



HUDDERSFIELD NEW COLLEGE FURTHER EDUCATION
CORPORATION

Search & Governance Committee Meeting held on Monday 7th June
2021 from 5.30pm via Zoom.

Confirmed Minutes

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

Clerk: Mrs C Coupland

1. Apologies for Absence/ Declaration of Interest

There were no apologies submitted.

There were no declarations of interest recorded.

2. Minutes from Meeting held on 9th February 2021

- **That the minutes be received as a true record.**

3. Matters arising

- *Corporation and committee Membership.*

The committee noted that the recommendation for the appointment of Ms Boryslawskij to be appointed as Vice Chair of the Corporation from September 2021 was approved by the corporation at its last meeting on 22nd April 2021.

At the last committee meeting members tasked the clerk with reviewing the type of Health & Safety information reported to the F&R Committee in order to be satisfied that the necessary assurance sources are being considered in a timely manner. The Clerk presented her findings to the committee. The committee reported to be assured that the key actions for leaders (staff and governors) in measuring H&S performance effectively, as stated within the HSE guidance, were appropriately presented to and considered by the F&R Committee.

- *Board Diversity*

This matter is to be addressed under agenda item 8

- *Governance Policies and procedures*

The committee asked the clerk to revisit the 'selection of governors' policy in light of the decision made at the last meeting regarding the positive approach to be taken on recruitment diversity.

The committee, endorsed the clerks view that the policy remains comprehensive and appropriate. The policy makes clear that the Corporation is committed to ensuring that its

membership is working towards reflecting the community served by the college.; and that new membership of the Corporation is drawn from the community served by the college.

The committee was of the opinion however that the reference to including representation from key partners, as currently stated within the scope of the policy, should be removed.

Members also viewed it appropriate to include a flow chart as an appendix to the policy to outline the robust selection process undertaken to provide assurance on how the corporation makes sound decisions on appointment.

AOB: Request from Remuneration & Personnel Committee

Ms Summers confirmed that Mr Nelson accepted the R&P's committee invite and attended the tender meetings held in April 2021.

4. Standing Orders 2021: annual review

The constitution and powers of the Corporation continue to be set out in the Instrument and Articles of Government of Sixth Form College Corporations. These Standing Orders are to be referred to alongside the Instrument and Articles to gain a full understanding of the operation of the Board. The Clerk advised the Committee that the Corporation's standing orders are subject to annual review.

The committee considered the proposed changes to the Standing Orders as recommended by the Clerk.

- The amendment to section 3.3 serves to reflect the recent decision making for key appointments e.g. Chair of the Corporation. When it was viewed necessary to retain governors' knowledge, skills, expertise and experience, beyond the maximum of two terms, especially at a time of significant change.

The Clerk confirmed that determination of membership is more relaxed within the I&A. The decision to re-appointment for up to a maximum of two terms was initially imposed by the corporation in the interests of good practice and to secure diversity of the board composition.

The committee, post deliberations, endorsed the changes but asked for the standing orders to make clear that only in exceptional circumstances shall additional terms be considered for recommendation to the corporation.

- The Clerk recommended the deletion of the following under appendix 2, section 2 – the role of committee chair. *“All committee chairs, including the chair of the corporation, shall serve the Search & Governance Committee”*.

After a full debate, the committee agreed that there is a value to extending the committee's membership to all governors rather than limiting it to chairs of committees only. This would ensure that undue reliance is not placed on particular individuals and that the committee would benefit from being more broadly representative of the corporation membership and community interests than any other committee.

Members were keen however to ensure that alternative communication channels are to be secured with the committee chairs, to canvass their views on matters relating to committee membership and the effectiveness of governance policies, practices and procedures, as per current practice.

Resolved:

- **For the corporation to note that an annual review of the Standing Orders has been undertaken**
- **For the Corporation to approve the proposed changes to the Standing Orders, subject to amendments agreed (as approved by the committee chair post meeting)**

5. Scheme of Delegation 2021: annual review

The Clerk advised members that the Scheme of Delegation continues to accurately reflect current governance practices and remains compliant with legal requirements.

The Clerk explained however that minor amendments were required to ensure that the scheme of delegation accurately reflects the levels of financial delegation as listed under the Public Procurement Regulations (PPR) 2020 which came into effect following the expiry of the Brexit transition period.

The Clerk confirmed that the policy approval route remains compliant with the College's Governance Legal Advisors recommendations of the most important policies and codes which sixth form colleges should have in place. It was agreed that no amendments were therefore required. It was also noted that all policies continue to be subject to formal reviews within specific timescales (no greater than 3 years).

Proposed Resolution:

- **For the corporation to note that the annual review of the Scheme of delegation has been undertaken**
- **For the Corporation to approve the minor changes required to the scheme of delegation to reflect the Public Procurement Regulation (PPR) 2020**

6. Code of Conduct 2020 : annual review

The Clerk explained to the Committee that the Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Corporation Members, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Corporation and Principal as the Chief Executive.

