



HUDDERSFIELD NEW COLLEGE FURTHER EDUCATION CORPORATION

Search & Governance Committee Meeting held on Thursday 5th November 2020 via Zoom from 5 pm to 7.30pm.

Confirmed Minutes

Present: Ms M Boryslawskyj (Chair), Ms L Summers, Mr A Nelson, Mr J Dawson and Ms A Williams (100 % attendance).

Clerk: Mrs C Coupland

1. Apologies for Absence/ Declaration of Interest

There were no apologies for absence. A declarations of Interest was made by Ms Summers for agenda item 15.

2. Minutes from Meeting held on 14th May 2020

Resolved:

That the minutes be accepted as a true record.

3. Matters arising

National Leaders of Governance : Framework Checklist :

To be addressed under agenda item 4.

Scheme of Delegation:

Ms Williams confirmed that she had recirculated the policy approval route to all senior leaders post meeting. Ms Williams explained that given the distractions of COVID 19 she had not yet had time to check that the document had been updated to ensure that all formal reviews had taken place within the agreed timescale of 3 years.

Code of Conduct:

The Clerk confirmed that all Governors have since returned signed confirmation to observe the Code of conduct to the best of their abilities.

Corporation and Committee Membership:

The committee noted that Ms Fleming's term of office was not recommended for extension to December 2023 as recorded in the last set of minutes due to a change in Ms Flemings personal circumstances. Ms Fleming resigned with immediate effect from her governor duties at the end of the last academic year, as notified to the corporation at its meeting in June 2020.

The clerk explained that to date no progress had been made in advertising the committee's co-opted vacancy. A further update will be presented to the committee at its next meeting.

4. Compliance reviews:

- **Code of Good Governance**

The Clerk reminded the Committee that annual compliance checks of the code are undertaken annually.

The compliance review confirmed to Governors that all 'must' areas of activities, covered by statute and/or the minimum expected by the principal regulators and funding agencies, continue to be met.

Time was taken by the committee to review the clerk's assessment for each point of good practice raised under the key principals of the code. Deliberations focused on identifying opportunities for compliance development for the two amber rated areas (partially met). It was agreed sensible to revisit discussions on Corporate Social Responsibility at the next strategy planning day to enable the board and senior leaders to consider appropriate and measurable environmental and social priorities for the college to address during the life of the next strategic plan. It was also agreed necessary for the senior leaders to continue to report back to the corporation and / or its committee on responses to all college surveys this academic year given that face to face stakeholder engagement opportunities for governors are significantly limited due to the ongoing health pandemic.

- **National Leaders of Governance - Framework Checklist**

The committee reminded itself that this was not an official checklist endorsed by the National Leaders of Governance but rather an indication of good practice within the sector. The committee welcomed the update provided by the clerk on progress of the action log. It was accepted that advancement of some of the tasks assigned had not been implemented due to COVID 19. The committee noted the financial KPIs adopted for 2020/21 and that changes to the presentation of financial executive summaries had been positively received by the F&R committee.

Resolved

- **To record that a robust review of the effectiveness of the current governance framework had been undertaken against the AoC's Code of Good Governance.**
- **For CSR discussions to be revisited at the next strategy planning day in February 2021**
- **For the corporation (or its committees) to receive headline summaries on stakeholder responses to college questionnaires and surveys.**
- **For further updates to be provided to the committee on the NLG Framework action log to monitor progress.**

5. Governor Attendance Review 2019/20

Within the Clerk's report it was confirmed that the overall attendance target for 2019/20 was set at 81% by the S&G Committee in line with the historical benchmark data available; this was deemed to be aspirational as well as realistic at the time.

