



## HUDDERSFIELD NEW COLLEGE FURTHER EDUCATION CORPORATION

Search & Governance Committee Meeting held on Thursday 7<sup>th</sup> October 2021 via teams from 5pm.

### Confirmed Minutes

**Present:** Ms M Boryslawskij (Chair), Ms L Summers and Ms A Williams (75 % attendance).

**In attendance:** Ms J Muscroft (to agenda item 9)

**Clerk:** Mrs C Coupland

**1. Apologies for Absence/ Declaration of Interest**

Apologies of absence was received from Mr A Leach.

There were no declarations of interest by the committee.

Ms Muscroft was welcomed to the meeting as an observer.

**2. Minutes from Meeting held on 7th June 2021**

**Resolved:**

**That the minutes be accepted as a true record.**

**3. Matters arising**

*Policy for Selection of Governors*

The Policy was reviewed by the Committee at its last meeting. The committee, was satisfied 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 however was of the opinion that the reference to including representation from key partners, as previously 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.

The Policy, with the recommended changes, was presented to the committee for feedback. The committee approved the changes, subject to amendments agreed.

**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. The committee debated sections of the code where it was considered to be difficult for a sixth form college to fully comply with all elements of a principle given limited relevance to the sixth form sector such as 'building strong two way relationships with the Local Enterprise Partnerships and other employer-led local groups' (section 5.1). The committee agreed however that the college continues to remain responsive to the community

needs and relevant employment trends via its curriculum and strategic plan thus securing compliance with the overall principal in general being satisfied.

Deliberations concluded that the compliance review was a fair and accurate assessment of the corporation's performance to date. A number of 'should' areas remain part or not met, the committee was satisfied however with the reasoning behind this from the review.

The Clerk advised the committee that there has been a review of the Code of Good Governance undertaken by AoC – it is understood that only minimal changes are to be introduced which will take effect as of next academic year 2022/23. The Clerk will therefore amend the framework template as necessary for next year's self-assessment review.

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

The Clerk reminded the committee that this checklist was undertaken as a voluntary exercise as a part of corporation's continual improvement agenda and commitment to past practice. The committee welcomed the update provided by the clerk on progress of the action log. The committee was satisfied that all elements of the action plan have been achieved.

The committee agreed to the benefits in using external, sector relevant, frameworks to inform best practice and to support continuous improvement, especially in preparation for the new funding requirement to conduct an external governance review at least once every three years. On reflection, the committee agreed that the ever increasing external challenge for corporations was to feature as a developmental point within the governance quality improvement plan, with time being spent in seeking out alternative good practice frameworks to be used as an additional tool to inform the self-assessment process at HNC.

#### **Resolved:**

- **To receive the reports**
- **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 and the NLG framework.**
- **To seek out alternative governance frameworks regarding sector best practice to inform self-assessment.**
- **To incorporate board preparation for external challenge into the corporation's quality improvement plan and training programme for 2021/22.**

#### **5. Governor Attendance Review 2020/21**

Within the Clerk's report it was confirmed that the overall attendance target for 2020/21 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 2020/21, HNC's Governor Average for overall attendance (for all Committees & Corporation) remains above the sector average attendance for all meetings at 89% (88% for 2019/20). The final figure for all FE and Sixth Form Colleges combined for 2020/21 was based on 99 responses overall – 88%. For the first time, responses were also calculated for sixth form colleges only (17 in total) at 89%. The range of attendance rates collectively: lowest - 73%; highest - 96%

Members scrutinised the attendance data for all Corporation and Committee meetings during 2020/21. In line with historical practice, the new sector average attendance of 88% is to be adopted for the governor attendance target for corporation meetings only for 2021/22. 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. It is hoped that high levels of attendance will continue for 2021/22 considering that it was agreed for corporation meetings to return to being held at the college – face to face.

