

Kirklees College Corporation

PEOPLE, CULTURE & GOVERNANCE COMMITTEE

**Held from 1pm-4pm on Wednesday 30 November 2022
in the Conference Suite, Huddersfield Centre**

Present: Mr G Hetherington Member (Chair)
Dr A Conn Member
Mrs C George Member
Mr C Robinson Member
Mr P Singh Member
Dr A Williams Member

Attendance: 6/7 = 86% KPI 80% Quorum: 3

In attendance: Ms J Green Clerk to the Corporation (by videoconference)
Ms F Chalk External Governance Consultant

Item	Action/ Report Item
PRELIMINARY ITEMS	
1 WELCOME AND INTRODUCTIONS, APPOINTMENT OF CHAIR	
i Mr G Hetherington was appointed as Committee Chair. He welcomed everyone to the meeting. The Clerk was attending by videoconference due to extenuating circumstances.	
2 NOTICE AND QUORUM	
i The Clerk confirmed that due notice had been given and that the meeting was quorate.	
3 APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST	
i Apologies were received from Committee Member Mrs F Hussain-Butt. Committee Member Dr A Williams said he would need to leave before the end of the meeting due to another appointment.	
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.	
4 MINUTES OF THE 3 OCTOBER 2022 MEETING	
i <u>RESOLVED:</u> (i) To approve the 3 October 2022 minutes for publication as an accurate record, being satisfied that there were no inaccuracies or issues of language or tone. <u>Matters Arising Not on the Agenda</u>	
ii There were no matters arising not on the Agenda. <u>Update on Agreed Actions</u>	
iii <u>Further develop the compliance matrix:</u> Actioned; it would continue to be developed and maintained.	
iv <u>Obtain West Yorkshire Colleges pay multiple benchmarking data:</u> Actioned.	

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v	<u>Students' Union to refresh its Student Governor selection process:</u> The Charity Commission decision was awaited on the application to pay Student Governors.	JG, AC
vi	<u>Explore further how the Corporation should interpret the mandatory requirement in the Code of Good Governance for English Colleges to gain assurance that the student voice is heard through all 'partnership activities' and if there is evidence that it does this:</u> Actioned and discussed at Corporation.	
vii	<u>Discuss training for Governors on SWOT analysis:</u> To defer until a wider discussion was had about Governor training.	
viii	Action (rolled over): Discuss training for Governors on SWOT analysis.	
ix	<u>Advise Audit Committee on the role of trade unions in College health and safety:</u> Actioned.	
x	<u>Report to Audit Committee on the adequacy of supervision arrangements:</u> Actioned by Audit Committee. The Head of Health & Safety would be doing some further work on risk assessing how supervision holds up in an incident in the high-risk areas such as workshops. The Audit Committee will continue to monitor.	
xi	<u>Reflect on whether oversight of health and safety and data protection should continue to be located within the Audit Committee remit:</u> Actioned by Audit Committee, which considers it should continue to monitor these compliance areas.	
STRATEGIC CONVERSATION: CLERKING PROVISION		
<i>13.10 Ms F Chalk joined the meeting.</i>		
5	CLERK'S PERFORMANCE, TARGETS AND OBJECTIVES	
i	As the Clerk's Personal Development Review had not yet taken place due to recent absences, it was agreed that the Item should be deferred.	
6	REVIEW OF THE CLERKING PROVISION	
i	The Committee discussed whether the Clerk should leave the meeting during the Item. After taking advice from independent further education governance expert Ms F Chalk ("FC") who was attending the meeting to present the findings of her review, the Committee agreed that the Clerk should remain and take part in the discussion.	
ii	The Chair welcomed FC to the meeting and thanked her for her report. FC spoke to slides, reminding the Committee that the overriding objective underlying the review was to create the conditions in which the board could make high quality decisions.	
iii	FC said a change of title ('Director of Governance and Compliance' or 'Director of Governance') was essential, as was greater integration of the postholder into the Senior Leadership Team. The Committee noted that implementing the latter recommendation would require careful consideration and management to ensure that appropriate independence was maintained and the arrangement was not detrimental to the effectiveness of the SLT. FC observed that for a governance professional with primary responsibility to the Board, there was always a risk of some tension around interactions with management. She said, nonetheless, a closer working relationship would be welcomed by the Senior Team members she had interviewed, particularly in the form of one-to-ones meetings.	
iv	There was discussion about admin support and where this might come from given budget constraints. It was noted that the governance professional role was a single point of failure and that the support was for the benefit of the Corporation and Governors, as well	