For 2019/20, HNC's Governor Average for overall attendance (for all Committees & Corporation) at 88% (2% increase 2018/19) remains above the sector average attendance for all meetings. The final figure for all FE and Sixth Form Colleges combined for 2019/2020 was based on 95 responses, the mean average attendance rate was – 83%. The range of attendance rates: lowest - 63%; highest - 96%

Members scrutinised the attendance data for all Corporation and Committee meetings during 2019/20. In line with historical practice, the new sector average attendance of 83% is to be adopted for the governor attendance target for corporation meetings only for 2020/21. The target for committee attendance will remain at 75%.

The committee openly recognised that the move to virtual meetings, in response to COVID 19, has had a significant impact on governor attendance at both Corporation and committee meetings. Continued high attendance levels has positively impacted upon the quality of debate or decision making at these meetings during unprecedented times for the college.

Members wished to record their appreciation for all Governors that had again secured high attendance at meetings during 2019/20 given the importance of attendance in order for the Board to continue to perform effectively.

Resolved:

- **That the report be received.**

- **Overall (committee and corporation) attendance target for 2020/21 set at 83%**
- **Corporation attendance target for 2020/21 set at 83%**
- **Committee attendance target for 2020/21 set at 75%**
- **For Governors to be thanked for high attendance levels at all remote meetings in order for the Board and committees to continue to perform effectively.**

6. Competency Framework for Governance: Summary of the Annual Governor Self-Assessment & Skills Audit.

The Clerk confirmed that between July 2020 and September 2020, Governors were asked to complete a questionnaire on the key competency areas of governance. A summary of the responses (83 % return rate – 23% increase on return rate 2019) had been collated and was duly considered by the committee.

The Committee noted the increased number of responses better enables the committee to accurately identify skills gaps and board training needs; in turn making this a purposeful exercise - which is to have a positive impact on board development initiatives.

Members recognised that the intention behind the competency framework was to enable all members of the Corporation to set out their skills and experience whatever their backgrounds. Responses received therefore indicated that Governors’ self-assessed levels of experiences, skills and other attributes on the whole exceeds overall requirements of the Board (green rating).

The lower scoring experiences and skills were flagged within the analysis and discussions. The Clerk confirmed that the gaps identified are to inform individual CPD training programmes.

Resolved:

- **That the report be received**

7. Governance SAR 2019/20 & QIP 2020/21

The Clerk confirmed that between July 2020 and September 2020, Governors were asked to complete a SAR questionnaire on the key areas of governance – a full summary of the responses were presented to the committee. To support the Governance SAR process, all Committees, in June 2020, had also agreed impact statements on their work undertaken within the last 12 months. Furthermore, in March 2020, the Chair met independently with all individual governors as an opportunity to consider and reflect upon overall governance at HNC and their thoughts on their own role and contribution.

Taking all this into account, it was agreed to continue to rate governance as outstanding. The Committee agreed that the summary and strengths of Governance as captured within the SAR fully supports the grade judgement reached.

Particular strengths of the corporation as determined by Governors include:

- The governance structure strengthens governors’ capacity to provide challenge and strategic oversight
- Current practices at HNC demonstrate that the Board is committed to knowledge, skills, behaviours and structures needed for effective governance to deliver effective governance
- The Board has clear policies and processes underpinning its governance framework concerning board development, stakeholder engagement, succession planning
- High quality, detailed executive reports provide governors with pertinent, well-presented information on the college’s performance including the quality of teaching learning and assessment and the college’s ongoing response to COVID 19.

- Strong leadership from the current chair of the corporation, facilitated by the support of the Clerk to the Corporation, ensures that governors deliver effectively on role and collective responsibilities.

