

Kirklees College Corporation

## **CORPORATION**

## Minutes of a meeting held at 15.50 on 4 November 2022 in the Conference Suite, Waterfront Quarter, Huddersfield Centre

Present: Mrs C George Independent Governor (Chair)

Dr W Bailey Independent Governor
Ms M Carabine Independent Governor
Dr A Conn Independent Governor

Mr A Greaves Staff Governor

Independent Governor Mr D Harding Mr F Parvez Independent Governor Mr C Robinson Independent Governor Mr P Singh Principal & Chief Executive Mr M Varyani Independent Governor Mr I Wainwright Independent Governor Independent Governor Mrs J Walters Dr A Williams Independent Governor

14/16 = 88% KPI 80% Quorum: 7 (40%)

In Attendance: Ms J Arechiga Vice Principal Curriculum & Innovation

Mr M Bennington Vice Principal Corporate Operations
Mr P Doherty Vice Principal Finance & Resources

Ms J Green Clerk to the Corporation
Mrs R Meara Executive Director of Finance

Mr D Rayneau Executive Director of Business Systems (videoconference)

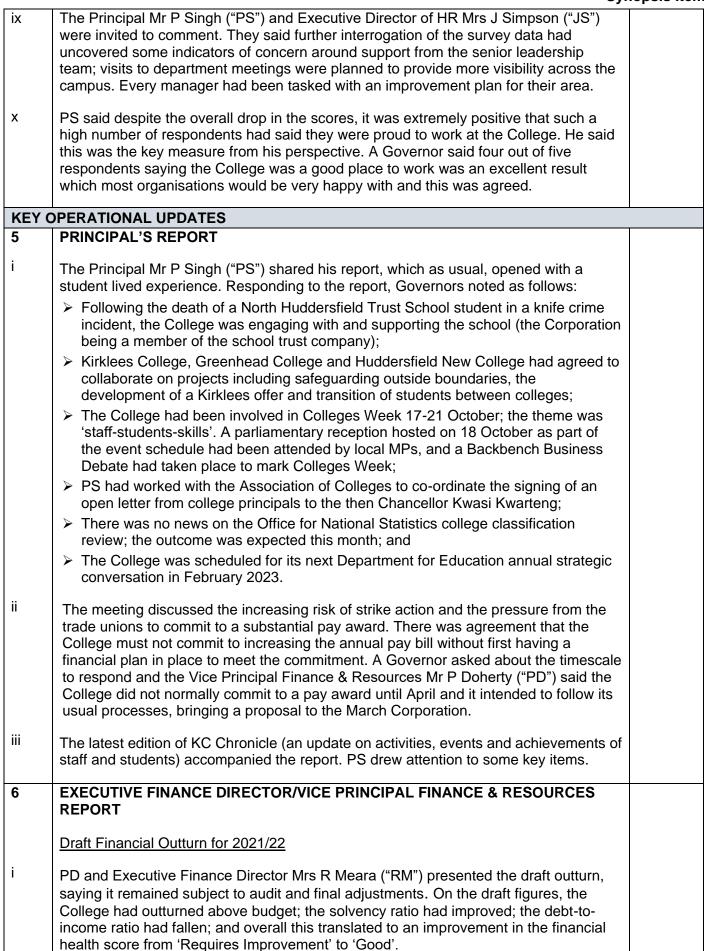
Mrs J Simpson Executive Director of HR (to 16.30)

Item Action/
Synopsis Item

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PREL	IMINARY ITEMS	
0	WELCOME AND INTRODUCTIONS	
i	The Chair welcomed everyone to the meeting, in particular new Vice Principal Finance & Resources Mr P Doherty ("PD"). Introductions were made.	
ii	Prior to the meeting, a safeguarding training session was delivered. It covered the key principles of safeguarding; the statutory guidance documents <i>Working Together to Safeguard Children</i> and <i>Keeping Children Safe in Education</i> (including highlighting of the recent changes); as well as the College profile and caseload. The Chair thanked the Safeguarding Team for their work.	
iii	<b>Action:</b> Circulate the two assurance reports referred to in the training session: the s175 Kirklees Safeguarding Children Board safeguarding audit and the TIAA (the Corporation's appointed internal audit service providers) internal audit review of the safeguarding arrangements in place at the College.	Clerk
1	NOTICE AND QUORUM	
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.	

