

Kirklees College Corporation

CORPORATION

Minutes of a meeting held at 14.00 on 16 December 2022 in the Conference Suite, Waterfront Quarter, Huddersfield Centre and by video link

Present:	Mr G Hetherington	Independent Governor (Chair)
	Ms M Carabine	Independent Governor (from 14.15)
	Dr A Conn	Independent Governor
	Mrs C George	Independent Governor
	Mr D Harding	Independent Governor (from 14.15)
	Mrs F Hussain-Butt	Independent Governor (from 14.55)
	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 (from 14.15 by video link)
	Mrs J Walters	Independent Governor
	Dr A Williams	Independent Governor

13/16 = 81%

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 Finance Director
	Ms H Rose	Director of External Relations (item 6 only by video link)

Item

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PRELIMINARY ITEMS		
0	WELCOME AND INTRODUCTIONS	
i	The Chair welcomed everyone.	
1	NOTICE AND QUORUM	
i	The Clerk confirmed that due notice of the meeting and the amended start time had been given, the requirement for all persons participating to be able to communicate with one another was satisfied and the meeting was quorate.	
2	APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST	
i	Apologies were received from Independent Governor Dr W Bailey and Staff Governors Mrs C Catmull and Mr A Greaves. Several Independent Governors had sent apologies for lateness due to the start time for the meeting having changed at short notice.	
ii	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.	
3	APPROVAL OF PREVIOUS MINUTES	
i	<u>RESOLVED:</u> (i) To approve the minutes of the Corporation's 4 November 2022 meeting and 9 December 2022 special meeting for publication as an accurate record.	

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3.1	MATTERS ARISING NOT ON THE AGENDA
i	There were no matters arising from the minutes.
3.2	UPDATE ON AGREED ACTIONS
i	<u>Circulate the s175 Kirklees Safeguarding Children Board safeguarding audit report and the TIAA internal audit review of the safeguarding arrangements:</u> Actioned.
ii	<u>Register any interest in training for potential future chairs:</u> This would remain open.
iii	<u>Remove conditional formatting from the committee attendance worksheet:</u> actioned.
iv	<u>Quality, Performance and Standards Committee to receive a report on 2022-23 and previous years 16-18 retention and to consider the adequacy of controls and whether this should be monitored as a strategic risk:</u> For the Committee's March agenda.
v	Action (rolled over): 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.
vi	<u>Quality, Performance and Standards Committee to receive a report on Apprenticeship income and Apprenticeship retention in 2021-22:</u> For the Committee's March agenda.
vii	Action (rolled over): Explore in more detail the underperformance in Apprenticeship income and Apprenticeship retention in 2021-22.
4	CONSENT AGENDA APPROVALS
i	The Clerk presented the Consent Agenda, highlighting that the Business-Critical Performance Indicators report was on it. She said this was by exception as the Corporation had had an update on the Indicators just five weeks previously and there had been limited movement since.
ii	<u>RESOLVED:</u> (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.
iii	<u>Items approved/noted via the Consent Agenda:</u> <ul style="list-style-type: none"> ➤ Independent Governor Dr W Bailey appointed as Link Governor for Higher Education & Skills with immediate effect; ➤ 2021-22 Anti-Slavery Statement approved for publication; ➤ Status of the Business-Critical Performance Indicators noted; ➤ For the purposes of the Statement of Corporate Governance and Internal Control, to agree that the quality of governance remained 'Good'; ➤ Receipt of the Equality, Diversity & Inclusion Strategic Group minutes; ➤ Receipt of the Health and Safety Committee minutes; ➤ Receipt of the Governor attendance record for 2021-22; ➤ Note that there had been no use of the Corporation Seal; ➤ Note the use of the Written Resolution Procedure; and ➤ Date of next meeting noted.
14.15 Ms M Carabine, Mr D Harding and Mr I Wainwright joined the meeting.	