Governance performance remains subject to continuous reviews; key areas for improvement and other development priorities were therefore considered by members to determine the Quality Improvement plan for this academic year. It was agreed sensible for the quality improvement plan for 2020/21 to further build upon the limited progress made during the last academic year, recognising the impact of COVID 19 :

- To further retain an effective and responsive corporation through recruitment, succession planning and development & training (in particular succession planning for Chair and vice-Chair roles)
- To effectively respond to, monitor and review the impact of local, regional and national changes on the college's strategic direction and business performance
- Opportunity to further develop governance frameworks, policies and procedures to be informed and shaped by changes to statutory regulations and areas of best practice identified within a range of sources of advice and guidance
- To further develop the stakeholder strategy by seeking new and creative engagement opportunities for Governors to hear and consider stakeholder views

Members asked for the SAR to make specific reference to the planned strategic review for 2021-24, commencing February 2021. It was also agreed necessary for the improvement plan to include coaching and mentoring opportunities for governors and co-optee members to bolster talent pool and strengthen succession planning within the existing governance framework. Furthermore, it was deemed necessary to start to provide access to a range of external training to equip Governors and the Clerk with additional skills that may be required to support new (and unfamiliar) strategic initiatives such as academy conversion and in turn underpin essential changes to the existing governance framework.

Resolved:

- **That the Governance SAR 2019/20 and the Governance Quality Improvement Plan 2020/21, subject to the agreed amendments, be recommended to the corporation for approval.**

8. Governor Training Programme and Policy Review.

The Committee recognises the need for a Governor Training and Development Programme to promote continuous professional development for Governors.

The Clerk presented the proposed training and development programme, which was endorsed by the Committee. The key training needs identified for this academic year draw upon the CPD needs identified by Governors in the self assessment questionnaire (notably Education Inspection Framework and cyber security) as well as required training (including WRAP Training) and joint initiatives to be developed via the collaboration forum with Kirklees College and Greenhead (if possible, subject to covid restrictions and social distancing).

Building upon the need to address individual learning and development needs, the training programme continues to explicitly invite expressions of interest from Governors for any external training or workshop deemed to be of personal interest.

The Clerk advised the Committee that the Governor Training Policy is also subject to annual review. It was noted that minor changes were proposed by the Clerk in recognition of the additional information and training required given use of virtual meeting platforms.

Resolved:

- **That the Training Programme for 2020/21 is approved and that the Corporation is informed.**
- **That the changes to the Training Policy be approved.**

9. Membership Determination & Vacancies

Corporation and Committee Membership:

The Clerk confirmed that at present the Corporation comprises of 14 Governors – there are two external Governor vacancies.

The Clerk confirmed that a governor application had been received, Ms Summers explained that she and Ms Wright had met remotely with the applicant in July 2020. It was a positive meeting and a recommendation to appoint is now made to the committee, with a view for the applicant to also be nominated as Safeguarding Link Governor given Ms Wright's retirement from the Board in July 2021. The committee considered the application and duly supported the recommended appointment. It was noted that given the applicant's current professional role at a local secondary school, conversations regarding possible conflicts of interest and confidentiality are to be appropriately addressed during induction.

The Clerk advised the committee that other expressions of interest were also being pursued, one of which was from an existing co-optee. Members were in agreement that the individuals in contact with the Clerk all possessed required and essential professional skill sets necessary to bolster the corporation's membership. The committee were considerate of the one remaining vacancy as well as pending vacancies in light of expectant long standing governors' retirements in summer term 2020/21. It was therefore deemed sensible by the committee for time to now be taken to consider how and when to fill such vacancies to best support the governance structure going forward.

The Clerk advised the committee that Ms Linda Summers' term of office as Chair expires in July 2021. It was noted that a separate paper had been submitted to the committee to consider options available to support the succession plans for chair appointment. (agenda item 15).

Link Governor Roles:

The Clerk reminded the committee that at the last meeting, it was resolved for her to re-present link governor roles and responsibilities templates; building upon feedback received from Ms Fleming (retired SEND Link Governor).

The Clerk explained that she has since reframed the Link roles to make clear the Board's overall responsibilities for each specific area and to explain how link governors can assist the college in providing sources of assurance to best support the board in delivering on its collective responsibility. The proposed templates have been shared with all lead staff and link governors. Positive feedback had been received. The committee considered the revised roles and responsibilities and agreed for them to be recommended to the corporation for approval.

