

Kirklees College Corporation

CORPORATION

Minutes of a meeting held from 14.00 to 17.00 on 7 July 2023 in the Conference Suite, Waterfront Quarter, Huddersfield Centre and by video link

Present: Mr G Hetherington Independent Governor (Chair)

Dr W Bailey Independent Governor (by videolink)

Mrs J Clement Walters Independent Governor
Dr A Conn Independent Governor
Mrs C George Independent Governor

Mr A Greaves Staff Governor

Mr D Harding Independent Governor (by videolink)

Mrs F Hussain-Butt Independent Governor (by videolink from 15.00)

Mr C Robinson Independent Governor
Mr P Singh Principal & Chief Executive

Mr I Wainwright Independent Governor (by videolink)

Dr A Williams Independent Governor

12/14 = 86% KPI 80% Quorum: 6 (40%)

In Attendance: Ms J Arechiga Vice Principal Curriculum & Innovation

Mr P Doherty Vice Principal Finance & Resources

Ms J Green Director of Governance & Compliance (meeting clerk)
Ms S Rawson Head of Dept - Recruitment, Careers and Customer Services

Mr D Rayneau Executive Director of Business Systems (by videolink)

Item Action/
Item Synopsis Item

item	Synopsis iter
PREL	IMINARY ITEMS
0	WELCOME AND INTRODUCTIONS
i	The Chair welcomed everyone to the meeting. No introductions were necessary.
ii	'Chair and Vice Chair's reports' would be taken under Item 13: "Governor Activities".
1.1	NOTICE AND QUORUM
i	The meeting clerk confirmed that due notice of the meeting had been given (including communication of the revised start time), the requirement for all participating to be able to communicate with one another was satisfied and the meeting was quorate.
1.2	APOLOGIES FOR ABSENCE
i	Apologies were noted from Independent Governor Mr F Parvez and Staff Governor Ms C Catmull. Independent Governor Mrs F Hussain-Butt had sent apologies for lateness.
1.3	DECLARATIONS OF INTEREST
i	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.
2	APPROVAL OF PREVIOUS MINUTES
i	RESOLVED:
	(i) To approve the minutes of the Corporation's 22 May 2023 special meeting for publication as an accurate record.

2.3	MATTERS ARISING NOT ON THE AGENDA	
i	There were no matters arising from the minutes.	
2.4	UPDATE ON AGREED ACTIONS	
i	Quality, Performance & Standards Committee to 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 (rolled over): Actioned.	
ii	Quality, Performance & Standards Committee to explore in more detail the underperformance in Apprenticeship income and retention in 2021-22: Actioned.	
iii	Quality, Performance & Standards Committee to Discuss the strategy to overcome the threat to quality improvement posed by staff skill shortages and recruitment/retention issues and achieve 'Outstanding': Actioned – the Committee will receive an update at its next ordinary meeting.	
iv	Audit Committee to review the threshold for Finance Committee involvement in capital projects: This will be rolled over until the next review.	
V	Action (rolled over): Audit Committee to review the threshold for Finance Committee involvement in capital projects.	Audit
vi	As risk data is transferred to the cloud-based software, consider carefully the reasons for any significant gaps between residual and target exposure scores (rolled over): In progress. Management will report to the next ordinary meeting of Audit Committee, who will report on gaps as usual. The action shall be marked as 'closed'.	
vii	Adjust timings of 7 July Corporation meeting: Actioned.	
3	CONSENT AGENDA APPROVALS	
i	The meeting clerk presented the Consent Agenda drawing attention to the Summary Report. No requests had been received to move items to the main agenda.	
ii	The Corporation noted that there was a proposal to appoint as a new Independent Governor a Mrs Rebecca Blackburn who had been serving on the Quality Performance & Standards Committee for the past year. Interviews had taken place on 5 July and three further candidates would be seen on 20 July. Mr David Milton (a chartered accountant from the local authority) was proposed for co-option to the Finance & Resources Committee.	
iii	RESOLVED:	
	(i) To approve the use of the Consent Agenda as amended;	
	(ii) That no items should be moved from the Consent Agenda to the Main Agenda;	
	(iii) To approve all Items on the Consent Agenda.	
iv	Items approved/noted via the Consent Agenda:	Synopsis
	Approved Senior Post Holder Remuneration Annual Statement for publication	Items 1-7
	Approved RSM 2022/23 Financial Statements Audit Plan	
	Received RSM Sector Guidance document	
	Approved The equality objectives set out in the 2022-26 Single Equality, Diversity, Inclusion and Belonging Scheme	