PRINCIPAL'S REPORT		
5	PRINCIPAL'S REPORT	
i	The Principal Mr P Singh ("PS") shared his report, opening with an account of the governor/student speed networking event on 28 November. There was strong support for further similar events.	
ii	<p>Responding to the rest of the Principal's report, Governors noted:</p> <ul style="list-style-type: none"> ➤ As the cost of living crisis worsened, students were in desperate situations. Demand was high for food bank packages, supermarket vouchers and safeguarding support. ➤ There had been a record turnout at the November Open Days. ➤ The College had signed the <i>Dying to Work</i> Charter, committing to support staff who received terminal diagnoses. ➤ The Strategic Away Day would focus on the skills agenda. ➤ The College had agreed a collaborative statement intent with Greenhead College, and Huddersfield New College and issued a joint press release. ➤ An all-staff development day in October had the theme 'We are all Educators' and 'Learning how to Behave (the power of influence)'; feedback had been positive. ➤ The College had received a formal demand from UNISON for the higher of a £2k or 10% pay uplift for all business support staff. The union had also petitioned the College to become an accredited Foundation Living Wage employer¹ but no agreements had been reached. 	
iii	The latest edition of KC Chronicle (an update on activities, events and achievements of staff and students) accompanied the report. PS drew attention to some key items.	
STUDENT EXPERIENCE		
7.1	QUALITY, PERFORMANCE AND STANDARDS ("QPS") COMMITTEE REPORT	
i	It was agreed that Item 7 should be taken out of turn as Item 6 was timed business.	
ii	The QPS Committee Chair Dr A Williams ("AW") presented the minutes of the 14 November meeting and the items of report were noted. Referring to the previous year's outturn, AW said there were a few disappointing results at Level 3 but overall, 16-18 was largely in line with 2018, a pleasing outcome. Adults had shown a significant improvement and there were a lot of positives in the data.	
iii	Recent changes to the Office for Students Conditions of Registration meant that, from October 2022, the College was subject to new requirements around quality and outcomes but (with fewer than 500 HE students) was no longer required to be part of the Teaching Excellence Framework (but could opt in to it). It would be important for the Committee to understand the implications of the changes for the business.	
iv	AW shared a QPS Committee concern about the impact of staff shortages on student experience. He said the College was carrying a number of Learner Support team vacancies and was struggling to recruit in a challenging market. The problem was sector-wide and there were no easy answers.	
7.2	SELF ASSESSMENT REPORT ("SAR") VALIDATION PANEL REPORT	
i	AW said the QPS Committee had acted as the SAR Validation Panel with external FE quality consultant Ms B Lee (Director of Quality at The Skills Network ²) as independent	

