

**SPECIAL CORPORATION**
**Minutes of a special meeting held from 15.30-16.00 on 19 January 2022  
by Microsoft Teams videoconference**

Present:	Mr G Hetherington	Independent Governor
	Prof S Donnelly	Independent Governor
	Mrs C George	Independent Governor
	Mr A Greaves	Staff Governor
	Ms F Hussain-Butt	Independent Governor
	Mr C Robinson	Independent Governor
	Mr P Singh	Executive Governor
	Mr M Varyani	Independent Governor

Attendance: 8/16 = 50%

KPI 80% Quorum: 7 (40%)

In Attendance: Mr M Bennington  
Ms J Green  
Mrs R Meara

Vice Principal Corporate Operations  
Clerk to the Corporation  
Executive Director of Finance

**Action/  
Synopsis Item**

<b>PRELIMINARY ITEMS</b>		
<b>0</b>	<b>WELCOME AND INTRODUCTIONS</b>	
i	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. The Chair declared the meeting open.	
<b>1.0</b>	<b>APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST</b>	
i	Apologies from Independent Governors Ms M Carabine, Dr A Conn, Mr H Linn, Mr I Wainwright, Mrs J Walters, Dr A Williams and Staff Governor Ms C Catmull were noted.	
ii	The Chair invited disclosures of interests. 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.	
<b>SUBCONTRACTING PROPOSAL</b>		
<b>2.0</b>	<b>SUBCONTRACTING PROPOSAL</b>	
i	Vice Principal Mr M Bennington and Executive Finance Director Mrs R Meara ("RM") presented the management proposal: the Corporation was being asked to agree to increase the amount of Adult Education delivery subcontracted to existing subcontractor Castlview to the maximum level agreed in the Combined Authority delivery plan. An email outlining the proposal had been sent out prior to the meeting and Governors confirmed that they had read in.	
ii	Governors explored the rationale for the proposal, noting as follows: <ul style="list-style-type: none"> <li>➤ The additional subcontracting would fill a niche and substantially enhance the quality of the learner offer and the opportunities available to Kirklees learners.</li> <li>➤ By using Castlview as a subcontractor, the College would be able to meet a high local demand for short programmes of study (around two weeks' duration) that were demonstratively effective in getting people into work and had employers lined up and learners waiting to enrol.</li> <li>➤ Although the College was not currently set up to deliver such programmes directly,</li> </ul>	

iii	<p>it recognised the need to become more agile - and working with Castleview as a strategic partner was an opportunity to learn from its business model.</p> <ul style="list-style-type: none"> <li>➤ The Corporation and the Principal (as accounting officer) had already determined Castleview as being of high quality and low risk to public funds and it had performed well on previous subcontracts.</li> <li>➤ Castleview was regularly audited by the College for quality. It had an excellent track record, with an achievement rate on Adult short courses of nearly 100%, and had the financial ability to deliver the requirements of the subcontract.</li> <li>➤ The proposal was in line with the College's published policy for subcontracting (the Chair and Vice Chair had consulted this prior to the meeting) as the intention was that it would fill gaps in, and extend the breadth of, the College's provision.</li> <li>➤ The proposal was also compliant with the funding agreement with the Combined Authority and would meet expectations in that sense; the additional work was within the envelope originally agreed and delivery would take place in the borough.</li> <li>➤ The subcontractor payments could be met from within existing budgets.</li> <li>➤ The deal would allow the College to make good use of its Adult Education Budget allocation, mitigating the risk of clawback and reduced future allocations that could severely impact future sustainability. There was a risk that funds that could be spent on delivery of high-quality programmes would go back to the Agency.</li> </ul>	
iv	<p>The Principal Mr P Singh said business planning for the next financial year was not complete but the ambition was for growth. RM said, if the College suffered a significant clawback of Adult funding and its allocation was reduced for the following year, it would be a significant set-back with long term consequences.</p>	
v	<p>A Governor commented that successful delivery would depend on Castleview's ability to recruit to a very high volume of low value courses. Despite noting some risks in that regard, there was strong agreement that the College should go ahead with the subcontracting as it would substantially benefit local learners both immediately and long-term.</p>	
vi	<p><b><u>RESOLVED:</u></b></p> <p><b>(i) The Corporation is satisfied that increasing the volume of Adult Education Budget delivery subcontracted to the College's already high-performing subcontractor Castleview would fill a niche and substantially enhance the quality of the learner offer and the opportunities available to local learners.</b></p> <p><b>(ii) The Corporation is further satisfied that the risks associated with the additional subcontracting proposed are within its risk tolerance.</b></p> <p><b>(iii) The Corporation therefore approves the subcontracting proposal set out in the Vice Principal Corporate Operations' email of 19 January 2021 and reproduced in the meeting pack.</b></p>	Synopsis Item 1
vii	<p>There being no other business, the Chair thanked all Governors for attending at very short notice and giving up their valuable time. He declared the meeting closed at 4pm.</p>	

Synopsis		
#	Details	Minute
1.	The Corporation approved additional subcontracting of Adult delivery to existing subcontractor Castleview.	2vi