This Code therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.

The Code continues to apply to every committee and working party of the corporation and adequately reminds governors and co-opted members that breach of the code may lead to termination of appointment

The Clerk confirmed that the Code of Conduct accurately reflects local processes and procedures. The existing code also continues to satisfy the model template as issued by Eversheds (The College's Governance legal advisor).

Members noted that only changes required to the Code of Conduct is to ensure that it accurately reflects the college's revised vision, mission and values as per the proposed strategic plan for 2021-24; due for formal approval by the corporation in July 2021.

All Governors and Co-Opted members are asked to sign and return the form confirming that they shall agree to observe this code of conduct to the best of their abilities.

Resolved:

- **That the Code of Conduct be recommended for approval by the Corporation.**
- **For all governors to confirm by email to the Clerk that they shall agree to observe this code of conduct to the best of their abilities.**

7. Stakeholder Engagement Framework, Planner and Calendar Plan 2020/21

The committee recognises that having strong and effective engagement in place is important because it supports the Corporation to strengthen their evidence-based decision making.

Members also agreed that the Corporation's existing Strategy continues to make clear the benefits of stakeholder engagement and how the Corporation identifies key stakeholder groups - those who have an interest in improving learning and development outcomes for young people of Kirklees and those who are recipients of the college's services. No material changes to the framework were therefore deemed necessary by the committee; other than ensuring that it is updated to reflect the changes to the ASPIRE values in light of the strategic plan for 2021/24.

The Committee took the time to review the Stakeholder Engagement Plan which continues to outline the range of methods available to build an effective and responsive corporation. Again, no changes were agreed necessary to the plan for it was agreed that it continues to be aligned to each stakeholder's focus and concerns.

The Stakeholder Engagement Calendar was also considered the Committee. The calendar demonstrates how the Plan has been actioned for 2020/21. Members noted that again opportunities to meet with Staff, Students and parents/carers at planned celebratory / showcasing events have not taken place due to continued social distancing in response to the ongoing Coronavirus pandemic.

Going forward, it is hoped that additional opportunities for governors to meet face to face with all internal stakeholders, in particular, will be permitted for the next academic year with governors being visible and available at college events. However, should social distancing continue; it was agreed appropriate for the Clerk to consider hosting virtual events for governors to connect with stakeholders using the available technology at college.

Resolved:

- **For Corporation to note that the annual review of the Stakeholder Engagement Framework and Plan has taken place**
- **For The Stakeholder Engagement Calendar 2021/22 to be shared with all Governors by August 2021**

8. Membership Determination & Vacancies

Corporation membership:

The Clerk confirmed that at present the Corporation comprises of 15 Governors, given Ms Needham's resignation with immediate effect in February 2021.

The committee noted that two further vacancies will also arise in light of the retirement of Mr A Nelson and Ms T Wright in July 2021.

One vacancy has been designated to the appointment of Ms Sivori as resolved at the Corporation Meeting in December 2020. Ms Sivori's term of office is to commence September 2021.

The filling of a further vacancy is to target under-represented groups in an effort to rebalance elements of the corporation membership. The final vacancy is to be designated to recruit a governor from a financial professional background. The Clerk confirmed to the committee that the vacancies have been advertised to community organisations and professional networking groups and finance companies. To date, no expressions of interest have been received.

Audit committee Membership:

The Clerk reminded the committee that Mr Nelson is to retire from the corporation and as chair of the audit committee in July 2021.

The Clerk confirmed that expressions of interest to assume role of chair of the committee were sought from members. Mr Uppal, an experienced co-opted member, made clear his desire to take up this position. After due consideration – the committee agreed to recommend Mr Uppal's appointment to the corporation, for it was concluded that there were no legal and / or regulatory reasons prohibiting a co-opted member from assuming role as audit committee chair and it was recognised that Mr Uppal is a highly effective and engaged member of the audit committee who would successfully fulfil the role of committee chair.

The Clerk also advised the Committee that Ms H Haigh had expressed interest in being appointed as Vic-Chair of the Audit Committee to assume the link between the committee and the corporation in order to appraise governors of the work of the committee via presentation of minutes and papers for approval. Again the committee agreed to recommend this appointment to the Corporation.

The Clerk also took this opportunity to inform the committee that an expression of interest is actively being pursued for a co-opted member role.

F&R Committee:

The Clerk advised the committee that Ms Summers had temporarily assumed role of F&R Committee Chair after the unexpected resignation from Ms Needham. Mr Jonathan Dawson has since expressed an interest in taking on committee chair responsibilities again for the remainder of his term of office.

The committee considered and agreed to recommend to the corporation the appointment of Mr Dawson as Committee chair.