¹<https://www.livingwage.org.uk/become-a-living-wage-employer>

² <https://theskillsnetwork.com>

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	chair. With her advice, the Panel had agreed that the SAR was sufficiently detailed and, with some additional evidence (which the Panel felt the College already had available), all the management judgements would be adequately supported. He said the Corporation could be satisfied that self-assessment had been robust and the SAR provided the assurance Governors needed in terms of the monitoring of the learning experience and the availability of appropriate learning resources.	
ii	AW said the Panel meeting discussions would likely prompt reflection at the QPS Committee about the mapping of reports to the Education Inspection Framework.	
THE STRATEGIC CONVERSATION		
14.30 The Director of External Relations Ms H Rose and the Mid Yorkshire Chamber of Commerce MD Mr M Hathaway joined the meeting by videolink.		
6	LSIP: THE VIEW FROM THE MID YORKSHIRE CHAMBER OF COMMERCE	
i	The Chair welcomed the Yorkshire Chamber’s Managing Director Mr M Hathaway (“MH”), who spoke to slides (which had been circulated to all Governors) describing the process the two Chambers (Mid Yorkshire and West & North Yorkshire) were following to produce the Local Skills Improvement Plan (LSIP) and reminding Governors that the aim was to put businesses at the centre of local skills planning.	Synopsis Item 5
ii	MH said while the Chambers expected the LSIP focus to be on Green Skills, STEM, Manufacturing and Logistics, more data/feedback was still needed. By March, more detailed information would be available to share with the College.	
iii	Governors were keen to know how the Chambers planned to engage with a diversity of employers, given that small and micro businesses made up more than 90% of businesses in Kirklees and Calderdale; most would not be represented by the business representative organisations taking part in the consultation. MH agreed this was a key challenge; another, he said, was the fact that most small businesses did not have business plans. He said the Chambers were using local authority and college contacts to expand their reach and support small businesses to assess future needs.	
iv	As there were no further questions, the Chair thanked MH for his presentation and he left the meeting. It was noted that the LSIP and College responsiveness would be discussed at the January Strategic Away Day and actions would be agreed thereafter.	
14.50 Ms H Rose and Mr M Hathaway left the meeting.		
STUDENT EXPERIENCE		
8	SELF-ASSESSMENT REPORT	
i	Vice Principal Curriculum Ms J Arechiga (“JA”) presented the SAR, reminding Governors that the College had benchmarked itself against the Education Inspection Framework (recently updated to include a new section on skills and local needs).	Synopsis Item 6
14.55 Ms F Hussain-Butt joined the meeting.		
ii	The College had self-assessed as ‘Good’ overall and was continuing to improve, with all areas identified as requiring improvement on an upward trajectory. There had been grade movements for Adults (‘Requires Improvement’ to ‘Good’) and High Needs (‘Outstanding’ to ‘Good’).	
iii	JA said High Needs had moved from ‘Outstanding’ due to a lack of consistency in the approach to High Needs delivery. Within the Foundation team there was some strong practice and a keen focus on developing the quality first teaching strategies and instilling independence, whereas among the rest of the provision there were some	

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	weaker pockets. The Quality team was working hard to address the issues and hoped to see the area soon restored to 'Outstanding'.
iv	JA said the only curriculum area that was a cause for concern was Construction; this was primarily due to staffing and skills shortages in Electrical and Plumbing; as well as the impact of Covid on student achievement rates.
v	Despite the efforts of the leadership team and frontline staff, attendance remained a key concern. JA said management's strategy would be to focus on building resilience, in order to remove barriers, and to further develop understanding of the importance of attendance. Personal Development had come out strong overall, particularly in the 16-18 provision. JA said personal development for Adults and Apprenticeships could be stronger but nonetheless it was a 'solid Good'.
vi	Ofsted's new inspection standards included a new sub judgement on how well colleges met local skills needs. The College had self-assessed as 'Reasonable' on a three-point scale ('Reasonable' being the mid-tier). JA said there would be a briefing session on this for Governors in January.
vii	A Governor asked if the ultimate aim of the College Quality Strategy was to achieve an 'Outstanding' Ofsted or if the aim was to maintain a strong 'Good' across the board. JA said this was ultimately a decision for the Corporation but the leadership team certainly had a strong aspiration to get to 'Outstanding' and, unless Governors wished otherwise, the Quality Improvement Plan would reflect that. In response to a question, she said the College already had some 'Outstanding' aspects and some of the 'Good' judgements were close to 'Outstanding' such as Behaviour and Attitudes. There was agreement that, to support a journey to 'Outstanding', the Corporation should increase its focus on curriculum intent and achieving consistency across the provision.
viii	A Governor asked JA to comment on the risk that the Quality Strategy may be under-resourced due to financial constraints or otherwise. JA said the key issue in this regard was staffing/skills shortages. The College was not alone in experiencing difficulties in recruiting and retaining suitably qualified staff; many tutors in skills shortage areas could earn more money working in industry and they were being headhunted for their skills. It was agreed that the Corporation should discuss the strategy to remove that barrier to success.
ix	Action: To discuss the strategy to overcome the threat to quality improvement posed by staff skill shortages and recruitment/retention issues and achieve 'Outstanding'.
15.20 A 10 min break was taken. When the meeting resumed at 15.30, all re-joined the meeting and Independent Governor Mr M Varyani joined the meeting.	
GOING CONCERN - MATTERS OF FINANCE, REGULATION, LEGAL ISSUES	
9	FINANCIAL COMMITTEE REPORT
i	The Finance Committee Chair Mr C Robinson ("CR") presented the minutes of the meeting and the items of report were noted. CR said, in response to a report on the proposed works at Taylor Hill, the Committee had been prompted to reflect on whether the threshold for its involvement in decision-making on capital projects was still in line with the Corporation's risk tolerance or, given inflation, was now too risk averse.
ii	Action: Review the threshold for Finance Committee involvement in capital projects.
iii	The Committee had also discussed financial planning and monitoring. CR said he understood the competing pressures on the management team but he was impatient to see a delivery plan with identified success measures, including three-year financial

