



Confirmed Minutes

Present: Ms L Summers, Mr J Dawson Ms A Williams (attendance: 60%)

Clerk: Mrs C Coupland

1. Apologies for Absence/ Declaration of Interest

Apologies for absence were submitted by Mr A Nelson and Ms M Boryslawskyj.

There were no declarations of interest.

2. Minutes from Meeting held on 8th March 2018

Resolved:

- That the minutes be accepted as a true record.

3. Matters arising

- **GDPR and E Governance**

The GDPR requires personal data to be processed in a manner that ensures its security. This includes protection against unauthorised or unlawful processing and against accidental loss, destruction or damage. It requires that appropriate technical or organisational measures are used.

A personal data breach can be broadly defined as a security incident that has affected the confidentiality, integrity or availability of personal data. The GDPR introduces a duty on all organisations to report certain types of personal data breach to the relevant supervisory authority. You must do this within 72 hours of becoming aware of the breach, where feasible.

Beyond the imposition of severe administrative fines for data security breaches, the Regulation will also introduce an updated right for data subjects to claim compensation for damages they suffer from such incidents.

There are clear responsibilities for Governors under GDPR; which are to:

- Ensure that their institutions comply with all relevant legal requirements (including its own practices)
- Ensure that appropriate processes and procedures are in place to achieve such compliance
- Conduct themselves in accordance with accepted standards of behaviour in public life with embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership”

The Committee is aware that current practice is for meeting agendas and papers to be available electronically on Moodle as well as sending a paper copy in the post to Governors home and/or

business address. Any other information / alerts / messages for Governors is usually emailed to personal and / or work email addresses. Information can (at times) be highly sensitive and confidential.

The Committee acknowledged that very limited information emailed to governors includes personal data however after due consideration, the committee was of the opinion that current practices unnecessarily poses as a possible threat to personal data breaches. A personal data breach means a breach of security leading to the accidental or unlawful destruction, loss, alteration, unauthorised disclosure of, or access to, personal data. This includes breaches that are the result of both accidental and deliberate causes. It also means that a breach is more than just about losing personal data.

Members also recognised that good information handling also makes good business sense. It enhances the college's reputation, increases stakeholder confidence, and by making sure personal information is accurate, relevant and secure, saves both time and money.

The Clerk reminded the committee that she had received on-line demonstrations and quotations from a number of external companies. The Clerk and Dr J Norton had also met with the University, who have recently adopted a paperless governance system, to explore possible internal options. Operational costings were provided to members for a web based or college based option for e-governance. Dr J Norton provided a demonstration to the committee on the possible internal based solution.

The committee acknowledged that all options provided:

- Highly secured access to documents via valid username and password
- Access managed and restricted (securing sight of papers / meetings to specific members when necessary)
- Site authorisation levels: technician, administrator, member
- Organisational resource library: access to stored documents
- email access/exchange (HNC option will provide college email accounts only)
- easy upload, publish and republish options
- Access can be used on a range of devices (desktops/laptops/tablets)
- Documents uploaded are organised with bookmarks and thumbnails
- Systems are easy to navigate for users of mixed ICT abilities
- Easy to make personal notes on published documents via digital pencil case (draw/highlight/type)
- Easy user interface (easy on the eye)
- Training, Demonstrations and Help documents
- help desk (24hr by telephone for external services / face to face at college)

The committee acknowledged that via e-governance – services and information would be made available to the Corporation in a more secure, convenient, efficient and transparent manner. The Committee preferred the college ICT based solution with a view to providing all Governors with a tablet for the duration of their term of office, subject to a cost effective internal tablet management system.

The tablet would provide two key functions:

- Governor access to current Board Papers for upcoming meetings and access to stored papers, policies and articles via Moodle.
- Governor access to college email accounts.

Dr J Norton asked members to note that Governors would need to read and agree to the Staff IT Acceptable Usage Policy should they be using the IT facilities owned, leased or hired by the College. This Code of Practice also informs all employees / Governors of the College's expectations to ensure they are used appropriately in the furtherance of the aims and policies of the College.

It was noted that Co-Opted members and invited guests to meetings will also need to agree to the IT Acceptable Usage Policy as they will be using the College Bring Your Own Device (BYOD) provision and HNC-Guest WiFi. Dr J Norton was tasked however by the committee with determining how it would be possible to ensure that Governors and co-opted members were unable to save edited versions of documents onto their own devices to maximise cyber security.