S&G Committee:

The Clerk reminded that those present that the S&G's committee membership is to reduce to 4 on the retirement of Mr Antony Nelson. Mr Jonathan Dawson has also expressed a desire to step down from the S&G committee. This will reduce the committee to only 3 members; the terms of reference state that the committee should comprise of no less than 4 members.

The Clerk advised the Committee that Mr Alex Leach has expressed an interest in joining the Search & Governance Committee. The committee agreed to recommend this appointment to

the Corporation and stated that it would also welcome other governors to express an interest in joining the committee in an effort to further bolster its membership.

The Clerk also took this opportunity to inform the committee that an expression of interest is actively being pursued for a co-opted member role.

Link Governors:

The Clerk reminded the committee that Ms Wright is to retire as governor and as safeguarding Link Governor in July 2021. Ms Sam Johnson is to assume the Link Governor role as of September 2021; the Clerk confirmed that a handover is currently underway to allow for seamless role transition. The committee agreed however that it would be helpful for the Clerk to ask Ms Wright to continue to offer her support and guidance throughout 2021/22 should Ms Johnson welcome this arrangement.

Resolved:

- **To recommend to the corporation for Mr Navinder Uppal to be appointed as Chair of the Audit Committee from September 2021 to July 2023.**
- **To recommend to the corporation for Ms Hannah Haigh to be appointed as Vice-Chair of the Audit Committee from September 2021 to July 2023.**
- **To recommend to the Corporation for Mr Jonathan Dawson to be appointed as Chair of the F&R Committee as of September 2021 to July 2022.**
- **To recommend to the Corporation for Mr Alex Leach to be appointed as a member for the Search & Governance Committee.**
- **To advise the corporation that Mr Jonathan Dawson is to no longer serve on the Search & Governance Committee as of September 2021.**
- **For the Clerk to continue to advertise the governor vacancies for September 2021.**
- **For the Clerk to speak with Ms Johnson and Ms Wright on possible extension to support arrangements for 2021/22, if required.**

9. Governance Self-Assessment Review 2020/21

The Clerk reminded the Committee that HNC's Competency Framework for Governance better identifies skills and knowledge gaps in governors' personal attributes, professional talents and relevant experience which underpin effective governance.

HNC's competency framework draws upon the essential and desirable skills for governance which can be acquired through a range of life experiences. It is based on three structured components:

- A skills audit to assess the skills, knowledge and experience of Governors to help identify skills gaps to inform succession strategies. (assessed via responses to the self assessment questionnaire)
- The self-assessment evaluative process builds upon the DfE's competency framework for governance needed for effective governance (assessed via responses to the self assessment questionnaire)
- The Chair of the Corporation also meets individually with governors to create a stronger and more motivated board.

The committee agreed to the skills audit and self assessment questionnaire again being made available to all governors via moodle. With the responses to the questionnaire being presented to the S&G committee at its autumn term meeting. As usual, responses will inform the Governance SAR grade for 2020/21 and the governance quality improvement plan for 2021/22.

The Clerk explained that the DfE are currently undertaking a formal review of the competency frameworks for governance in response to the strengthening of governance work laid out in the recent FE white Paper. The Clerk will therefore update the committee on any material changes to the DfEs governance Framework for 2021/22; It is expected however to address the strengthening of accountability and assurance within governance practices with the introduction of more explicit funding requirements for annual self- assessment and 3-yearly external reviews. Colleges may be also be asked to disclose self-assessment outcomes to the ESFA in order to share good practice and to also facilitate a support role for ESFA for any areas of concern / difficulties. It is understood that the frameworks will be ready for launch late Autumn.

Resolved:

- **For the self-assessment questionnaire to be re-issued to all governors for completion via Moodle by September 2021.**

10. S&G Committee Self-Assessment.

The Committee reflected upon its work throughout the academic year and agreed that it is fully covering its terms of reference.

Members were asked to consider how the Committee's work had impacted/ contributed to the overall work of Governing Body during this academic year and to email their thoughts to the Clerk to insert into the committee's self-assessment report which will be distributed to all Governors.

Resolved:

- **That the Committee has complied with its terms of reference**
- **For members to email the Clerk with any impact statements by the end of term.**

11. Any other Business.

Members wished to formally record their thanks to Mr Nelson and Mr Dawson for their support, engagement and commitment to the work of the S&G committee.

12. 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:

- **Assurance received that the governing framework and assurance reporting of H&S is compliant with statutory responsibilities and regulations.**
- **The Board continues to conduct its affairs as openly and as transparently as possible**
- **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 Corporation is committed to ensuring the effective control and due diligence takes place and that systems of delegation and accountability are in place**
- **To continue to ensure that the college publishes accurate and honest information about its activities and processes**
- **Systems for rigorous evaluation and analysis are embedded within governance with a clear focus on continuous and ongoing improvement.**

- **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.**

13. Determination of confidentiality

The supporting papers for agenda item 8 are deemed confidential

14. Date of next meeting: To be confirmed.