Members were mindful that the current type of Link Governor roles had been created to fulfil statutory obligations where a Link role with the Board is required. Given current circumstances and experiences related to COVID 19, consideration was given to creating a H&S Link Governor role to serve as a critical friend to the senior leadership team in complying with statutory regulations and requirements of the health, safety and wellbeing of students, staff and visitors. The clerk was tasked with drafting a role and responsibility template to be considered by the committee at its next meeting.

COVID 19 sub-group:

The Clerk reminded the committee that the decision was taken by the corporation for a COVID 19 Sub-Group to be formed in the Summer Term to support SLT in addressing the short term impact of COVID 19. The only meeting to date has taken place on 5th June 2020 to specifically to review college opening plans.

As per government guidance published 29th May 2020; the Chair of the Corporation has always made it clear that the role of the COVID 19 Sub-Group is to stimulate thinking and constructively challenge the Senior Leadership Team to help ensure best operational decisions. Given that, it had been resolved for the Audit Committee to assume

responsibility on behalf of the Corporation, to review and monitor the College's COVID 19 risk assessment as a standing agenda item.

However, given the long term impact of COVID 19 and continued role for the COVID 19 Sub-Group; the Clerk explained to members that she was of the view that clear terms of reference should be drawn up to confirm membership and clarify roles and responsibilities. A draft version of the Terms of Reference was considered by the committee and duly approved for recommendation to the Corporation, subject to the agreed amendments.

It was noted by the Committee that the COVID 19 Sub-Group is to be classified as a Task and Finish group only, not as a formal committee, given that it is a time limited group for the life of COVID 19 with the aim of delivering a specified objective only.

Equality & Diversity Monitoring Information- Governors and co-opted members.

The Clerk reminded the Committee that all Governors at point of application are asked to submit responses to the college's equality and diversity monitoring information form. All governors' are encouraged to submit the information but there is a 'prefer not to say' option for those that do not want to disclose details.

The Clerk confirmed that it is made clear to Governors that the equality and diversity monitoring information is to be used solely for the purposes of combating discrimination and ensuring that corporation policies, procedures, culture and working practices cater for all individuals. Any reporting on the data in this respect will always be anonymous and purely for the purposes of statistical analysis; personal responses will always be kept confidential within Governors' Personnel records.

The Clerk presented the full spectrum of monitoring data for Governors to the Committee. Members noted that the Corporation continues to work towards extending diversity amongst its Governors and is satisfied that the Board continues to recruit the best candidate(s) for the vacant position(s) with relevant professional and personal skill sets. In an effort for the Boards profile to become more representative of the local community, the committee would continue to welcome expressions of interest and applications from individuals identifying themselves as a gender other than female and from individuals who identify themselves as an ethnicity other than white.

Resolved:

- **To recommend to the Corporation the appointment of Ms Johnson as an external Governor for up to four years with immediate effect. (until January 2024)**
- **To recommend to the Corporation the appointment of Ms Johnson as the Safeguarding Link Governor as of July 2021.**
- **To recommend to the Corporation the approval for the revised Link Governor Roles and Responsibilities.**
- **For the Clerk to present a Link Governor H&S role and responsibility template for consideration at next committee meeting.**
- **To recommend to the Corporation the approval of the COVID 19 Sub Group's Terms of Reference.**
- **That the Equality & Diversity Monitoring Information be received.**

10. Risk Assurance Review: Lack of Effective Governance, including lack of effective challenge and support for SLT.

The Committee remained confident in the different levels of assurances identified within the BAF for this specific risk. Members also acknowledged the impact of COVID 19 on inherent and residual risk scores. An overall green assurance level was therefore assigned to this particular risk.

Resolved:

- **To assign Green overall assurance to the risk**
- **For the Clerk to update the Master BAF**

11. Any other Business.

There was no other business.