The Committee were of the opinion that it would be beneficial for governors to first borrow college tablets from the English and IT department to be used at the first corporation meeting of the new academic year. This no cost option would enable the Corporation to collectively experience e-governance together and provide feedback to the Clerk prior to purchasing tablets or moving forward with the paperless initiative. Dr Norton agreed to providing training for governors in advance of this meeting (sessions to be scheduled by Dr Norton and circulated by the Clerk at the start of the new academic year). It was also agreed worthwhile for Ms Summers (Chair of the Corporation) to observe, with permission, a University Council meeting to better experience and understand e-governance meeting dynamics.

Resolved:

- **To recommend to the Corporation for the first corporation meeting for 2018/19 to be paperless.**
- **For all Governors to be issued with a college email account for all correspondence**
- **For Dr Norton to liaise with internal ICT team to consider how (if possible) to prevent edited versions of documents being saved onto non-college devices to maximise cyber security.**
- **For Dr Norton to advise the Clerk of dates and times for e-governance training sessions at start of 2018/19 academic year.**
- **For the Clerk to approach the University of Huddersfield, to seek permission for the Chair to observe a council meeting.**

- Governance Policy and Procedures: Annual Review

The Committee at the last meeting asked the Clerk to sense check all corporate policies for compliance with the pending implementation of the General Data Protection Regulation (GDPR).

The Clerk confirmed that all existing policies are compliant with GDPR. However, with the increased awareness of the importance of keeping personal data safe and secure, the Committee resolved to recommend to the Corporation the introduction of:

- i) Privacy notices to reaffirm commitment to protecting governors (and prospective governors) rights and personal data
- ii) Retention Schedule for Governance Data; which specifies the maximum period data should be kept for business purposes.

The Committee asks for all existing governors to read, sign and return privacy notice to Clerk subject to approval.

The Clerk advised the committee that Section 178 of the Charities Act 2011 sets out circumstances in which a person is automatically disqualified from acting as a charity trustee. These have always related to bankruptcy and also unspent convictions for crimes involving dishonesty or deception. Individuals who are not allowed to act as a company director are also automatically disqualified to act as a charity trustee.

On 15th January 2018, the Charities (Protection and Social Investment) Act 2016 agreed additional regulations which come into force on 1st August 2018. The full list of wider offences and circumstances that will trigger automatic disqualification have now been included in the revised

'governor eligibility' form that all prospective governors are to sign at point of application. The Clerk reminded the committee that all existing Governors sign and return this form to the Clerk annually when updating the register of interests in the Autumn Term. The committee agreed that on this occasion it is prudent to ask all Governors and co-opted members to return signed forms prior to 1 August 2018 to ensure compliance.

The Clerk also explained to the committee that the current Governor Application form does not best reflect safer recruitment practice or GDPR requirements. The committee considered and approved the proposed governor application form and equality and diversity monitoring sheet which now clearly includes declarations that the prospective governor is not disqualified from working with children and is not subject to any sanctions imposed by a regulatory body.

The clerk explained that references should now also be requested for all volunteer positions. The Reference Request form proposed was duly considered. The committee agreed that the final version needed to be more volunteer friendly whilst not compromising on safer recruitment practices. Minor amendments were discussed and agreed.

Resolved:

- **For the Corporation to approve the Privacy notices to reaffirm commitment to protecting governors (and prospective governors) rights and personal data**
- **For the Corporation to approve the Retention Schedule for Governance Data; which specifies the maximum period data should be kept for business purposes.**
- **For serving Governors and Co-opted members to return signed Privacy notices asap to the Clerk.**
- **For serving Governors and Co-Opted members to return signed 'eligibility' forms to the Clerk by 01.08.18**
- **For the revised governor application form, equality and diversity monitoring sheet and reference request form to be approved subject to minor amendments agreed.**

- Stakeholder Engagement Framework and Stakeholder Engagement Plan

The Committee was reminded by the Clerk that an area of development identified within the Quality Improvement Plan for 2016/17 was "to identify and develop improved methods for the Corporation to engage with stakeholders and be informed of their views". The Clerk was subsequently tasked with developing a stakeholder engagement framework and stakeholder engagement plan that is aligned to each stakeholder's focus and concerns.