Approved	Major Incident & Business Continuity Plan
Approved	Delegation of authority to the Senior Leadership Team to approve changes to the Major Incident & Business Continuity Plan
Approved	Amendment of the Scheme of Delegation to reflect the above
Approved	Annual Equality, Diversity & Inclusion Report for publication
Received	Equality, Diversity & inclusion Strategic Group mins 15.06.23
Received	Health, Safety & Welfare Committee mins 14.06.23
Received	Higher Education Committee mins 20.06.23
Approved	Amended Terms of Reference for Audit Committee, Finance Committee, People, Culture & Governance Committee and Safeguarding Committee
Approved	Amendment of the Scheme of Delegation to reflect the delegation of authority to the Audit Committee to approve future External Audit Plans
Approved	Calendar of meetings for 2023-24
Ratified	Use of Corporation seal as detailed in the 7 July 2023 report
Noted	Use of Corporation's written resolution procedure
Approved	Appointment of Mrs Rebecca Blackburn as an Independent Governor for a four-year term with effect from the end of this meeting
Approved	Co-option of Mr David Milton to the College Finance Committee for a four-year term with immediate effect
Approved	Committee memberships and Link Governors for 2023-24
Noted	Progress on Governance Development Plan and Approve: Proposed extensions of dates
Noted	Date of next meeting: Monday 23 October 2023

PRINCIPAL'S REPORT

4 PRINCIPAL'S REPORT

- The Principal Mr P Singh ("PS") opened by sharing a short video: <u>'Kirklees College:</u>

 <u>Together We are Mighty'</u> and recounting a student lived experience.
- ii Discussing the Principal's report, the Corporation noted as follows:
 - Significant events over the past few weeks had included an international cultural event, staff and student awards ceremonies and examinations; over 3,100 students had sat maths and English GCSEs;
 - School transition days, open days and year 10 tasters had been well attended;
 - ➤ The College's 'Festival of Learning' had provided staff and some Governors with learning and development opportunities;
 - Industrial action continued to pose a threat and this would likely increase in 2023-24 as union leadership elections and the general election approached;
 - ➤ The joint senior leaders' away day with Huddersfield New College had enabled a productive discussion between the two institutions. Curriculum mapping had begun and Huddersfield New College was reducing its Level 2 vocational provision. Greenhead College's application to open an elite sixth form in the proposed cultural quarter of Kirklees remained a threat to both.

Strategic Priorities for 2023/24

PS shared the strategic priorities for 2023-24 formulated at the 24 April strategic board session. He said, once approved, each would have a delivery plan and a Link Governor.

iv RESOLVED:

(i) To approve the 2023-24 Strategic Priorities.

Synopsis Item 8

Item Action/
Synopsis Item

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V	Governors discussed the recent strike action, agreeing that the College had done a good job of protecting the student experience.	
14.37	Independent Governor Dr W Bailey left the meeting.	
V	There was discussion about the political landscape, the need for colleges to be mentioned in all party manifestos, and the expectation of new local stakeholders post general election. PS had had a positive meeting with Harpreet Uppal, the Labour Party's candidate to be Huddersfield's next MP.	
QUAI	LITY, PERFORMANCE & STANDARDS -	
	Head of Department Recruitment, Careers & Customer Services Ms S Rawson joined the meeting.	
5	CAREERS EDUCATION, INFORMATION, ADVICE & GUIDANCE	
i	The Head of Dept Recruitment, Careers and Customer Services, Ms S Rawson ("SR"), reminded Governors that colleges were required to take a strategic approach to developing their careers provision, appointing a named Careers Leader and using the Gatsby Benchmark framework ¹ . She said securing access to independent careers guidance was also a condition of funding.	
ii	SR spoke to slides. Following her presentation, Governors agreed that she had provided good assurance in terms of the College's compliance with the relevant legal responsibilities. There was good evidence of use of the Gatsby benchmarks to inform the careers education programme and the College held the matrix standard, the UK-wide national quality standard for information advice and guidance services.	Synopsis Item 9
15.00	Independent Governor Mrs F Hussain-Butt joined the meeting.	
iii	The shortage of data on student destinations was agreed to be disappointing, given how powerful such a dataset could be – but it was acknowledged to be a sector-wide issue. A concern about the quality of careers advice, information and guidance for those with special educational needs and disabilities was discussed; SR said it had diminished since a contract with the local authority expired and work was been done to remedy this.	
iv	Action: Monitor the impact of the actions being taken to address a diminution in the quality of careers advice and guidance for learners with special educational needs.	QPS Cttee
V	A Governor, who had attended a meeting hosted by C+K Careers, said the College had been publicly recognised for the impact of its careers education, information, advice and guidance on 16-19 destinations. The Governor congratulated SR.	
15.25	। Ms S Rawson left the meeting.	
6	QUALITY, PERFORMANCE & STANDARDS COMMITTEE REPORT	
i	The Committee Chair Dr A Williams presented the minutes of the 19 June meeting and the items of report were noted. He thanked both the Committee's members and the staff who supported the Committee for their time and contributions over the past year.	
ii	Since the Committee's 19 June meeting, the Safeguarding Committee had clarified that all complaints about safeguarding practice should, and in future would, be managed by the Quality Team and be included in the annual report, just like any other complaints. Their omission from the 2022-23 monitoring report had been due to an error.	
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¹ In 2014, the Gatsby Charitable Foundation published a report, which identified eight benchmarks that are the core dimensions of good careers and enterprise provision.

