



HUDDERSFIELD NEW COLLEGE FURTHER EDUCATION CORPORATION

Search & Governance Committee Meeting held on Tuesday 9th February 2021 via Zoom

Confirmed minutes

Present: Ms M Boryslawskij (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 declaration of Interest was made by Ms Boryslawskij for agenda item 4.

2. **Minutes from Meeting held on 5th November 2020 and 17th December 2020.**

That the minutes be accepted as a true record.

3. **Matters arising**

5th November 2020

Governance Self Assessment Review (SAR) 2019/20 & Quality Improvement Plan (QIP) 2020/21:

The Committee recalled that the corporation, at its meeting in December 2020, approved the Governance SAR and QIP.

Governor Training Programme and Policy Review:

The clerk confirmed that the Training plan for 2020/21 had been shared with all governors.

Membership Determination and Vacancies:

The committee recalled that at the corporation meeting in December 2020, Governors had approved the appointment of Ms Johnson as an external Governor for up to four years with immediate effect. (until end of Autumn term 2024) and for Ms Johnson to assume Safeguarding Link governor role as of September 2021.

The Corporation also approved the recommend revised Link Governor Roles and Responsibilities as well a COVID 19 Sub-Groups Terms of Reference.

The committee noted that the Link Governor H&S role and responsibility template was to be considered under agenda item 4 at tonight's meeting.

Term of Chair:

At its meeting in December 2020, the Corporation approved the further appointment of Ms Summers 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.

17th December 2020:

Membership Determination and Vacancies:

The committee recalled that at the corporation meeting in December 2020, Governors had approved the appointment of Mr Hosker as an external Governor for up to four years with immediate effect. (until end of Autumn term 2024)

4. **Membership Determination and Vacancies**

Corporation and Committee Membership:

The Clerk advised the committee that at present the Corporation comprises of 16 Governors. There are no vacancies.

There are however two external governor vacancies pending as of the start of the next academic year given the retirement of Mr A Nelson and Ms T Wright. One vacancy has been filled given the recent appointment of Ms R

Sivori. (current co-opted member of the R&P Committee). One vacancy will therefore remain as of September 2021. The committee noted that the approach to filling this vacancy is to be addressed under the discussion paper submitted for agenda item 5.

The Clerk explained that Ms Courtney Bostock, the current Student Governor will serve until Easter 2021; however she has already expressed an interest in serving for a further year given that she will still be studying at HNC during the next academic year. She is aware that the opportunity to serve as Student Governor will however still be advertised to all students this term and if necessary will be a contested position.

Chair & Vice-Chair of the Corporation:

The Clerk confirmed that Mr Jonathan Dawson's term of office as Vice Chair is to end July 2021 and term of office; although his term as External Governor doesn't expire until July 2022.

After having sought expressions of interest for the pending Vice-Chair vacancy; One nomination was received from Ms M Boryslawskij (deadline given for 25th January 2021). Mr Nelson proposed and Ms L Summers seconded the application. The committee supported the application and recommend to the Corporation for Ms Boryslawskij to be appointed as Chair of the Corporation from July 2021 to July 2024.

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 being concentrated on attracting an independent governance professional to join the S&G committee as a co-opted member.

Members recognised that the Finance & Resources Committee has been bolstered with the recent appointment of Mr T Hosker (Governor) and Mr Watson (co-opted). Ms Needham remains as the appointed Chair of the Committee. Mr Dawson, continues to attend Remuneration & Personnel Committee as well as the Search & Governance Committee, on behalf of the Finance & Resources Committee, whilst Ms Needham settles into the role of Chair. The Clerk confirmed that she continues to liaise with Ms Needham to determine when she feels able to join the said committees given her remit of F&R Chair.

The Clerk advised members that efforts will now be made to strengthen the Audit Committee, in particular to appoint a Committee Chair given Mr Nelson's retirement next Summer. Mr Leach has expressed an interest in Chairing, the Clerk has meet with Mr Leach to discuss this further on Friday 5th February 2021. On Mr Leach's request Mr Nelson is to also speak with him to inform his final decision. An update will be provided to the committee at its meeting.

Link Governor Roles & Responsibilities:

The Clerk presented a proposed template of a role and responsibility for a H&S Link Governor. After due consideration it was agreed not necessary to assign a specific governor to this role but rather continue to draw upon the professional skills and expertise of a range of governors and co-opted members of the F&R Committee to serve as critical friends to the senior leadership team. It was also noted that as the F&R committee is delegated the responsibility of monitoring and overseeing the colleges compliance with statutory regulations and requirements of the health, safety and wellbeing of students, staff and visitors; it would be sensible for the Clerk to review the type of H&S information reported to the committee in order to be satisfied that the necessary assurance sources are being considered in a timely manner.