Apologies were received from staff Governor Mrs C Catmull and Independent Governors Mr G Hetherington and Mrs F Hussain-Butt.  All confirmed that, except as previously disclosed, they had no direct or indirect interest in any way in the business to be transacted at the meeting which should be disclosed.  MINUTES OF THE 15 JULY CORPORATION MEETING  RESOLVED: (i) To approve the 15 July 2022 minutes for publication as an accurate record.  The meeting discussed whether the confidential minute should remain confidential and it was agreed that it should.  RESOLVED: (i) The confidential minute of 15 July 2022 shall remain confidential as it is commercially sensitive.  3.2 UPDATE ON AGREED ACTIONS  To approve the Safeguarding & Child Protection Policy at the start of the Autumn term; This had been actioned by written resolution.  To share the date of the EDISG meeting: This had been actioned.  New strategic priority link roles: This had been actioned and was on the agenda.  To apsa a resolution to give effect to the proposed revision to the 2021-22 budget: This had been actioned.  To apply to the Charity Commission for consent to pay Student Governors: This had been actioned.  CONSENT AGENDA APPROVALS  RESOLVED: (i) To approve the use of the Consent Agenda; (ii) That no items should be moved from the Consent Agenda to the Main Agenda; (iii) To approve all Items on the Consent Agenda.  Litems approved/noted via the Consent Agenda.  Items approved/noted via the Consent Agenda.  Items approved/noted via the Consent Agenda.  Items approved/noted via the Consent Agenda.	
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	Synopsis
> 2021-2022 Governor Attendance Report received and noted:	Items 1, 2, 3, 4
<ul> <li>2022-2023 Overall and Individual Attendance Targets approved;</li> <li>Approval given to the establishment of new Link Governor roles and appointments</li> </ul>	
to the same as per the proposal in the paper;	
➤ Reinstatement of an offer to pay the Principal's relocation allowances;	

> Independent Governor Mr F Parvez appointed to the Safeguarding Committee with immediate effect: Mrs R Blackburn appointed to the Quality, Performance & Standards Committee as a co-opted member with immediate effect; Authority for the Chair and Chief Executive to sign the Regularity Self-Assessment Questionnaire: ➤ Receipt of the Search & Governance Committee 24.06.22 minutes; Receipt of the Safeguarding Committee minutes of 04.07.22 and 03.10.22; Approval/Note the use of the Corporation Seal; Note the use of the Written Resolution Procedure; > Acceptance of the People. Culture and Governance Committee's advice on the Corporation's compliance with the Code of Good Governance and receipt of the compliance report; Dates of upcoming meetings noted. 14 PEOPLE, CULTURE & GOVERNANCE COMMITTEE MINUTES AND REPORT It was agreed that this item should be taken out of turn due to staff availability. ii Mrs F Hussain-Butt had chaired the first meeting of the new committee. In her absence, Committee Member Mrs C George ("CG") presented the minutes. Advice on Code of Good Governance for English Colleges ("Code") Compliance The Committee noted the absence of a Student Governor and raised a concern about iii the extent to which the Corporation heard the student voice in 'partnership working'. Enquiries by the Clerk had established that 'partnership working' in this context referred to subcontracted provision and apprenticeships. iν The Committee had discussed new elements recently introduced to the Code with which the Corporation would need to comply during 2022-23. There was a new 'best practice' section on environmental sustainability; and an increased emphasis on the role of Governors in curriculum design - with a new expectation that the Corporation would ensure the College had in place curriculum strategies which show intent, implementation and impact. Chair and Vice Chair Succession Planning ٧ **Action:** Contact the Clerk to express any interest in training for potential future chairs. Governors Governor Attendance νi A Governor asked for the conditional formatting to be removed from the committee attendance worksheet, so that below 80% attendance was not highlighted red, there being no attendance target for committee members. This was agreed. νii Action: Remove conditional formatting from the committee attendance worksheet (i.e. Clerk automatic 'red marks' to be removed). Staff Survey viii The meeting discussed the Committee's advice on the findings of a staff survey **Synopsis** undertaken in March 2022. Some of the scores were concerning and Governors were Item 5 pleased to hear that the Committee had spent time in the meeting discussing the Principal's strategy to both respond and ensure that staff saw the impact of action taken.