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<p>iv targets to ensure the strategy was delivered. He said if Governors were to be persuaded that growth was the answer to staff pay affordability and other risks, they would need to see a plan identifying what was achievable over what period and how.</p> <p>PS agreed that a key foundation for growth was effective planning; he said this was why he had refined the College's business planning process and 16-18 was already starting to grow thanks to those interventions; the College was carefully monitoring demographic data and market share. He suggested that a strategic priority around growth could be discussed at the Strategic Away Day in January.</p> <p>v A Governor asked if there was scope to make further efficiency savings. RM said there was probably some but this would not be on the scale necessary to fund a meaningful staff pay award.</p>	
<p>10</p> <p>AUDIT COMMITTEE REPORT</p> <p>i The minutes of the Audit Committee's meeting were not yet available. The Chair, Mrs J Walters ("JW") said the Committee had:</p> <ul style="list-style-type: none"> ➤ received assurance that target levels of Health & Safety compliance were being maintained; ➤ discussed the role of trade union health & safety representatives, as well as the adequacy and resilience of learner supervision arrangements, a topic it will return to at its next meeting; ➤ discussed the audit of the Financial Statements and the related reports and statements (the 'Financial Statements') and recommended them for approval subject to some identified outstanding key items; ➤ undertook self-assessment (no material concerns but some areas for attention); ➤ approved some changes to the target dates for implementing actions from the internal review of data protection and GDPR compliance, extending the deadline for completing some of the actions to next summer, in recognition that it was a substantial piece of work. ➤ received a report on the outcomes of a whistleblowing investigation; and ➤ received a nil report on incidences of fraud/irregularity. 	
<p>11</p> <p>FINANCIAL STATEMENTS</p> <p>i The 2021-22 accounts were discussed. Governors agreed that they reflected their expectations in terms of the financial outturn and the EBITDA³ performance. Overall, the College had achieved what it set out to do and it could expect to receive a 'Good' financial health score, in line with its financial plan. A graph on page 3 of the Members' Report showed how financial performance was tracked and an improvement over time.</p> <p>ii As reported by both the Finance and Audit Committees, there were some key outstanding items (all outside the College's control). RM outlined them, explaining the potential risks/liabilities for each, and what the College had done (to the extent it could do anything) to mitigate them.</p> <p>iii The Education & Skills Funding Agency had agreed an extension for the filing of the Financial Statements. There was discussion about the arrangements for sign-off and it was agreed that the Chair should have delegated authority to approve a final version.</p> <p><i>16.10 Financial Statements Auditor RSM's Mr R Lewis joined the meeting.</i></p>	<p>Synopsis Item 7</p>

³ 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.