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 agreed that the proposed Strategy makes 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. The proposed stakeholder engagement plan also outlines the range of methods used to build an effective and responsive corporation to enable stakeholders to be confident that their views have been heard and actively listened to and that there is an opportunity for those views to effect change for the good of the college.

The committee was of the opinion that the proposed strategic framework provides assurance to governors that engagement and dialogue with all corporate stakeholder groups exists. It was agreed

useful however for the Clerk to create and maintain a stakeholder engagement calendar for each academic year to serve as a corporate activity tracker.

Resolved:

- **To recommend for approval the Stakeholder Engagement Framework and Stakeholder Engagement Plan**
- **For the Stakeholder Engagement Framework to be published on the college's website once approved.**
- **For the Clerk to maintain a stakeholder engagement calendar as of 2018/19**

4. Governors Code of Conduct – 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 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). The minor amendments proposed are highlighted in red throughout the document. The amendments are required to make clear that the code applies to every committee and working party of the corporation and remind governors and co-opted members that breach of the code may lead to termination of appointment (pg 3). The proposed amendments also emphasises the duty to give immediate notice to the Clerk should governor become disqualified (pg 6).

All Governors are asked to confirm by email to the Clerk that they shall agree to observe this code of conduct to the best of their abilities.

Resolved:

- **That the Code of Conduct be approved 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.**

3. Standing Orders – 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; and that no amendments are required.

Resolved:

- **For the corporation to note that an annual review of the Standing Orders has been undertaken and no amendments are required.**

5. Scheme of Delegation – 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 policy approval route remains compliant with Eversheds (the College's Legal Advisors on Governance) 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.

The Committee of staffing policies were due for review. The Clerk as tasked with liaising with the relevant policy author to best determine when the reviews are to take place during 2018/19.

Resolved:

- **For Corporation to note that the annual review of the Scheme of delegation has taken place and no amendments are required.**
- **For the Clerk to liaise with Policy Owners to ensure expected reviews take place during next academic year.**

6. Clerks Report: Membership Determination and Succession Planning.

Corporation Membership:

The Clerk informed the committee that at present the Corporation comprises of 16 Governors. There are no vacancies; given the recent appointment of the Parent Governor. One External Governor Vacancy shall arise however for September 2018. Ms A Thompson's second term of office shall cease on 13th July 2018 (end of the academic year). Ms A Thompson has been reminded of the date of the end of her tenure as governor.

The Clerk advised members that the Marketing Team are to create a new advert for mailshots / e-shots and publications on relevant governor recruitment websites as well as for social media advertising / signposting. The college website will also be updated with all new marketing material and revised recruitment information and packs.

Committee Membership:

The Committee has for some time recognised that it would be beneficial to bolster the Audit Committee's Membership by recruiting co-opted members from financial audit background. The Clerk has received interest from Mr G Wright, an Audit and Accounts Manager from a local firm, to serve as a co-opted member. Mr Wright has taken the time to observe the last F&R Committee Meeting and Audit Committee Meeting. Mr Wright would like to be considered to serve the Audit Committee. The Clerk informed the committee that Mr Wright is considering full membership of the Corporation but understandably he is wanting to gain experience as a co-opted member first.

During the one to one governor reviews with the Chair Ms Boryslawskyj expressed interest in chairing the Search and Governance Committee. The establishment of Search Committees is recommended by the Nolan Committee as an important mechanism to ensure a rigorous and open method of recruiting and selecting members based on skills gap analysis and merit and to robustly review and improve the effectiveness of Governance. The Instruments and Articles of Government does not restrict membership of the S&G Committee and/or stipulate who is to be appointed as the Committee Chair.

The committee agreed that both appointments are to be recommended for approval to the Corporation.

Student Governor:

The Committee was reminded that Scott Buckley's term of office as Student Governor expired at Easter 2018. Mr Blade Tillford-Whitehouse has now been appointed as the next Student Governor. This was an uncontested position; Mr Tillford-Whitehouse will serve as Governor until Easter 2019. The Clerk confirmed that she has commenced induction.

Staff Governor.

The Clerk reminded the committee that Mr Jonathon Hood's term of office as staff governor ends in August 2018, when he retires from the college. All staff have been alerted to the up-coming opportunity to serve as staff governor. Appointment of the next staff governor will be confirmed by the end of the academic year.