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	as the governance professional. A Committee Member said it would be folly to not invest in the overall governance framework; it would be a worthwhile investment to take governance from 'Good' to 'Outstanding'. Another Committee Member said he was supportive of the recommendations but cautioned that the governance professional should not pick up work that was properly within the remit of Senior Leaders. Another Committee Member suggested a RACI ¹ (or a similar accountability tool) could be used to help everyone understand where accountability lay.	
v	A Committee Member asked if a revised role should be regarded as a new post that would need to be advertised.	
vi	Action: Seek advice on whether a revised clerk role should be regarded as a new post that would need to be advertised.	PS, JS
vii	There being no further questions, the Chair thanked FC for her valuable advice and it was agreed as follows:	
viii	Action: To discuss the governance professional role review recommendations with the Clerk at her Personal Development Review meeting.	GH, CG
ix	<p>Corporation Report: The Committee discussed with further education governance consultant Ms F Chalk the recommendations in her report on the Clerking role, which the Corporation had commissioned. This is not yet decision ready but, for information, the key recommendations were:</p> <ul style="list-style-type: none"> (i) That the job title be changed from Clerk to 'Director of Governance' or 'Director of Governance and Compliance'. The Committee feels this is essential. (ii) That additional administrative support be provided for the role. The Committee supports this recommendation and recommends that it be implemented on a trial basis. It would look to the Principal to address any gaps in administrative support within the general staffing budget and strategy. (iii) That a closer working relationship be facilitated between the governance professional role and the Senior Leadership Team, the details to be agreed between the Chair, the Principal and the Clerk, taking account of the Committee's caution around the independence of the role and its preference that the governance professional should not routinely attend all Senior Leadership Team meetings. 	Report Item 1
	<i>13.55 A 5 minute comfort break was taken. When the meeting resumed, all re-joined, with the exception of Ms F Chalk.</i>	
SENIOR POSTHOLDER PERFORMANCE, TARGETS/OBJECTIVES AND REMUNERATION		
7	PRINCIPAL'S PERFORMANCE, TARGETS AND OBJECTIVES	
i	As the Principal's Personal Development Review had not yet taken place due to recent absences, it was agreed that the Item should be deferred.	
8	VICE PRINCIPALS' TARGETS AND OBJECTIVES	
i	It was noted that the new Vice Principal Finance & Resources Mr P Doherty ("PD") was in his probationary period and his first probationary review would take place in a few weeks' time.	
ii	Outgoing Executive Director Finance Mrs R Meara was completing her handover to PD and her key areas of focus until the end of December would be:	

¹ A RACI matrix charts project participants and activities. Participants on any given task or activity are assigned one of four roles: Responsible (R), Authorize or Accountable (A), Consult (C), and Inform (I).