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12	FINANCIAL STATEMENTS AND REGULARITY AUDIT FINDINGS
i	<p>The Chair reminded the meeting that:</p> <ul style="list-style-type: none"> ➤ The Post 16 Audit Code of Practice required that the external auditor present its findings at a meeting of the board of Governors; and ➤ Governors had a fiduciary duty to the College's beneficiaries and were required to exercise reasonable care, skill and diligence in the preparation of the Financial Statements.
ii	<p>Mr R Lewis ("RL") presented RSM's audit findings report (the 'Report'), saying:</p> <ul style="list-style-type: none"> ➤ The audit had been conducted as planned; ➤ Although there were some outstanding items (listed on page 3 of the Report), subject thereto, there were no significant audit findings. In particular, no significant non-routine or potentially contentious transactions had been identified, there was no evidence of manual override of controls, and regularity testing had not identified any instances of non-compliance; ➤ RSM had confirmed that the accounting policies adopted by the College, including the accounting treatment and disclosures adopted in respect of the pension scheme liability, were appropriate in the circumstances; ➤ RSM intended to give an unmodified audit opinion; ➤ The Financial Statements appropriately reflected the recent reclassification of further education colleges as part of the public sector.
iii	<p>RL advised the Corporation to revisit the Going Concern assessment at the date of signature of the Financial Statements based on the information then available, in particular future levels of funding; projected student numbers and economic matters.</p>
iv	<p>There being no questions, the Corporation resolved as follows:</p>
v	<p><u>RESOLVED:</u></p> <p>(i) To approve the Financial Statements and the related reports and statements for signature, subject to any amendments that may be necessary to reflect:</p> <ul style="list-style-type: none"> - the impact of the three 'key matters' (or any of them) discussed in the Executive Finance Director's paper <i>Draft Financial Statements and Members' Report 2021/22</i>; or - any other relevant changes between the date of this resolution and the date of the signing of the accounts for that financial period, such as Governors' attendance at further meetings. <p>(ii) In accordance with Article 16.2 of the Articles of Governance, to delegate authority to the Chair of Corporation to approve any such amendments, subject to the Corporation being satisfied that it had received adequate assurance that the College remained a 'Going Concern' and subject always that if, in the reasonable view of the:</p> <ul style="list-style-type: none"> - Chair of the Corporation; - Accounting Officer; - Vice Principal Finance & Resources; and/or - Financial Statements Auditor RSM <p>an amendment is necessary to reflect a material change to the College's financial position as reported to the Corporation's December 2022 meeting, this shall be notified to the Corporation prior to such approval.</p>
16.20 Mr R Lewis left the meeting.	

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13	VICE PRINCIPAL FINANCE & RESOURCES REPORT
i	The Vice Principal Finance & Resources Mr P Doherty ("PD") presented the financial update and the Corporation discussed the College's financial performance against budget for the first quarter of 2022/23, as well as the financial outturn forecast. PD said since the paper was written, the November accounts had been finalised; Governors would have seen that they showed a similar net position to that reported in the paper.
ii	The paper included a section on the reclassification of further education colleges as public sector. It was noted that this represented a significant change to the financial management and governance of FE colleges, albeit the full implications were not yet clear. In a number of areas, colleges would no longer have full autonomy but would need to seek Department for Education consent, such as significant borrowing. On a positive note, the College was set to receive a share of £150m in capital funding following the reclassification, which would help resource the energy efficiency strategy.
PEOPLE, GOVERNANCE AND CULTURE	
14	CHAIR AND VICE CHAIR'S REPORTS
i	In January, the Chair would meet with the chairs of Greenhead College and New College Huddersfield, together with PS and the other heads, to discuss collaboration around safeguarding and other aspects of the colleges' operations.
ii	The Vice Chair had attended the Association of Colleges ("AoC") annual conference where she had attended two workshops on LSIPs (Local Skills Improvement Plans). She had also attended an Education and Training Foundation webinar on the implications for colleges of the reclassification, and she had attended the AoC Northern Governance Conference (to be repeated on 3 March) which had covered similar ground but also cyber security and enhanced Ofsted inspections.
15	PEOPLE, CULTURE & GOVERNANCE COMMITTEE REPORT
i	<p>The minutes of the People, Culture & Governance Committee were not yet available. The Committee Chair Mr G Hetherington ("GH") said the Committee had discussed:</p> <ul style="list-style-type: none"> ➤ the College's clerking arrangements and (having taken advice from an external consultant) recommended that a new structure be implemented to reflect the ever-increasing regulatory demands on the business. In the new structure, the Clerk role would become 'Director of Governance & Compliance' and a new admin role would support the governance and compliance function. This would be discussed further in the closed session. ➤ the need for a closer working relationship between the governance professional role and the Senior Leadership Team. ➤ the performance review process and the potential to further improve it; ➤ the Modern Slavery Statement (approved as part of the Consent Agenda).
ii	The Committee had received the annual HR report, gaining assurance that the College was making good progress on its culture journey. A key risk to note was the recruitment and retention of staff, particularly support staff, as the College was increasingly struggling to match packages offered by competitor employers, particularly the University which was continuing to grow. The increase in the National Minimum and Living Wage levels would impact significantly, while a recent Supreme Court employment law decision had resulted in an increase in pay costs.
iii	Good progress had also been made on the implementation of the external review of governance recommendations and there were indications that this was having a