Governor Training:

The Clerk confirmed to the committee that Mr Chris Lang - National Leader in Governance (NLG) - attended college on Thursday 29th March to facilitate training for governors on strategic financial oversight - financial planning / management / assurance. Governors that attended found the session very interesting and useful. Mr Lang also provided a positive professional opinion on the comprehensiveness of the financial information presented to governors and the Board Assurance Framework. Observations / suggestions were also made to refine current practices which are to be explored by the Clerk, the relevant Chair of the Committee and Senior Leader.

Resolved:

- **To receive the report**

To recommend to the Corporation that

- **Mr Gavin Wright be appointed as a Co-Opted Member of the Audit Committee as of 3rd July 2018 for a period of up to 4 years (term of office to expire at the end of the Summer Term Autumn Term 2022).**
- **Ms Boryslawskij be appointed as Chair of the Search & Governance Committee.**

7. Framework for Annual Skill Audit and Self-Assessment.

The Committee agreed that the Framework for Annual Skills Audit and Self-Assessment piloted last year had better identified the skills and knowledge gaps in governors personal attributes, professional talents and relevant experience which underpin effective governance.

It was agreed for the questionnaire to again be issued to all Governor for completion during the summer. Responses will be collated and presented to the S&G Committee at its first meeting of the Autumn Term. As before, any gaps identified will inform recruitment and succession planning strategies as well as CPD training programmes. Any area for development will feed directly into the Corporation's Quality Assurance processes, including the self-assessment Review and Quality Improvement plans.

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The Committee noted that one amendment is to be made to the questionnaire. This year it is to include a question regarding whether the Chair of the Corporation has fulfilled their duties well. The Clerk explained to the committee that this question had been accidentally omitted last year – the review of the Chairs performance / effectiveness is cited within the Code of Good Governance.

Resolved:

- **For the Framework for Annual Skills Audit and Self Assessment to be published on the website**
- **For all Governors to complete the annual skills audit and self assessment by 1st September 2018.**

8. Code of Good Governance : Annual Compliance Review

A key task for the Search & Governance Committee is to review and improve the effectiveness of Governance policies, practices and procedures and make recommendations to the Corporation. While there is no legal requirement for a college to adopt a code of governance, the Accounts Direction requires each governing body to publish a Statement of Corporate Governance and

Internal Control as part of its annual report and accounts. Upon recommendation from the Search & Governance Committee, the Corporation agreed to adopt and comply with the English Colleges Foundations Code of Governance as of 1st August 2015. The Foundation Code has been developed as a 'generic' code, intended to enable all types of Colleges and their Governing Bodies to build upon 'good practice' in governance.

The Committee was reminded that the Code uses the 'must and should' convention for governance codes. A 'must' is an area of activity which is covered by statute and/or is the minimum expected by the principal regulators and funding agencies. Activities which exceed these basic requirements and represent good or enhanced governance practice are described as 'should'. The Committee recognised that the Chair and the Clerk had undertaken a comprehensive and robust compliance check of the Code – members were satisfied that the Corporations current framework and processes addressed all 'must' activities. Questions however had been raised and issues had been identified within some of the 'should' categories during the review which may determine future areas for development. The committee therefore asked the Clerk to further explore wider sector practice for the areas identified and to present findings at the committees next meeting for consideration.

Resolved:

- **That the report be received**

9. Annual 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 also considered how the Committee's work has impacted/ contributed to the overall work of Governing Body during this academic year.

Resolved:

- **That the Committee has complied with its terms of reference**

10. Any other Business.

There was no other business to consider.

11. 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:

- **Assurance received that the governing framework is compliant with statutory responsibilities and regulations.**
- **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.**
- **Maintaining high performance amongst Governors enables the Corporation to continue to provide strategic leadership and accountability.**
- **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**
- **Systems for rigorous evaluation and analysis are embedded within Governance with a clear focus on continuous and ongoing improvement**
- **A high performing and informed 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**
- **The Board continues to conduct its affairs as openly and as transparently as possible**
- **To continue to ensure that the college publishes accurate and honest information about its activities and processes.**
- **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.**

8. Determination of confidentiality

No items were deemed confidential.

9. Date of next meeting: to be determined.