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<p>1. To continue to support the College audit;</p> <p>2. Completion of the 2021/22 Financial Statements; and</p> <p>3. To lead on the planned migration to the new financial planning software.</p> <p>ii There was discussion about the senior postholder performance management process as some Members were unfamiliar with it. This was outlined as follows:</p> <ul style="list-style-type: none"> ➤ Annually, following the end of year closedown, the Principal set provisional targets for the Vice Principals; ➤ In November/December, the Principal's evaluation of the Vice Principals' performance and provisional targets were assessed by the Committee for reasonableness. If the findings/targets were held not to be reasonable, the Principal would be required to revisit them – but the Committee would not substitute its own findings/targets; ➤ The targets were revisited towards the end of the academic year, to ensure they were still reasonable in light of any changes in circumstances or intervening events; ➤ The Chair and Vice Chair undertook performance reviews for the Principal and Clerk in exactly the same way, bringing their conclusions and provisional targets to the Committee for an assessment of reasonableness and for a review in the summer; ➤ Senior Postholder remuneration packages were scheduled for review in November/December each year. 	
<p>iii Action: Adjust the timetable for 2023-24, so that the Performance, Targets and Objectives reports come to the Committee earlier.</p>	JG
<p><u>Vice Principal Corporate Operations and Vice Principal Curriculum</u></p> <p><i>These matters are considered confidential at this stage and therefore the discussion is recorded in a confidential annex at the end of this document and marked Annex 1, 301122.</i></p> <p>x Corporation report: The Committee discussed the performance targets for the Vice Principal Corporate Operations and Vice Principal Curriculum and Innovation. These are shared with the Corporation for information and the Committee considers them to be within the scope of reasonableness. The Committee established that the key targets for the Vice Principal Curriculum and Innovation were Target 1 and Target 2. It made a number of comments (as minuted) about the overall approach to target setting and the Committee's oversight and has asked the Principal to take those into account for future reporting.</p>	Report Item 2
<p><u>Vice Principal Corporate Operations – What next?</u></p>	
<p>xi MB had submitted his resignation on 4 November 2022, having expressed an intention to leave about six months earlier; his notice period was six months (to April) but he had offered to stay until the end of the financial year. PS said in terms of whether MB's role would be replaced, he would need to reflect further.</p>	
<p>xii Corporation report: Following the resignation of Mr M Bennington, the Committee is keen to see a proposed new structure for the Senior Leadership Team. It was agreed that the Principal would update the Committee in March 2023.</p>	Report Item 3
<p>xiii Action: To update the Committee on plans for the future structure of the SLT.</p>	PS
<p>9 REFLECTIONS ON THE SENIOR POST HOLDER APPRISAL PROCESS</p>	
<p>i Corporation report: The process for performance review was discussed. The Principal had inherited the process and he agreed that it could be sharpened up, for example, some of the targets shared with the Committee seemed not to be entirely SMART but the Principal explained that the relevant detail was contained in other documents. Although it</p>	Report Item 4

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ii	<p>may be communicated to the Vice Principals, the Committee is not able to access it to aid its own understanding of the targets set. Similarly, when looking at performance, the Committee does not see the data evidencing achievement as part of its oversight work (although Governors of course have a line of sight into many of the targets via the Committees). We have asked the Principal to reflect on the process, as well as on whether targets should be more focused and more specific.</p> <p>PS thanked the Committee for a useful discussion and said he would take Members' comments on board. It was noted that the Committee would next review performance and targets at its June meeting; in the meantime, work would be done to refine the process.</p>
ANNUAL HR REPORT 2021-22	
<i>14.40 Executive Director of HR Mrs J Simpson joined the meeting.</i>	
13	ANNUAL HR REPORT 2021-22
i	<p>The Chair welcomed Executive Director of HR Mrs J Simpson ("JS") to the meeting and the annual HR report for 2021-22 was discussed. JS said:</p> <ul style="list-style-type: none"> ➤ The College had made good progress on its culture journey, introducing new initiatives such as the competency framework, the leadership academy, the use of 360 degree reviews and performance management reviews. Managers were proving highly effective in dealing with HR issues; sickness absence was down, and performance and conduct issues were being addressed. ➤ The National Minimum Wage rate increase would cost around £0.5m plus on costs of around 30% and this would need to be budgeted for. In addition, the Harper v Brazel Supreme Court decision would add about £300k to the annual pay bill. ➤ The College continued to struggle with staff recruitment, especially support workers, mainly due to other local employers offering better rates, for example schools were paying between £1 and £2 more per hour for cleaners, refectory staff and caretakers. The College was working hard to fill vacancies using creative approaches and leaning out its recruitment processes. Of about 110 vacancies arising over the year, 93% had been converted into appointments. ➤ The College was losing business support staff (particularly student support, IT, HR team members) to the University, the health service and the local authority, with many leavers securing similar or less demanding roles for improved salaries. The University was growing and local staff agencies had nobody on their books. ➤ A key risk was staff wellbeing. More support had been put in place but there had been a further dip in mental health across all sectors and while the College was no exception, there were no College specific issues. ➤ Some changes had been made to the recruitment process in line with changes to Keeping Children Safe in Education. <p>ii There was discussion about management and leadership training. PS said, in devising its training scheme, the College had drawn on sector best practice, looking particularly to the Saïd Business School. It had recently adopted a tool called the Thinking Environment and, as part of The Leadership Academy, leaders would train in SCARF (Status, Certainty, Autonomy, Relatedness, Fairness), a tool for improving internal thinking to deal with change and bring others on board. Leaders were also learning about the 'adaptive challenge'.</p> <p>iii A Member asked how staff gained the hard skills to be a leader, for example whether the College provided any training on how to use tools such as PDCA², RACI, SMART targets, etc. to identify gaps, identify what must be done to close them, and monitor and</p>