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	positive impact, with reduced meeting packs and a reduction in overall meeting time (although meetings were still overrunning and more resilience must be built into agendas). Partnership working, employer engagement and oversight of curriculum design had been added to the Governance Development Plan.
16 i	GOVERNOR TRAINING AND ACTIVITIES As noted above, Mrs C George had attended the AoC annual conference and the Northern Governance Conference, as well as attending a webinar on reclassification. Independent Governor Mr F Parvez had attended a knife crime awareness session delivered in College for students by campaigner Alison Cope. He said it was a powerful session which he was proud to see the College delivering.
17 i	PUBLICATION OF AGENDA PAPERS <u>RESOLVED:</u> (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.
EXECUTIVE EMPLOYMENT	
18 i	EXECUTIVE EMPLOYMENT The Chair thanked RM, who was leaving the College having seen it through some significant challenges, including a successful merger and an extensive estates programme, leaving it in an excellent position for the future. He said she was held in high esteem not only by the Corporation but also by external stakeholders and she would be greatly missed. Governors thanked RM for all her hard work and offered their best wishes for the future. Presentations were made.
18.1 i	INVOLVEMENT OF STAFF AND STUDENT GOVERNORS <u>RESOLVED:</u> (i) Pursuant to clause 13.5(d) of the Instrument of Governance, Staff Governors shall not receive the minutes or papers relating to Item 18.2/3; (ii) Pursuant to clause 13.9 of the Instrument of Government, Student Governors should not receive the minutes or papers relating to Item 18.2/3.
17.05 <i>All non-Governors, except for the Clerk, left the meeting.</i>	
18.2, 18.3	PCG COMMITTEE RESTRICTED MINUTES (CLOSED SESSION) <i>This matter is considered confidential and is restricted to Independent Governors; therefore the discussion is recorded in a confidential annex marked Annex 1, 16.12.22.</i>

SYNOPSIS		
#	Details	Min
1.	Independent Governor Dr W Bailey was appointed as the Link Governor for Higher Education & Skills.	4iii
2.	The College's 2021-22 Anti-Slavery Statement was approved for publication.	4iii
3.	The status of the Business Critical Performance Indicators was noted.	4iii
4.	For the purposes of the Statement of Corporate Governance and Internal Control, the quality of governance was agreed to be 'Good';	4iii
5.	The Corporation heard from the Yorkshire Chamber's Managing Director Mr M Hathaway, who outlined the process the Chambers (Mid Yorkshire and West & North Yorkshire) were following to produce the Local Skills Improvement Plan.	6
6.	The Corporation discussed the College's Self-Assessment Report.	8
7.	The Corporation discussed the 2020-21 Members' Report and Financial Statements with the management team and the representative of the external auditor. It approved the documents for signature, subject to the resolution of a few outstanding matters.	11 and 12v
8.	A financial update paper was presented, which included a section on the reclassification of further education colleges as part of the public sector.	13