Item Action/ Synopsis Item

There was discussion about a recent Supreme Court decision in a case concerning ii part time and casual workers' holiday entitlement. PD said an adjustment would be needed to the 2021-22 accounts in respect of this. Updating the meeting on the risk of ESFA clawback of income due to the College's iii financial overperformance against its restructuring fund agreement financial plan, RM said the College had submitted a formal position statement but it had not yet had a response. Any clawback would need to be provided for in the accounts. iν RM said the financial statements audit was progressing well but the Education & Skills Funding Agency ("ESFA") funding audit was scheduled to start at the end of November and, as RSM would not sign off on the audit until they knew the outcome. she had secured an extension for sign-off of the accounts to the end of January. The College would go through the usual process for sign-off, with consideration of the accounts and the provisional audit findings at the December Corporation meeting. It would then wait for the decision of the auditors on whether the accounts required any adjustment. Going Concern Assessment ٧ Governors recalled the requirement for them to sign off on a judgement confirming their belief that the College had adequate resources to continue in operation for the foreseeable future (a minimum of 12 months from the date of sign-off of the accounts). As in previous years, modelling had been undertaken to 'stress test' the financial νi forecast and ascertain what it would take to 'break' the cashflow. This had shown that. even in the worst-case scenario, the College would not run out of cash within 12 months of the expected accounts sign-off. The greatest area of concern was energy costs and the modelling assumed a cost over budget of £1m in this area, reflecting potential per unit price increases for electricity and gas. νii Referring to the sensitive cashflow forecast for March 2024, a Governor said while reaching the cash position shown on the graph was unlikely, it was not impossible and it would not be a comfortable position to be in. The Governor said the Corporation was being asked to commit to capital spend and would need to consider a pay award, so Governors would do well to keep the graph in mind when making such decisions. viii The meeting discussed provision for staff costs. Noting that there had been a £633k underspend in the first two months of 2022-23, a Governor asked whether the College could lock in the savings and invest them elsewhere. PS said an issue was where teaching vacancies were filled by agency staff, the expenditure would fall into October, so it was not a saving but a timing issue. ix **RESOLVED:** 

The Corporation is satisfied that it is able to continue as a 'going concern' and that the accounts should be prepared on the 'going concern' basis.

Synopsis Item 6

Taylor Hill Project Update and Proposed Additional Contribution

Despite the College being offered less T Level capital funding than anticipated, the management advice was that the capital works at the Taylor Hill site should go ahead, with the College making up the shortfall. A solution was needed to the grade D estate and the associated significant energy costs and the money could be made available without adversely impacting going concern, EBITDA<sup>1</sup> or the financial health score.