12. Learner Impact Reflection

The impact of discussions and scrutiny of the Committee's 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,**
- **Critical review of annual performance ensures that the Board has fulfilled its statutory and delegated responsibilities.**
- **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**
- **The Committee is committed to ensuring that every governor develops the skills they need to be effective and to make an active and valuable contribution to the work of the Corporation**
- **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 of the governing body.**
- **By adopting the Code of Governance, 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 pursuit of excellence in all of the Corporations activities is demonstrated by an uncompromising and highly successful drive to contribute to the colleges success and ambitions**
- **Effective leadership of the governing body is critical. With the board proactively planning for future leadership it ensures that the chair continues to achieve the balance of delivering the strategic role and accountability.**

13. Determination of confidentiality

Supporting papers for the Membership and Vacancies Report is deemed confidential as it specifically refers to individuals.

14. Date of next meeting: 9th February 2021 from 5pm via Zoom

Ms Summers left the meeting at this point.

15. Term of Chair – Proposal paper for consideration (reserved item)

The Clerk advised the committee that Ms Summers was appointed for a final term of office in 2018 as external Governor for 4 years. (to end Summer 2022) Ms Summers was also appointed as Chair of the Corporation in 2018 for three years, as per the Corporations Standing Orders. Ms Summers time as Chair is therefore to cease at the end of the academic year 2020/21.

The Clerk explained that Ms Summers had advised her that she would not wish to serve the final year of her current term of office as an external governor for 2021-22 given that her term as Chair will have ended. She does not feel that it would be appropriate to continue to serve on the board for she believes that this will be a hindrance for the newly appointed chair and would possibility compromise the effective governance processes in place. Ms Summers, under the current

arrangements, will therefore retire from the corporation in July 2021. The Clerk also took this opportunity to advise the committee that Ms Williams fixed retirement date is July 2022. (end of academic year 2021/22)

The clerk's report to the committee therefore outlined options available to members as to how best support the corporation and college with chair succession planning.

The committee during its deliberations, noted that the corporation's standing orders stipulates that the Corporation at Huddersfield New College has determined that a Governor will *normally* be eligible for consideration for re-appointment for a maximum of two terms of office. The committee was however mindful that the Corporation is free to determine its membership within the more relaxed parameters set out in the Instrument of Government.

In recognition that the role of the Chair is key to the success of a Corporation, acting as a vital link between the Corporation and management. Members viewed it sensible, on this occasion, to retain Ms Summers' knowledge, skills, expertise and experience, at a time of significant change for the college's leadership including but not limited to ongoing financial turbulence, COVID 19, significant pending leadership and membership changes for both SLT and the Corporation and possible academy conversion.

In light of these exceptional circumstances, it was agreed by the committee to make a recommendation for Ms Summers to be further appointed as Chair from July 2021 for a period of three years (to July 2024) or as determined by conversion should the college, during Ms Summers' time as chair, convert to academy status and in turn dissolve the existing corporation.

At the meeting Ms Boryslawskij and Mr Nelson were nominated on behalf of the S&G committee to propose and second Ms Summers' nomination, with her agreement, as per the Corporation's procedures for the nomination and election of the Chair.

Members were reminded that the vice chair role will also become vacant given that Mr Dawson's term of office ends July 2021. It was agreed appropriate for the Clerk to advertise the opportunity for the Vice-Chair role to all Governors in the lead up to the end of the academic year.

Resolved:

- **For Ms Boryslawskij and Mr Nelson to propose and second Ms Summers' nomination, with her agreement, as per the Corporation's procedures for the nomination and election of the Chair**
- **For the Clerk to seek Ms Summers' agreement to be nominated to the Corporation for further appointment as Chair of the Corporation.**
- **To recommend to the corporation for Ms Summers to be further appointed as Chair of the Corporation from July 2021 for a period of three years (to July 2024) or as determined by conversion should the college, during Ms Summer's time as chair, convert to academy status and in turn dissolve the existing corporation.**
- **For the Clerk to advertise the role of Vice Chair to all Governors for appointment as of September 2021.**