7	SAFEGUARDING COMMITTEE REPORT	
i	The minutes of the Committee's meeting three days earlier were not yet available. The Committee Chair Mrs C George ("CG") said Governors could be extremely proud of the work being done in the safeguarding space; demands on the Safeguarding Team continued to rise and the College continued to meet the challenge.	
ii	The statutory guidance document <i>Keeping Children Safe in Education</i> had once again been revised and republished.	
iii	Action: Read Part One of Keeping Children Safe in Education and confirm completion.	Govs
GOIN	G CONCERN - MATTERS OF FINANCE, REGULATION, LEGAL ISSUES	
8	AUDIT COMMITTEE REPORT	
i	The Committee Chair Mrs J Clement Walters ("JCW") presented the minutes of the 12 June 2023 meeting and the items of report were noted. She said the Committee had reviewed the new version of the Major Incident & Business Continuity Plan and was very supportive of the changes, including the delegation of authority to amend it to the senior leadership team. She thanked Vice Principal Finance & Resources Mr P Doherty ("PD") and his team for their excellent advice and support.	
A 10 m	nin break was taken. When the meeting resumed, all re-joined. Independent Governor Dr W Bailey ed.	
9	BCPI MONITORING REPORT	
i	The status of the BCPIs (as at the May 2023 reporting point) was noted. A Governor remarked on the removal of Additional Learning Support from the Apprenticeships budget line and asked if the College was now any closer to clarifying how it should be applied and recorded. Executive Director of Business Systems Mr D Rayneau said work undertaken over the last two months would ensure that, next year, the College would be in a position to account for Additional Learning Support in this area.	
10	FINANCE AND RESOURCES COMMITTEE REPORT	
i	With the Corporation Chair's permission, the minutes of the meeting (which had been circulated late) were received as a late addition to the meeting pack. The Committee Chair Mr C Robinson ("CR") presented them and the items of report were noted.	
ii	Action: Curriculum Strategy Committee to consider the College's risk appetite and strategy for Higher Education & Skills.	Curr St Cttee
iii	The Committee had discussed the budget paper in detail and considered that it provided a good level of assurance - both in terms of the thoroughness of the planning process and the soundness of the assumptions. CR said the financial position at the end of 2023 would be close to 'Outstanding' but the projected financial health scores across 2023-24 and 2024-25 showed a declining position. Albeit they were based on fairly loose projection, this should be noted as a potential risk.	
12	2023/24 BUDGET AND 3-YEAR COLLEGE FINANCIAL FORECASTING RETURN	
i	With Governors' agreement, Items 11 and 12 were taken in reverse order.	
ii	PD presented the 2023-24 budget and the three-year financial plan, explaining how the information had been transferred onto the ESFA's College Financial Forecasting Return ("CFFR") tool (the Excel workbook that accompanied the pack). He said the proposed	