Members wished to record their appreciation for all Governors that had again secured high attendance at meetings during 2020/21, with 7 securing 100% attendance, 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 2021/22 set at 88%**
- **Corporation attendance target for 2021/22 set at 88%**
- **Committee attendance target for 2021/22 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 2021 and September 2021, Governors were asked to complete a questionnaire on the key competency areas of governance. A summary of the responses (85 % return rate – 2% increase on return rate 2020) 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 were notably from new governors and will therefore inform individual CPD training and induction programmes. The gaps in experience and skills identified will also inform recruitment and succession planning strategies. The Clerk confirmed that the areas for development have fed directly into the Corporation’s Quality Assurance processes, including the Self-Assessment Review and Quality improvement plans.

A robust discussion was had on how best to support and encourage all governors in contributing to board discussions given the return back to physical meetings. Time was taken to consider a range of initiatives that could be introduced to increase the level of engagement and constructive challenge such as governors supporting each other in meeting preparation, training in scrutiny skills and techniques, having clear expectations that at meetings everyone is to make a contribution (support or challenge), meeting papers to be reduced and separated into essential/on-essential reading packs. It was agreed appropriate to introduce new initiatives throughout the first term with options to further address this issue at the strategic planning day during the spring term if required.

The Committee considered the clerks briefing paper on the effective use of questioning and agreed it sensible to circulate with the corporation meeting dossier to support governor preparations.

The Clerk reminded the committee that the HNC’s Competency Framework for Governance, used to better identify skills and knowledge gaps in governors’ personal attributes, professional talents and relevant experience which underpin effective governance, builds upon the DfE’s competency framework for governance (Jan 2017). The committee was advised that the framework is currently subject to review, any changes will therefore need to be incorporated into the corporation’s skills audit and evaluation going forward.

### **Resolved:**

- **That the report be received**
  - **For the Clerk’s briefing to be shared with all governors**
  - **For all governors to support the initiatives being introduced to encourage engagement and constructive challenge in corporation meetings, given return back to face to face meetings.**
- ## **7. Governance SAR 2020/21 & QIP 2021/22**

The Clerk reminded the committee that to further support the Governance SAR process, all Committees, in June 2021, had also agreed impact statements on their work undertaken within the last 12 months. Furthermore, in April 2021, 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 provides capacity for strategic oversight to satisfy governor responsibilities.
- Highly effective and responsive Committee arrangements ensure all business covered, with valuable specialist input, and time for full consideration.
- Breadth of professional skills and experience of Governors adds value to Board composition - including HR, Staffing, finance, strategic management, risk management, health & safety etc.
- The Board has clear policies and processes underpinning its governance framework concerning board development, stakeholder engagement, succession planning
- A strong, shared commitment from the board to a student-centred ethos and genuine concern for students and staff.
- 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
- Positive working relationships and good communication have been sustained between the Senior Leadership Team and the Corporation throughout another challenging and demanding year given the ongoing pandemic.

The committee was mindful that Governance performance remains subject to continuous reviews - the areas identified by Governors as requiring further work, to remain outstanding, therefore provides the foundation of the Quality Improvement Plan for 2021/22. The committee agreed with the initial targets, proposed by the clerk:

- Board composition and effectiveness (People)  
Quality Improvement Priority 1: To retain an effective, responsive and diverse corporation through recruitment, succession planning and development & training (in particular succession planning for Committee chair roles)
- Strategic Leadership & Oversight (Process)  
Quality Improvement Priority 2: To continue to effectively respond to, monitor and review the impact of local, regional and national changes on the college's strategic direction and business performance.
- Governance frameworks, policies and procedures (Process)  
Quality improvement Priority 3: Opportunity to further develop governance frameworks, policies and procedures to be informed by areas of best practice identified within a range of sources of advice and guidance.
- Stakeholder Engagement (People)  
Quality Improvement Priority 4: To further develop the stakeholder strategy by seeking new and creative developmental engagement opportunities with key internal stakeholder groups

The committee determined it useful however for there to be a separate target to specifically address governors' skills and knowledge for responding to external scrutiny including but not limited to Ofsted and required external evaluations on governance. The clerk was therefore tasked with revisiting the quality improvement plan for resubmission to the committee in advance of the corporation meeting scheduled for December 2021.

