

Kirklees College Corporation

SEARCH & GOVERNANCE COMMITTEE

Minutes of a special meeting held from 10.00-12.00 on 25 April 2022 via Microsoft Teams

Present:	Mr G Hetherington Mrs C George Mr P Singh Mr I Wainwright	Member (Chair) Member Member Member
Attendance:	4/4 = 75%	KPI 80% Quorum: 3
In attendance:	Ms J Green Dr A Conn	Clerk to the Corporation Governor Observer

Item	Action/ Report Item	
PRELIMINARY ITEMS		
1	WELCOME AND INTRODUCTIONS	
i	The Chair welcomed everyone and declared the meeting open, noting that the purpose of the meeting was to consider a first draft of the Corporation calendar for 2022-23 and to start to identify items for inclusion in a governance quality improvement plan, ultimately to be published on the College website.	
ii	The Clerk confirmed that due notice of the meeting had been given, that the requirement for all persons participating to be able to communicate with one another was satisfied and that the meeting was quorate.	
3	APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST	
i	No apologies had been received.	
ii	All confirmed that, except as previously disclosed, they had no direct or indirect interest in any way in the business to be transacted which should be disclosed.	
BUSINESS OF THE MEETING		
3.1	DRAFT CALENDAR 2022-23 AND SCHEDULES OF BUSINESS	
i	The Clerk presented the draft calendar for 2022-23, saying the schedules were still being firmed up, so the priority was to get dates in diaries. A key proposal was to reduce the number of Corporation meetings in the Autumn term to two, bringing the College in line with many sector comparators. There was discussion about the benefits of having a September meeting to set the scene for the academic year, particularly in terms of strategic priorities and risks, and whether this outweighed the benefits of additional strategic time later in the year.	
ii	Action: To compare the business schedule/calendar with those of outstanding colleges.	JG
iii	A proposed reduction in the number of Quality, Performance & Standards Committee meetings was also discussed, with some mixed feelings about the likely impact of removing an 'additional' meeting in May (relative to sector comparators). This would be discussed further at the Committee's meeting.	
iv	RESOLVED: To approve the proposed 2022/23 meeting calendar for consultation.	

Item		Action/ Report Item
v	Action: To share the proposed 2022/23 meeting calendar with the senior team for input and subsequently to share the proposed dates with the Corporation.	JG
3.2	COMMITTEE MERGER – PROPOSAL AND TERMS OF REFERENCE	
i	The Clerk was proposing the establishment of a new committee, which would merge the responsibilities of the Search & Governance and Executive Employment Committees. She said the new Committee could also have authority to establish panels for senior post holder and Governor recruitment and consideration of the case, and any terms, for the termination of appointments (removing the need to establish separate temporary committees under the Articles), as well as to oversee the College culture and to have oversight of the HR agenda. She said boards in many industries received reports on key indicators of positive corporate culture and risk culture and this could be something for the College to consider, potentially bringing together some of the current compliance and assurance reports.	
ii	There was strong agreement that it was appropriate to review the governance arrangements, to ensure they would effectively support the aimed at culture and values going forwards, as well as the achievement of the new strategic priorities, and also reflect the current risk profile and appetite. The Committee was supportive of the proposed merger of the committees and noted the mitigations to ensure good governance and separation of powers, as well as the risks. The Clerk shared an example of another college that had successfully merged the same committees and shared draft terms of reference.	
iii	Corporation report: The Committee discussed a proposal to introduce a single Committee to replace the Search & Governance and Executive Employment Committees, as well as the committees normally established by Articles 9.2 and 10 of the Articles of Government. The Committee recommends that the Corporation trial such a committee, as merging the functions could potentially save time and resource, especially given the overlap in terms of current memberships and the desirability of having common oversight of several areas of the business. The new Committee could take on responsibility for monitoring indicators of a positive culture in line with the values, as well as key underpinning measures for strategic performance, including having oversight of the HR agenda, which despite an attempt to position it with Finance Committee, does not have a natural home under the current arrangements.	Report Item 1
iv	Corporation report: The Committee supports plans for a refreshed meeting cover paper, to incorporate current risk scores, as well as the receipt of risk reports by committees.	Report Item 2
v	Action: Dr A Conn to support the Clerk in a detailed mapping exercise to identify where Governor oversight for each key compliance area or strategic priority sits within the current framework.	JG, AC
3.3	PROPOSED ACTIONS FOR IMPROVEMENT PLAN	
i	The Clerk had prepared a draft governance improvement plan, listing the various recommendations from the external governance review report and alongside them, the actions she considered appropriate for the Corporation to take in response. The Committee agreed with the approach and instructed the Clerk to prepare a version to take to the Corporation.	
ii	Corporation report: The Committee discussed actions to be taken in response to the findings of the external review of governance and instructed the Clerk to prepare a draft action plan to take to Corporation. Once finalised, a copy of the plan must be shared on the College website.	Report Item 3

Item	Action/ Report Item
iii	Action: To prepare a draft governance quality improvement plan to share with Governors. JG
MATTERS TO NOTE AND ADMINISTRATION	
4	DATE OF NEXT MEETING
i	Friday 24 June 2022 at 10am
5	PUBLICATION OF AGENDA PAPERS
i	<u>RESOLVED:</u> (i) The papers from this meeting are documents in draft and therefore they will not be published.

Items of Report for Corporation

#	Details	Minute
1.	The Committee discussed a proposal to introduce a single Committee to replace the Search & Governance and Executive Employment Committees, as well as the committees normally established by Articles 9.2 and 10 of the Articles of Government. The Committee recommends that the Corporation trial such a committee, as merging the functions could potentially save time and resource, especially given the overlap in terms of current memberships and the desirability of having common oversight of several areas of the business. The new Committee could take on responsibility for monitoring indicators of a positive culture in line with the values, as well as key underpinning measures for strategic performance, including having oversight of the HR agenda, which despite an attempt to position it with Finance Committee, does not have a natural home under the current arrangements.	3.2(iii)
2.	The Committee supports plans for a refreshed meeting cover paper, to incorporate current risk scores, as well as the receipt of risk reports by committees.	3.2(iv)
3.	The Committee discussed actions to be taken in response to the findings of the external review of governance and instructed the Clerk to prepare a draft action plan to take to Corporation. Once finalised, a copy of the plan must be shared on the College website.	3.3(ii)