



HUDDERSFIELD NEW COLLEGE FURTHER EDUCATION CORPORATION

Search & Governance Committee Meeting held on 2nd March 2022 from 5.30pm via Teams

Confirmed Minutes

Present: Ms M Boryslawskij (Chair), Ms L Summers and Ms A Williams, Ms J Muscroft (100% attendance).

Clerk: Mrs C Coupland

1. Apologies for Absence/ Declaration of Interest

There were no apologies for absence. Ms Muscroft was welcomed to her first committee meeting as a co-opted member.

There were no declarations of interest by the committee.

2. Minutes from Meeting held on 7th October 2021

That the minutes be accepted as a true record, subject to amendment of minor typographical errors.

3. Matters arising

There were no matters arising.

4. External Governance Reviews: Update

The Clerk reminded the committee that the skills for jobs white paper sets out new requirements for boards, including the expectation of regular appraisal by an external reviewer (expected minimum every 3 years).

Members were informed that Guidance for Sixth Form Colleges and FE colleges was due Easter 2022 but the Clerk had been made aware that there is a delay on publication by several months and the publication of competency frameworks for clerks, chairs and governors is also expected to be delayed. (no reason has been given for this delay).

Government guidance has however been developed and published as of December 2021 for schools and academies with support from the Confederation of School Trusts (CST) and the National Governance Association (NGA). Extracts of which were considered in detail by members. It was noted that the guidance states that an external review of governance (ERG) examines the effectiveness of the board based on the 6 features of effective governance, which are set out in the Governance handbook and is also the basis of the Corporation's current skills audit and self-assessment review.

It was recognised that an ERG is a good opportunity to undertake a thorough test of a college's compliance with mandatory and legislative obligations and to check the appropriateness of terms of reference, schemes of delegation and so on. The expected benefits of external governance reviews was therefore duly noted by the committee, however it was agreed that any EGR must add value, not simply replicate, the assessment and assurance processes already ingrained within HNC's governance framework. Time was therefore taken at this point to receive the recent assurance audit report regarding Governance Structure and Processes, undertaken by the college's Internal Auditors. The committee commented positively on the substantial assurance that was assigned with no recommendations made and no operational effectiveness matters being identified.

The Clerk advised Members that the SFCA had previously expressed an interest in undertaking External Reviews as a service to member organisations for a fee. However, at the recent Governance Policy Committee meeting, members had been advised that SFCA were no longer interested in this field of work

given the logistics of i) whom to use as credible assessors to undertake such reviews and ii) what framework to adopt to make it a meaningful experience for individual colleges. The committee echoed these concerns especially regarding how possible it would be to benchmark performance within the sector should different EGR frameworks be adopted.

Ms Summers also confirmed that at the recent Strategic Planning Conversation with ESFA, she had expressed the corporation's intention to use this academic year to research options available regarding contractor appointment. It is expected that the first external review is however commissioned within 3 years by end of 2023/24.

Resolved:

- **That the update on External Governance Reviews be received**
- **That the assurance audit report regarding Governance Structure and Processes, undertaken by the college's Internal Auditors, be received.**
- **To note that 2021/22 is for the corporation to research its options. The external review is to be undertaken by end of 2023/24.**

5. Code of Good Governance : Update

The Clerk explained that as part of the cycle of regular reviews, an updated version of the AoC Code of Good Governance for English Colleges is being made available for colleges to take account of. However, there is no expectation that colleges report against the new version until 2022/23 academic year. The previous version of the Code will therefore remain available for colleges to use until July, 2022.

Members were advised that the Governors' Council is set to undertake a major review of the Code once the changes from the Skills and Post-16 Education Bill have been implemented and there is an understanding of how these changes impact on governance forms and college board duties. With the next review, the expectation is that a thorough consultation will take place with members, government agencies and other sector stakeholders to develop a more accessible and streamlined governance code for the FE sector.