² Plan-do-check-act, or PDCA, is a method for improving processes and products continuously.

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	measure the impact. PS acknowledged the need for College leaders to have such tools available and agreed to look at the needs of the business in this regard.	
iv	Action: Reflect on whether managers are receiving adequate training in the use of strategic management tools.	JS, PS
v	Corporation report: The Committee discussed the annual HR report for 2021-22. Key risks for the Corporation to note are recruitment and retention of staff, particularly support staff, as the College is increasingly unable to match salaries offered by competitor employers, particularly as the University continues to grow. The increase in the National Minimum and Living Wage levels will impact significantly, while the recent Harper v Brazel Supreme Court employment law decision has resulted in an increase in pay costs.	Report Item 5
14	MODERN SLAVERY STATEMENT 2021-22	
i	Corporation report: The Modern Slavery Statement for 2021-22 is recommended for Corporation approval.	Report Item 6
ii	A Member commented that the exposure score for Risk #16 was very high; this was due to other concerns, rather than being related to the Modern Slavery Statement. The Risk Register was consulted and the factors behind the risk score were discussed.	
	<i>15.20 A 5 minute comfort break was taken. When the meeting resumed, all re-joined, with the exception of Mrs J Simpson.</i>	
STRATEGIC CONVERSATION: GOVERNANCE STRATEGY AND DEVELOPMENT PLAN		
10	GOVERNANCE DEVELOPMENT PLAN	
i	Corporation Report: The Corporation has made good progress on implementing the recommendations of the external review of Governance and there are indications that this is having a positive impact, with reduced meeting packs and a reduction in overall meeting time (although meetings are still overrunning and more resilience must be built into agendas). Partnership working, employer engagement and oversight of curriculum design have been added to the Governance Development Plan.	Report Item 7
ii	Members commented positively on a recent Governor/Student networking session. There was agreement that this sort of activity was at least as beneficial as having a student governor and it should be undertaken more frequently. A Member commented that it would be beneficial to meet a random group of students, for example by (by prior arrangement) interrupting a class for conversations with learners. This was agreed.	
iii	Action: Organise further student voice activities for the Corporation, possibly in the hour before each Corporation, with 15-20 minutes for feedback before the meeting.	JG
iv	Action: Add a note to the Governance Development Plan to explain that a review of the risk management arrangements was planned for March, hence the recommendation relating to risk had not yet been signed off, even though there was a high level of confidence in the current arrangements.	JG
11	REFLECTIONS ON THE APPROACH TO GOVERNANCE AND RECOMMENDATIONS	
i	<p>The Committee discussed the current framework and made the following observations:</p> <ul style="list-style-type: none"> ➤ While there was no appetite to resurrect the Estates Strategic Advisory Group, it was not appropriate for requests for substantial variations to the capital budget to go direct to Corporation. Such proposals should go via Finance Committee, or if very urgent, taken to a Special Corporation meeting. ➤ The Finance Committee should have a stronger focus on estates and should look at 	