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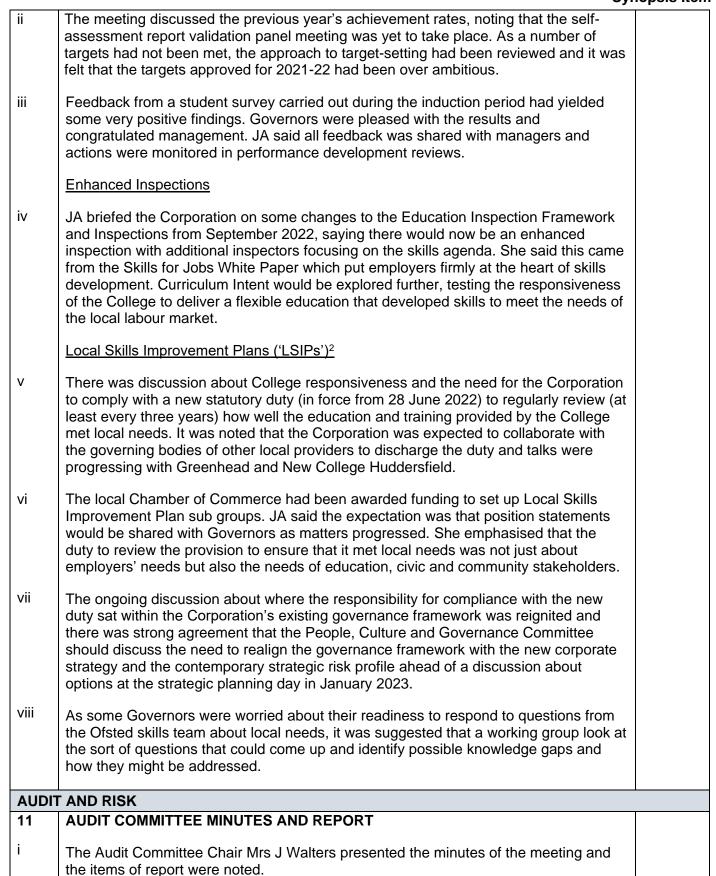
<sup>&</sup>lt;sup>1</sup> Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) is a measure of a business's operating performance which is used by the College in its financial planning and reporting.

Item Action/
Synopsis Item

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χi	Grant funding would likely not be available in future; Taylor Hill and its provision were strategically important; and greater energy efficiency would both support the sustainability agenda and create future cost savings (it was agreed that it would have been helpful to see some projections in this regard). A paper was provided setting out the key financial considerations for discussion, among them the risk that cash would run out in 2024 if the identified areas of risk remained unmitigated.	
xii	Governors agreed that this was an unlikely eventuality but expressed concern about the more immediate impact on the Corporation's ability to make pay awards and on manoeuvrability. Following discussion, it was agreed that, despite such concerns, the shortfall should be funded so that the important works at Taylor Hill could go ahead.	
xiii	RESOLVED:	
	(i) To approve a variation to the College 2022-23 capital budget to fund capital works at Taylor Hill: an increase of £538k in response to both reduced grant funding availability and increased building project costs.	Synopsis Item 7
	Allocation of Capital Funds	
xiv	RESOLVED:	
	(i) To approve an advance of £50k of capital funding from the £150k currently held as deferred to fund a shortfall in the provision made for solar panel installation.	Synopsis Item 8
7	LEARNER RECRUITMENT	Synopsis
i	Governors were pleased to hear that the College had recovered the decline in 16-18 learner activity in 2021-22, taking it back to levels comparable with 2019-20 and 2020-21. However, there was concern about the fact that 208 young people had attended the College but left within 6 weeks, meaning substantial funding had slipped through the College's hands. It was noted that the report recognised this and said it was being investigated.	Item 9
ii	<b>Action:</b> Receive a report on the failure to retain over 200 16-18 students in 2022-23 and whether similar numbers were lost in previous years. To consider whether this should be monitored as a strategic risk. To discuss what is being done or could be done to mitigate the risk.	MB, DR, QPS Comm
iii	A Governor asked if the College had maintained its 16-18 market share and it was confirmed that it had.	
iv	Adult recruitment was ahead of profile and there looked to be a real opportunity to grow the provision in 2022-23. Apprenticeship recruitment had fallen short of plan in the first quarter, which was a concern; an assessment of the impact to the budget was being carried out. T levels and Higher Education ("HE") were also behind target. In response to a question, management advised that a three-year plan had been adopted to grow the HE provision.	
8	VICE PRINCIPAL CORPORATE OPERATIONS REPORT	
i	Vice Principal Corporate Operations Mr M Bennington ("MB") presented a high-level operations report, touching on various IT and cyber protection measures, as well as the funding audit of student records being carried out for the College by the external auditor RSM and the ESFA Funding Assurance Review.	