Resolved:

- **To recommend to the Corporation that Ms M Boryslawskij be appointed as Vice Chair of the Corporation from July 2021 to July 2024.**
- **For the Clerk to review the type of H&S information reported to the F&R committee in order to be satisfied that the necessary assurance sources are being considered in a timely manner.**

5. Board Diversity

The Clerk explained that, as per its policies and procedures, the corporation continues to recruit the best candidate(s) for the vacant position(s) with relevant professional and personal skill sets. However it is acknowledged amongst the S&G committee that it would welcome expressions of interest and applications from individuals identifying themselves from other unrepresented groups in an effort for the Boards profile to become more representative of the local community.

The Clerk presented a discussion paper to the committee for members to explore what additional action could be taken to ensure that the corporation is using governor recruitment as an opportunity to add diversity to its board composition.

All present agreed that building a diverse board brings in new ways of thinking, insights and different perspectives on stakeholder wants and needs.

The discussion paper drew attention to the many different variables which can be used to describe and define diversity and also provided comparative data for each variable of the board's current composition against its current staff and student cohorts :

- Age

Younger directors bring diverse, and increasingly non-traditional backgrounds and skills to the table.

- Ethnicity

Ethnic diversity pertains to having a mix of individuals from various racial, cultural and religious backgrounds. The ethnic mix of a board should ideally represent the area in which the college operates.

- Gender

historically corporations have largely been a male consortium. The benefits of having a gender balanced boardroom are now widely recognised.

- Skills expertise & Competencies

Having an optimal mix of skills expertise and experience is paramount to ensure that the board as a collective is equipped to guide the business and strategy of the college.

- Disabilities

Growing the proportion of disabled people on boards can only help organisations to focus on how they can become more inclusive as employers and in the delivery of their services

- Sexual orientation

The college has advanced in its internal diversity and its array of inclusion programmes, especially for students, and as such the importance of LGBTQ+ representation on the board would be most welcomed to bring a further element of heterogeneity as well

The committee acknowledged that recruiting for a board that remains diverse on a number of levels – skill sets, backgrounds and perspectives – takes careful planning and focus. All present agreed that time should now be taken to target recruitment strategies to known under-represented groups when filling the remaining one corporation vacancy (as of September 2021) to best support the board in becoming more representative of the local community, rather than concentrating on addressing known / anticipated skills gaps amongst the board. Especially given that the corporation, through its local recruitment campaigns, is currently rich in skills expertise and professional experience.

The committee agreed it necessary to target recruitment advertisements to niche organisations, professional networking groups etc in an effort to rebalance elements of the corporation membership and genuinely seek to add value to the quality of board meetings and to the robustness of the board's decision making. Members noted that this approach to recruitment may take more time, especially in light of COVID 19, all agreed it necessary to run with an external governor vacancy for longer than usual on this occasion with a view to progressing further on diversity.

Resolved:

- **The committee agreed that the Corporation should continue to work towards extending diversity amongst its Governors and co-opted members.**
- **For targeted recruitment advertisements to be placed with niche organisations and professional networking groups in an effort to rebalance elements of the corporation membership. The committee noted that this recruitment approach may take more time and that it may be necessary for the corporation to run with a vacancy for longer than usual.**

6. Governance Quality Improvement Plan 200/21 – Progress 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 2020/21 and incorporated in the quality improvement plan.

The committee was satisfied that good progress was being made, especially given the current circumstances, on the actions agreed as necessary to enable the corporation to main its high performance.

Resolved:

- **To receive the update.**

7. Governance Policies and Procedures – Annual review.

The Clerk confirmed that the following policies have been reviewed and that all have been deemed to be comprehensive and appropriate. No changes are therefore proposed.

- 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 committee was of the view however that the 'selection of governors' policy should be revisited in light of the decision made today regarding positive approach to be taken on recruitment diversity.. The Clerk agreed to undertake a further review in time for the committee's next meeting in May 2021.

Resolved:

- **To note that an annual review of the above policies and procedures have been undertaken by the Clerk, no recommendations on changes to Policies are necessary.**
- **For the Clerk to undertake a further review of the Corporation's selection of Governors policy for the committees next meeting.**

7. Any other Business.

Request from R&P (confidential)

8. 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.**
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- **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**

8. Determination of confidentiality

The minutes for agenda item 7 are deemed confidential.

8. Date of next meeting: 12th May 2021 from 5pm.