The Clerk confirmed that the overarching objective of the most recent review was to ensure the Code continues to provide the appropriate standards and expectations for colleges in the current context. Key changes were highlighted to the committee with consideration given to the possible impact on the work of the college and that of the corporation. The introduction of Environmental Sustainability principle was particularly considered in detail. It was recognised that Environmental, Social and Corporate Governance (ESG) is an area of increasing importance, especially given how strongly students feel towards the green agenda. It was also recognised that the college already satisfies key areas of this principle and efforts in the first instance should be for the Property Strategy Group to concentrate on pulling everything together under a strategy that could then be monitored and reviewed by the Corporation. The strategy should also include some quantifiable targets, especially around carbon footprint and reducing this. The Committee questioned whether there was a framework within which the College could work towards Environmental Sustainability. Ms Williams explained that the college is currently working towards an Eco Schools Award and that this could perhaps provide a helpful framework. Kirklees' developing Clean and Green Strategy and 'Lets go Zero' were also initiatives noted for further exploration

Post deliberations, it was agreed to stay at present, with the current AOC Code of Good Governance and plan for the changes being brought into this Code for 2022-23. With a view, to undertaking a formal review of Codes of Governance if and when the College converts to Academy status because an inherent part of such a conversion will be a fundamental review of Governance structures recognising that Corporations must adopt a governance code that best reflects their legal structure, operations and stakeholders.

Resolved:

- **That the update on AoC's code of Good Governance be received**
- **To stay at present, with the current AOC Code of Good Governance and plan for the changes being brought into this Code for 2022-23. With a view, to undertaking a formal review of Codes of Governance if and when the College converts to Academy status.**
- **For the Property Strategy Group to be tasked with drafting an Environmental Sustainability Strategy for Corporation to consider.**

6. Governance Self-Assessment Review 2021/22 : Mid-Year Review

The Clerk reminded members that the quality improvement plan has derived from the areas for improvement identified through the self-assessment process. The targets agreed are founded on what

the Corporation believes it needs to address in its efforts to maintain outstanding. Key development priorities have also been identified for 2021/22 and incorporated in the quality improvement plan.

The committee was satisfied that good progress was being made on the actions agreed as necessary to enable the corporation to main its high performance; it was agreed that efforts should now be focussed on stakeholder engagement opportunities.

Resolved:

- **To receive the update.**

7. Membership Determination & Vacancies

Corporation Membership:

The Committee was advised that at present the Corporation comprises of 12 Governors. The committee was asked to note that the Clerk had received notice on 17 February 2022 from Alex Leach of his resignation as governor with immediate effect due to a change in his personal and professional circumstances. Mr Alex Leach was also the corporations SEND Link Governor. Mr Leach's first term of office was not due to expire until July 2023.

The Clerk confirmed that there were four external governor vacancies:

- *1 x vacancy: ring-fenced for finance professional, given pending retirement of Mr Dawson.*
The Clerk advised that she had received an expression of interest for this vacancy. Ms Summers also confirmed that she had since spoken with the individual, whom had previous connections with the Corporation, which were summarised in discussion. The committee agreed it appropriate for all relevant candidate information regarding reappointment, to be presented for full consideration at the next meeting.
- *1 x vacancy: committed to underrepresented groups on the board.*
The Clerk has promoted this opportunity via many outlets (directed distribution and general promotion via social media). The Clerk has also linked in with Action for trustees – racial diversity. An organisation that supports charities with knowledge, resources, toolkits, networks and specialist advice to enable them to take practical steps to increase the racial diversity of their Boards.
- *2 x vacancies: general appointment.*
The Clerk confirmed that an application from Ms Cooke had been received for one of the vacancies. The committee was informed that an interview with Ms Cooke was undertaken by Ms Summers, Ms Williams and Ms Coupland on 15th February. The Committee, post deliberation, endorsed Ms Cooke's governor application. In discussion, the Committee recognised that several Corporation and Committee appointments had been drawn from the local University, and that, whilst each individual had been appointed for their particular skills and expertise to complement the skills mix of the Corporation as a whole and that their connection to the University was incidental, it was important to be cognisant of this position when considering any further appointments. Recommendation to the Corporation was for Ms Cooke to be appointed as an external Governor for up to 4 years with immediate effect and to serve on the Audit Committee.