	Syl	iopsis item
	Adult Education Budget ("AEB") Subcontracting	
ii	An opportunity had arisen to increase AEB devolved subcontracting allocations to companies Castleview Ltd and Staff Power. MB said the subcontracting would create opportunities for prospective learners locally that the College could not create directly, including direct routes into employment and opportunities to strengthen the skills of local workforces. Both providers had strong employer relationships in key areas that the College could not quickly replicate. A Governor said, if the business case was sound, the College should not say no to getting people into work and this was agreed.	
iii	Following discussion, it was agreed that both providers should be considered 'high quality' and 'low risk'. Staff Power, the new partner, had exceptionally high outcomes with no quality issues and Castleview continued to perform well on those measures.	
iv	RESOLVED:	Synopsis
	(i) The Corporation is satisfied that the subcontracting proposed in the management paper to the 4 November Corporation meeting would fill an important niche and substantially enhance the quality of the learner offer and the opportunities available to local learners, including by creating routes into employment that would not otherwise exist.	Item 10
	(ii) The Corporation is further satisfied that the risks associated with the additional subcontracting proposed are within its risk tolerance.	
	(iii) The Corporation therefore approves the subcontracting proposal set out in the Vice Principal Corporate Operations' report to the 4 November 2022 Corporation meeting.	
9	BUSINESS CRITICAL PERFORMANCE INDICATORS ("BCPIs")	
i	MB presented the 2021-22 year end final position. The only area of concern was Apprenticeships, which had outturned £415k short of the revised budget target and had missed its retention target following a significant drop in the last quarter. The factors underpinning the underperformance were discussed. In response to a question, MB said the bulk of the affected activity was in Engineering.	
ii	<b>Action:</b> To explore in more detail the underperformance in Apprenticeship income and Apprenticeship retention in 2021-22.	LB QPS Comm
iii	MB presented the proposed BCPIs for 2022-23. They were as for 2021-22 but with HE fees and other fees combined into one measure, Attendance added as a quality measure, and additional measures for energy costs and staffing numbers, both being key risk areas.	
iv	There was discussion about the need for performance indicators for an excellent student experience and it was agreed that this would be discussed further once classroom-based targets were shared with the Quality, Performance & Standards Committee.	
v	RESOLVED:	
	(i) To approve and adopt the proposed 2022-23 BCPIs and associated targets.	Synopsis Item 11
10	VICE PRINCIPAL CURRICULUM & INNOVATION REPORT	
i	Vice Principal Curriculum & Innovation Ms J Arechiga ("JA") presented her report, drawing attention to an error on page 3 and explaining that the proportion of apprentices studying a standard was now 68%; significantly up from 6% in 2018-19.	

Item Action/
Synopsis Item



<sup>&</sup>lt;sup>2</sup> https://www.gov.uk/government/publications/local-skills-improvement-plans