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	its skillset as it did not currently have any members with property/estates expertise. ➤ The structure of the governance framework was not optimal; it increasingly looked mismatched to the emerging risks and priorities. The Corporation might look at setting up task and finish groups to consider alternative options.	
ii	Action: Firm up the Agenda for the Strategic Away Day, to be themed around Local Skills Improvement Plans and the implications for the College and the Corporation's governance structure, with the aim of identifying priority areas of focus for 2023-24.	PS
iii	Action: Circulate the slides from the recent Governance Conference.	JG
12	GOVERNOR TRAINING AND DEVELOPMENT	
i	Corporation report: There was discussion about the Corporation's training needs, with a particular focus on how safeguarding training should be delivered.	Report Item 8
REFLECTIONS AND HOUSEKEEPING		
15	PUBLICATION OF AGENDA PAPERS	
i	<u>RESOLVED:</u> (i) Items marked as confidential on the meeting agenda shall not be published.	
16	DATE OF NEXT MEETING	
i	The next meeting to be held on Tuesday 14 March 2023 at 11am.	

Items of Report for Corporation		
#	Details	Min
1.	<p>The Committee discussed with further education governance consultant Ms F Chalk the recommendations in her report on the Clerking role, which the Corporation had commissioned. This is not yet decision ready but, for information, the key recommendations were:</p> <ul style="list-style-type: none"> ➤ That the job title be changed from Clerk to 'Director of Governance' or 'Director of Governance and Compliance'. The Committee feels this is essential. ➤ That additional administrative support be provided for the role. The Committee supports this recommendation and recommends that it be implemented on a trial basis. It would look to the Principal to address any gaps in administrative support within the general staffing budget and strategy. ➤ That a closer working relationship be facilitated between the governance professional role and the Senior Leadership Team, the details to be agreed between the Chair, the Principal and the Clerk, taking account of the Committee's caution around the independence of the role and its preference that the governance professional should not routinely attend all Senior Leadership Team meetings. 	6ix
2.	The Committee discussed the performance targets for the Vice Principal Corporate Operations and Vice Principal Curriculum and Innovation. These are shared with the Corporation for information and the Committee considers them to be within the scope of reasonableness. The Committee established that the key targets for the Vice Principal Curriculum and Innovation were Target 1 and Target 2. It made a number of comments (as minuted) about the overall approach to target setting and the Committee's oversight and has asked the Principal to take those into account for future reporting.	8x
3.	Following the resignation of Mr M Bennington, the Committee is keen to see a proposed new structure for the Senior Leadership Team. It was agreed that the Principal would update the Committee in March 2023.	8xii

4.	The process for performance review was discussed. The Principal had inherited the process and he agreed that it could be sharpened up, for example, some of the targets shared with the Committee seemed not to be SMART but the Principal explained that the relevant detail was contained in other documents. Although it may be communicated to the Vice Principals, the Committee is not able to access it to aid its own understanding of the targets set. Similarly, when looking at performance, the Committee does not see the data evidencing achievement as part of its oversight work (although Governors of course have a line of sight into many of the targets via the Committees). We have asked the Principal to reflect on the process, as well as on whether targets should be more focused and more specific.	9i
5.	The Committee discussed the annual HR report for 2021-22. Key risks for the Corporation to note are recruitment and retention of staff, particularly support staff, as the College is increasingly unable to match salaries offered by competitor employers, particularly as the University continues to grow. The increase in the National Minimum and Living Wage levels will impact significantly, while the recent Harper v Brazel Supreme Court employment law decision has resulted in an increase in pay costs.	13v
6.	The Modern Slavery Statement for 2021-22 is recommended for Corporation approval.	14i
7	The Corporation has made good progress on implementing the recommendations of the external review of Governance and there are indications that this is having a positive impact, with reduced meeting packs and a reduction in overall meeting time (although meetings are still overrunning and more resilience must be built into agendas). Partnership working, employer engagement and oversight of curriculum design have been added to the Governance Development Plan.	10i
8	There was discussion about the Corporation's training needs, with a particular focus on how safeguarding training should be delivered.	12i