	budget maintained 'Good' financial health with an EBITDA ² of £2.9m (6.5% as a percentage of income).	
ii	The budget assumptions were discussed. Governors welcomed the new approach, whereby more caution was exercised around income (the Apprenticeship income budget target was set lower than the curriculum target for instance) and a prudent vacancy factor was included in the pay budget. PD said, as in 2022, the budget had been built from the bottom up with challenging conversations taking place along the way.	
iii	PD drew attention to changes to the proposed budget made since the Finance & Resources Committee meeting. He said these did not affect the EBITDA position.	
iv	It was noted that the budget included provision for subcontracted activity of £1m. No new subcontractors were proposed and the Quality, Performance & Standards Committee advice had conducted a review of the subcontracted activity, using clear, objective and meaningful metrics and considering the performance of the subcontractors and learner success and progression. This had given confidence that the continuing partners remained 'high quality' and of 'low risk' and that the College had appropriate involvement and oversight of the subcontracted provision.	
v	RESOLVED:	Synopsis
	(i) The Corporation is satisfied that its current subcontractors (Castleview and Staff Power) remain high quality and of low risk to public funds, that there is adequate oversight of their activities and adequate staff capacity to manage the contracts, and that the proposed subcontracting for 2023-24 is in line with the Corporation's published policy for delivery subcontracting.	Item 10
	(ii) To approve the proposed subcontracting for 2023-24 as set out in the proposed 2023-24 budget.	
vi	As Governors expressed support for the 2023-24 budget, CR reiterated that future projections indicated a worsening financial position over the next two years and increasing pay costs would reduce the financial health score even further. He said, while this was not a cause for immediate concern, it should be considered a relevant factor should Corporation approval be sought for any further new expenditure.	
vii	CR thanked PD and his team for their excellent work in producing the budget and asked the Corporation to recognise all the contributors to it, including budget holders across the business.	
viii	RESOLVED:	Synopsis
	(i) To approve the proposed budget for the year ending 31 July 2024 as presented, including the commentary.	Item 11
	(ii) To approve the CFFR, being satisfied that it supports the Corporation's strategic objectives.	
11	STAFF PAY PROPOSAL	
i	It was noted that the Corporation was being asked to make decisions in principle, including to approve an accrual in the 2022-23 financial statements directly relating to financial over-performance against budget in 2022-23. It would not be fettering its discretion. The meeting discussed the management proposals and the advice received from the external auditor RSM.	

 $^{^2}$ Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) is a measure of a business's operating performance.

Item Action/
Synopsis Item

RESOLVED: ii Synopsis Item 12 A review of staff pay and responsibilities shall be undertaken and concluded in Autumn 2023. No commitment to the review outcomes is made at this stage. Recommendations will be subject to Corporation approval at the conclusion of the review; (ii) A pay award is hereby approved in principle and for the purposes of an accrual being made in the 2022/23 financial statements. This accrual will directly relate to financial over-performance against budget in 2022/23 and therefore will maintain a minimum EBITDA outturn at the budget of £2.8m; (iii) The provision made in the 2022/23 financial statements directly results from the financial over-performance and is made available to review and re-set relevant salaries and/or to make a non-consolidated pay award, if either or both are subsequently agreed. **ADMINISTRATION GOVERNOR TRAINING AND ACTIVITIES** 13 Chair and Vice Chairs' Activities i The Chair and Vice Chair had attended the College Outstanding Learner Success Awards as well as a Cultural Diversity Day at the Huddersfield Centre on 23 June. The Vice Chair had also attended the recent all staff Festival of Learning. ii Independent Governors JCW and Mr D Harding ("DH") had attended the Association of Colleges online Governors' Summit. DH said the event had been a mixed bag but there were some useful learning points as follows: The global sustainable strategy: How well versed is the board in terms of sustainability? Is Governors' understanding college-wide or narrower? What do our students do when not at college and not at home? Risk appetite for innovation: Is the Corporation too risk averse or too risk tolerant? A session on succession planning and future-proofing had struck a chord. How well prepared were Governors to carry on the governance journey into the future, given that the current Chair may have only a handful of ordinary meetings left to serve? iii Independent Governor Dr A Conn had attended the Festival of Learning. He said it had been well-attended and offered a huge range of learning activities; he had sat in on sessions on trauma awareness and data protection. 14 **PUBLICATION OF AGENDA PAPERS RESOLVED:** (i) All items marked as confidential on the Agenda shall be excluded from publication in accordance with clause 18.2 of the Instrument. INVOLVEMENT OF STUDENT AND STAFF GOVERNORS 15 Clause 13 of the Instrument of Government provided as follows: • Clause 13.5(d): By a resolution of the (non-Staff) Governors, any Staff Governor may be excluded from any part of a meeting at which staff matters relating to an individual holding a post senior to the Staff Governor fell to be considered. Clause 13.9: By a resolution of the non-Student Governors, Student Governors may be excluded from any part of a Corporation meeting at which staff matters relating to any member of staff fell to be discussed.