Item Action/
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12	STRATEGIC RISK REGISTER	Synopsis
i	RM presented the Strategic Risk Register, which had been discussed in detail at the Audit Committee meeting. It was agreed to be reflective of the conversations that had taken place in the Corporation and/or committee meetings and therefore accorded with Governors' expectations.	Item 12
ii	The Corporation's exposure to Risk #4 "Failure to provide students with the support they need to enable them to succeed in their goals" and Risk #11 "Failure to identify resources necessary to meet curriculum reforms and industry standards" had further increased due to budgetary pressures from pay demands, staff shortages, and energy cost inflation. This was agreed to be highly concerning from a student experience perspective. RM said the College's exposure would reduce somewhat if the ESFA confirmed that it would not claw back any funding in respect of any overperformance against the Restructuring Facility plan.	
GOV	ERNANCE AND CULTURE	
13	CHAIR AND VICE CHAIR'S REPORT	
i	The Vice Chair had attended an Association of Colleges roundtable webinar for leaders and governors involved in LSIPs and applications to the Strategic Development Fund, which had provided an excellent opportunity to understand more about LSIP submissions. She said delegates at the webinar had heard from a successfully awarded Employer Representative Body and a Chair of Governors at an FE College.	
ii	The Vice Chair also reported on her positive experience of participating in student experience walks. She encouraged all Governors to take part in any future opportunities of that nature, having found it a useful way to connect with students.	
15	GOVERNOR TRAINING AND ACTIVITIES	
i	JW, Dr A Conn, Mr F Parvez and Ms F Hussain-Butt had attended sessions from the Association of Colleges Governance Finance Masterclass Series.	
16	PUBLICATION OF AGENDA PAPERS	
i	RESOLVED:	
•	(i) All items marked as confidential on the Agenda shall be excluded from publication in accordance with clause 18.2 of the Instrument of Government.	
THAN	NKS AND CLOSE	
17	THANKS AND CLOSE	
i	There being no further business, the Chair declared the meeting closed at 18.25.	

SYN	OPSIS	
#	Details	Min
1.	An Internal Audit Strategy and Plan for 2022-2023 was approved, with areas for review mapped to the strategic risk register.	4ii
2.	The establishment of new Link Governor roles with links to the 2022-23 strategic priorities:	4ii
	Everyone understands the value of a restorative, anti-racist and trauma aware college. Fes Parvez	
	Maximising destination outcomes for all students. Janie Walters	
	Detailed understanding of carbon footprint. Alistair Conn	
	Develop a Centre (campus) place based curriculum strategy David Harding	
	> Business Development Marie Carabine	
	<ul> <li>Establish key delivery relationship mapping</li> </ul>	
	<ul> <li>Develop a marketing strategy for student recruitment growth</li> </ul>	
	Create inclusive communities of excellent learning and teaching wayne Bailey with a focus on digital	
3.	Independent Governor Mr F Parvez was appointed to the Safeguarding Committee.	4ii
4.	An external Further Education Quality expert Mrs R Blackburn was appointed to the Quality, Performance & Standards Committee as a co-opted member.	4ii
5.	The Corporation discussed with its People, Culture and Governance Committee the results of a staff survey, which had been carried out earlier in the year and showed a decline in staff satisfaction across a number of measures. The Corporation discussed the management action plan to address staff concerns.	4viii, ix and x
6.	The Corporation considered whether it was a 'going concern' meaning that it had adequate resources to continue in operation for the foreseeable future (a minimum of 12 months from the date of sign-off of the accounts). It took advice from the management team and reviewed modelling that had been undertaken to 'stress test' the financial forecast and ascertain what it would take to 'break' the cashflow. It concluded that it was a 'going concern' and, subject to any further information, the accounts should be prepared on that basis.	6ix
7.	Governors approved a variation to the College 2022-23 capital budget to fund capital works at Taylor Hill.	6xiii
8.	Governors approved the release of £50k from the Phase 2 capital to fund a shortfall in the provision made for solar panel installation.	6xiv
9.	The Corporation received a report on 2022-23 learner recruitment.	7
10.	Approval was given for the subcontracting of AEB provision to two subcontractor partners, Castleview and Staff Power.	8iv
11.	The Corporation monitored the status of the business critical performance indicators and approved new business critical performance indicators for 2022-23.	9v
12.	A report was provided on the College's exposure to its key strategic risks. Governors discussed the actions being taken to reduce the overall risk level.	12

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