**Resolved:**

- **That the Governance SAR 2020/21 be recommended to the corporation for approval at its December 2021 meeting.**
- **For the clerk to revisit the QIP 2021/22 to draw upon the discussions had tonight regarding governors' responses to external scrutiny.**
- **For the revised QIP to be shared with the committee for approval in advance of recommending to the corporation for approval in December 2021.**

## 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 draft training and development programme for consideration, the committee agreed it necessary for the training plan to also be revisited in light of requested additions to the quality improvement plan to ensure that the key training opportunities identified support the CPD needs required to effectively deliver on the improvement/developmental targets of the quality improvement plan.

The committee recognised however that the training programme continues to explicitly invite expressions of interest from Governors for any external training or workshop deemed to be of personal interest. All governors are to be reminded of this.

The Clerk also advised the Committee that the Governor Training Policy is also subject to annual review; no changes were proposed. The committee endorsed this view.

### **Resolved:**

- **That the Training Programme for 2021/22 is to be revisited in light of changes to the quality improvement plan. Has been undertaken with no changes required.**

*Ms Muscroft left the meeting at this point.*

## 9. Membership Determination & Vacancies

### **Corporation Membership**

The clerk confirmed that at present the Corporation comprises of 13 Governors.

There are two external governor vacancies. The Clerk has exhausted many avenues to promote the opportunities. To date, no expressions of interest have been received. There is however to be a further push via social media by the marketing department. All students have also been asked to inform family members of the vacancies as well. The governor opportunities have been logged with national governor search services.

The clerk also confirmed that a further long standing governor's terms of office is set to expire at the end of the academic year for 2021/22, this retirement will not only impact the board but also the F&R committee for a new Committee chair will also need to be appointed. Poor planning has been recognised as a risk, by the committee, to the stability and effectiveness of the corporation's governance framework. The Clerk is therefore to continue to seek out expressions of interest for board vacancies including but not limited to audit, finance and risk. Experience of chairing meetings will also be desirable but not essential

### **Student Governor:**

The clerk confirmed that Ms Coldwell is the newly appointed Student Governor and will serve until Easter 2022. Ms Coldwell has been invited to all Head student meetings to be able to keep abreast of student initiatives and to also serve as a link to the Corporation. Recruitment for the new student governor will commence at the start of the spring term.

### **Staff Governor:**

Ms Dean is the appointed Staff Governor. Ms Dean's final term of office is for two years until August 2022. As of August 2021 - Ms Dean was appointed as Acting Assistant Principal. The Clerk, advised the committee that she is of the view that there are no known / anticipated conflicts of interest which would require Ms Dean to resign from her governor role. The opportunity to serve as the next staff governor will be advertised during the summer term.

### **Parent Governor:**

The committee was reminded that Ms Richards' final term of office is to also expire in July 2022. The opportunity to serve as a parent governor will be advertised to all parents in the summer term.

### **Committee Membership:**

The Clerk confirmed that opportunities for co-opted members also continue to be advertised, with all lines of enquiries pursued.

The Clerk reminded the committee that it had previously been agreed as worthwhile for an independent governance professional to join the S&G committee as a co-opted member. Time was taken for the committee to consider the application received from Ms Muscroft - Service Director Legal, Governance and Commissioning (Monitoring Officer) for Kirklees Council. The Principal, Chair of Corporation and the Clerk met with Ms Muscroft in September 2021, the recommendation was made to support Ms Muscroft's application. The committee endorsed this recommendation.

**Resolved:**

- **That the report be received**
- **For the Corporation to approve the appointment of Ms Muscroft to serve as a co-opted member of the Search & Governance Committee commencing January 2022 for 4 years.**

**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 principal recruitment on inherent and residual risk scores. An overall green assurance level was 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 to consider.

**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 Corporation's 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 Corporation's 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.**
- **Assurance that the Corporation continues to seek out best practice initiatives as well as to inform/lead best practice within the sector in order to remain outstanding in its performance.**
- **Systems for rigorous evaluation and analysis are embedded within Governance with a clear focus on continuous and ongoing improvement.**

**13. Determination of confidentiality**

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

It was also agreed necessary for the SAR and QIP to remain confidential until approved by the corporation in December 2021.

**14. Date of next meeting: 1st February 2022 from 5pm via Teams.**