee recommends that the Governor attendance target for 2021-22 should be 80%, as in previous years.</p>	Report Item 5

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10	<b>CORPORATION SELF-ASSESSMENT ARRANGEMENTS</b>	
i	<p>JG reminded Members that the White Paper strongly emphasised the importance of external reviews of governance, stating that these should take place at least every three years. She said the Committee should reflect on what sort of review approach would add the most value from the Corporation's perspective. She said there were essentially two possible approaches:</p> <p>(1) A review of processes to identify gaps and/or weaknesses and provide assurance in respect of their effectiveness (board and committee composition, skills and training, quoracy of meetings and Governor attendance, coordination and distribution of meeting packs, etc.)</p> <p>(2) An effectiveness review, providing a judgement on how effective the Corporation and its Committees were. The scope might include an opinion on the quality and openness of discussions and the reports and minutes, the quality of challenge and decision-making, the alignment of Corporation business and discussions with the College strategy, board dynamics, tone from the top etc.</p>	
ii	<p>The Clerk said the product that the College's internal audit service provider was offering its college clients was weighted towards the former approach. It would undertake an assessment of the Corporation's own due diligence in its review of its compliance with the Code of Good Governance.</p>	
iii	<p>Having researched the market, the Clerk had spoken to two other providers; both proposing to undertake an effectiveness review, as she felt this would add more value. Following discussion, Members agreed that this would be the better approach, given the maturity of governance. The review would likely include observations of meetings and meeting packs and discussions with Governors and senior leaders.</p>	
iv	<p>The Clerk said one of the providers she had spoken with had commented that the College had allocated a small amount of money to the external review of its governance, relative to other sector organisations - but the College budget was comparable to what other colleges were spending. She said at a meeting of the Yorkshire &amp; Humber Governance Professionals, attendees had discussed what NHS Trusts and large Housing Associations were spending on their governance reviews and it was significantly more than the colleges had available, reflecting the larger overall budgets of those organisations.</p>	
v	<p>The Committee discussed the need for a Governor skills audit and agreed that such audits should be done judiciously. A comprehensive review of skills had been done the previous year and Members agreed that, despite the recent leavers and joiners, the mix was still well understood.</p>	
vi	<p><b>Action:</b> To commission a Corporation governance effectiveness review and to brief the Corporation on the timetable and any agreed areas of focus.</p>	JG
11	<b>BOARD REPORTING: REPORTABLE ITEMS</b>	
i	<p>After reviewing the draft Scheme of Delegation at the previous meeting, the Committee had asked the Clerk to schedule a discussion about reportable events, i.e. occurrences and decisions that the Corporation might reasonably expect to be notified of.</p>	
ii	<p>To aid the discussion, the Clerk had drawn up a list of events that Governors might wish to be notified of, drawing from the Office for Students Regulatory advice 16: <i>Reportable Events</i> and the Charity Commission Guidance: <i>How to Report a Serious Incident in your Charity</i>.</p>	

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iii	The list of examples was discussed and Members reflected that, while the Corporation should not seek to adopt a formal list, there was a need for more frequent dialogue about what 'no surprises' actually meant; in the course of discussion, Members had realised that this was perhaps not as self-evident as it sounded and considering specific examples had provided context for management decision-making about what to report and when.	
iv	There was discussion about communication channels. Members agreed that Governors should be copied in more often on staff bulletins, as this would often put them in the picture about more minor developments without any additional reporting being needed. There should also be a discussion about 'ways of working' to identify whether there were any barriers to communication that could easily be removed.	
v	<b>Action:</b> PS to reflect on the items on the list of potential reportable items and discuss with his leadership team.	PS
vi	<b>Action:</b> Clerk to schedule a Corporation discussion about 'ways of working' in the context of management/Governor communication, use of email etc.	JG
vii	<b>Action:</b> Governors to receive staff bulletins on a more frequent basis.	JG
<b>MATTERS TO NOTE AND ADMINISTRATION</b>		
12	<b>DATE OF NEXT MEETING</b>	
i	Friday 24 June 2022.	
13	<b>PUBLICATION OF AGENDA PAPERS</b>	
i	<b><u>RESOLVED:</u></b>  <b>(i) The Committee's papers shall be made available for publication, with the exception of the Governor Leaver Questionnaires.</b>	

<b>Items of Report for Corporation</b>		
#	Details	Min
1.	All Corporation sub-committees reviewed their 2020/21 performance using an online survey and conducting a follow-up discussion. The Committee reviewed a summary report prepared by the Clerk and, having done so, concluded that the committees were properly constituted, were well organised and effective, and had discharged their remits appropriately. The Committee made some observations about the management team's limited involvement in the Committee effectiveness reviews and recommends that the process be adjusted to expressly include manager input going forwards. Some concerns about new member induction arrangements and Clerk/Chair pre-meets raised last year remain unresolved and the Committee will monitor this.	4iv
2.	The Committee alerts the Corporation to an increasing risk around governance capacity; there are currently at least three Independent Governor vacancies to fill and potentially there could be more by April 2022. The immediate impact has been a diminished ability to respond to new initiatives, such as the Workforce task and finish group. While Governors may feel that this is somewhat concerning, the Committee is already undertaking a recruitment exercise and recognises the opportunity to better align our skillset to the skill areas that we expect to be of critical importance in our new long term strategy.	5v

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3.	Governor attendance in 2020/21 was excellent for a second successive year: 93% against a target of 80%. All Committees achieved or exceeded the 80% attendance target; only one had attendance lower than 90% (89%). Two Governors had failed to achieve their individual 80% attendance target but there were no concerns relating to attendance.	7i
4.	The Committee agrees with the Clerk's assessment of compliance with the Code of Good Governance for English Colleges, as shown in the compliance table. One area (Responsiveness) has been re-assessed since the report on 2019/20 compliance and it is now RAG rated Amber when it was formerly RAG rated Green. This does not signify a deterioration in the position, but reflects the Clerk's view that the evidence to support her previous assessment was insufficiently strong, given the increased focus on employer responsiveness in the White Paper. The Committee recommends that the Corporation should focus on responsiveness and careers provision in its next cycle, as part of its improvement plan.	8v
5.	The Committee recommends that the Governor attendance target for 2021-22 should be 80%, as in previous years.	9i
6.	Feedback from Governor Leaver Questionnaires was discussed by the Committee. There were some positives and some concerns, which the Chair, Clerk and Principal will discuss further and identify any action points to improve the Corporation's procedures.	6vii