RESOLVED: ii (i) Student and Staff Governors shall be excluded from the meeting during the discussion of staff matters at Item 16 and shall not receive the papers relating to that Item or the minutes of the discussion. PEOPLE. GOVERNANCE AND CULTURE PEOPLE, CULTURE & GOVERNANCE COMMITTEE REPORT 16.4 The minutes of the People, Culture & Governance ("PCG") Committee were not yet available. The Committee Chair said the Committee had received and discussed: > A draft Statement on Senior Postholder Remuneration for 2022-23 and had agreed to recommend it for approval and publication. The Equality, Diversity & Inclusion Annual Report and had agreed to recommend to the Corporation that it receive it, note the high level of assurance it provides and A draft Single Equality, Diversity, Inclusiveness & Belonging Scheme for 2023-26, which set out the College's equality objectives for the next few years. It recommended the objectives for Corporation approval. Monitoring will be via the Equality, Diversity & Inclusion ("EDI") Strategic Group in the first instance, with reporting to the Corporation via the Group's minutes and via the Annual Equality, a Diversity & Inclusion report. > A monitoring report on compliance with the mandatory expectations of the Code of Good Governance for English Colleges, which highlighted the aspects that were at some risk of remaining unmet by the end of the reporting period (and would need to be reported in the annual Members' Report). These feature in the Governance Development Plan that was circulated with the meeting pack. ii The Committee had also engaged in a discussion on staff matters, the outcomes of which would be reported in closed session. A proposal to roll over the 2020-23 Human Resources Strategy 'Building Success Together' for a further year until the new Executive Director People & Culture was established in post was also discussed. Originally created in response to the 2018-22 strategic plan, this was still fit for purpose and there were some outstanding elements to attend to due to the pandemic disruption. iii **RESOLVED:** To extend the Human Resources Strategy 'Building Success Together' 2020-2023 for an additional year. iν JG **Action:** Circulate the PCG Committee minutes, once approved by the meeting chairs. 16:45 All non-Governors, except for the Director of Governance, left the meeting. VICE PRINCIPAL'S PROBATIONARY PERIOD AND CONFIRMATION IN POST 16.2 This matter is considered confidential and is restricted to Independent Governors and the Executive Governor (the Principal) therefore the discussion is recorded in a confidential and restricted annex marked Annex 1, 07.07.23. SENIOR POST HOLDER PERFORMANCE AND OBJECTIVES 16.3 This matter is considered confidential and is restricted to Independent Governors and the Executive Governor (the Principal) therefore the discussion is recorded in a confidential and restricted annex marked Annex 2, 07,07,23. THANKS AND CLOSE 17 There being no further business, the Chair declared the meeting closed at 17.00.

SYN	IOPSIS	
#	Details	Min
1.	The annual Senior Post Holder Remuneration Statement was approved for publication.	3iv
2.	The Corporation approved the 2022/23 Financial Statements Audit Plan.	3iv
3.	The Corporation approved equality objectives for the period 2022-26. These will be published in the 2022-26 Single Equality, Diversity, Inclusion and Belonging Scheme.	3iv
4.	Amendments were made to the College's Major Incident & Business Continuity Plan	3iv
5.	The annual Equality, Diversity & Inclusion Report was approved for publication.	3iv
6.	Mrs Rebecca Blackburn was appointed as an Independent Governor.	3iv
7.	Mr David Milton was co-opted to the College Finance Committee	3iv
8.	The Corporation approved strategic priorities for 2023-24, which will be shared through the College management structure, to inform team and individual objectives.	5iv
9.	The Corporation received an assurance report on compliance with its legal responsibilities in respect of careers education, including use of the Gatsby benchmarks, maintaining the matrix standard, and having a named lead for careers.	5ii
10.	The Corporation, including the accounting officer, considered the outcome of the year-end review of the subcontracting arrangements and noted the findings of the Quality, Performance & Standards Committee. Being satisfied that the subcontractors the College proposed to use in the 2023-24 academic year were of high quality and low risk to public funds, it approved further subcontracting to Staff Power and Castleview.	12v
11.	The 2023-24 budget was approved, the Corporation being satisfied that it would support the strategic objectives.	12viii
12.	The Corporation committed to a review of staff pay and responsibilities to be undertaken and concluded in Autumn 2023. It made no commitment to the review outcomes; any recommendations would be subject to Corporation approval at the conclusion of the review. A pay award was approved only in principle.	11ii
13.	The Human Resources Strategy 'Building Success Together' 2020-2023 was rolled over for an additional year.	16.4iii