Ms Summers also advised the committee that at the recent ESFA strategy planning conversation (which took place on 25th January 2022), it was raised by the ESFA that it would be beneficial for the corporation to appoint a governor with specific FE and education expertise, knowledge and skills. The committee agreed to give consideration to this when seeking interest in the remaining vacancy.

Committee membership:

The Clerk confirmed that opportunities for co-opted members continue to be advertised. The Clerk continues to pursue all lines of enquiry; efforts are now being concentrated on attracting co-opted members to serve on the Remuneration and Personnel Committee as well as the Audit Committee, especially in light of Mr Leaches' recent resignation.

Link Governor Roles & Responsibilities:

The Clerk advised the committee that consideration will now need to be given to appointing a new SEND Link Governor given Mr Leach's recent resignation. Post deliberations, it was agreed worthwhile for Ms Johnson (current Safeguarding & Prevent Link Governor) to be asked to consider taking on the SEND role given the complementary responsibilities between the two areas. Ms Johnson's views were to be sought in advance of the next committee meeting to inform decision making at that time.

The Clerk advised Members that Ms Haigh had informed her that due to increased work commitments she was now unable to continue to commit to the Link Governor role. The Clerk explained that Ms Cooke had expressed an interest in this role. It was agreed sensible for the Clerk to pick up these conversations with Ms Cooke, in light of the recommendation for her appointment, and report back to the next committee meeting for further consideration.

Resolved:

- **That the report be received.**
- **To recommend to the Corporation for Ms Peggy Cooke to be appointed as an External Governor with immediate effect for a duration of up to 4 years. For Ms Cooke to also serve the Audit Committee.**
- **For the Chair of the Corporation to speak with Ms Johnson to seek her views on assuming SEND Link Governor Responsibilities.**
- **For the Clerk to speak with Ms Cooke to seek her views on assuming EDI Link Governor Responsibilities.**

8. Governance Policies and Procedures – Annual reviews.

The Clerk confirmed that the following policies have been reviewed and that all have been deemed to be comprehensive and appropriate:

- Access to Corporation Information
- Procedure for the removal of a Governor from office for reasons other than statutory disqualification.
- Selection of Governors
- Succession Planning
- Governor Induction Policy
- Mentoring Policy
- Conflicts of Interest Policy
- Election process (Chair & Vice Chair)

The Clerk explained that, post review, no changes were required except to the access to corporation information procedures. The Committee noted that the minor amendments make reference to the Remuneration Report now being available on the college's website. The Remuneration Report was first considered and approved by the corporation for publication in December 2021. The Committee endorsed the proposed changes. It was suggested that the Freedom of Information Act also be referenced in the introductory text.

Resolved:

- **To note that an annual review of the above policies and procedures have been undertaken by the Clerk**
- **The Committee approved the minor change to the Access to Corporation Information Procedures.**

9. Learner Impact Reflection

The impact of discussions and scrutiny of the committees work in improving the outcomes and experience for all learners was considered and the following agreed:

Resolved:

- **By reviewing Membership and agreeing succession planning strategies; the Committee ensures that the Corporation continues to have the required mix of skill sets to effectively undertake its business in improving the quality of Teaching, Learning and Assessment.**
- **Maintaining high performance amongst Governors enables the Corporation to continue to provide strategic leadership and accountability**
- **A high performing corporation is able to support the college to achieve its aims and objectives and secure positive outcomes for students**
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- **The Corporation is committed to ensuring the effective control and due diligence takes place and that systems of delegation and accountability are in place**
- **The Board continues to conduct its affairs as openly and as transparently as possible**
- **This self-critical approach enables the corporation to provide a strong level of assurance to all stakeholders of the Corporations high standards and continued**

commitment to conduct its business in the best interest of its students and stakeholders.

10. Determination of confidentiality

The supporting papers for agenda item 7 are deemed confidential.

11. Date of next meeting. 14th June 2022 from 5pm via Teams.