



Confirmed Minutes

Present: Ms M Boryslawskij (Chair), Mr A Nelson, Mr J Dawson and Ms A Williams (75% attendance).

Clerk: Mrs C Coupland

1. Apologies for Absence/ Declaration of Interest

Apologies for absence were received by Ms L Summers.

Declarations of Interest were made by Ms Boryslawskij for agenda item 8.

2. Minutes from Meeting held on 14th May 2019

Resolved:

That the minutes be accepted as a true record.

3. Matters arising

There were no matters arising.

The Clerk however confirmed that all Governors have since returned signed confirmation to observe the Code of conduct to the best of their abilities. This was a matter raised by the Clerk at the last Corporation meeting held on 17th October 2019.

4. Code of Good Governance: Annual Compliance review.

The Clerk reminded the Committee that a fundamental review was undertaken in December 2018 considering the outcome of the Chair's and the Clerk's comprehensive and robust compliance check of the Code. The compliance reviewed confirmed to Governors at the time that all 'must' areas of activities, covered by statute and/or the minimum expected by the principal regulators and funding agencies, have been met

Opportunities for compliance development were agreed at this meeting for implementation during 2018/19.

The Clerk took this opportunity to brief members on the progress made, where action was determined as necessary.

The Committee was satisfied that all but one point of development practice had been addressed successfully. The outstanding point relates to the board adopting a financial strategy; the committee remains satisfied however that the college has the component parts of a financial strategy but is mindful that the creation of an overarching financial strategy would still be beneficial and that this would be picked up by the permanent Finance Director, once appointed.

The Clerk confirmed that the next comprehensive compliance review shall take place during summer 2020.

Resolved:

- **For the report to be received.**

5. Governor Attendance Review 2018/19

Within the Clerk's report it was confirmed that the overall attendance target for 2018/19 was set at 80% 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 2018/19, HNC's Governor Average for overall attendance (for all Committees & Corporation) 86% (same as 2017/18) remains above the sector average attendance for all meetings. The final figure for all FE and Sixth Form Colleges combined for 2018/2019 was based on 115 responses, the mean average attendance rate was - 81.40%. The range of attendance rates: lowest - 69%; highest - 94%

Members scrutinised the attendance data for all Corporation and Committee meetings during 2018/19. It was agreed necessary going forward that the new sector average attendance of 81% be adopted for the governor attendance target for corporation meetings only for 2019/20. For it was noted that committee attendance, at times, fell below the sector average attendance given only one member's non-attendance. It was agreed that for those meetings, where attendance had slightly dropped below the 80% target, it had not impacted upon the quality of debate or decision making at those meetings. In recognition of the reduced numbers in committee membership it was therefore determined realistic for committee attendance targets to be reduced to 75%.

Members wished to record their appreciation for all Governors that had again secured high attendance at meetings during 2018/19. The Committee agreed it timely however to remind all Governors of 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 2019/20 set at 81%**
- **Corporation attendance target for 2019/20 set at 81%**
- **Committee attendance target for 2019/20 set at 75%**
- **For Governors to be reminded of the importance of regular attendance at all 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 2019 and September 2019, Governors were asked to complete a questionnaire on the key competency areas of governance. A summary of the responses (60% return rate) had been collated and duly considered by the Members tonight.

The Committee noted the low return rate, despite regular reminders from the Clerk to all governors to complete the self-assessment to do so as soon as possible. The committee therefore acknowledged that the low number of responses were not robust enough and that in future all governors should engage with the process to enable 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. It was agreed worthwhile for the Chair to remind governors of the need to complete the self-assessment and skills audit at annual review meetings held in the spring term.

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 Boards overall requirements (green rating).

The lower scoring experiences and skills attracting amber rating were flagged within the analysis and discussions. The Committee recognised however that the lower scoring areas were still deemed to be sufficient for the board to be effective. The gaps identified were therefore to inform individual and collective CPD training programmes. Reassuringly it also confirmed that current recruitment and succession planning strategies are targeting the desired skill sets – financial auditing, accountancy and risk and compliance – with a view to bolstering the effectiveness of membership.

The Committee noted that there was a continued positive trajectory within the evaluation feature of the competency framework, as all responses rated governance as outstanding. The Committee also acknowledged that the areas for development were to feed directly into the Corporation's Quality Assurance processes, including the Self-Assessment Review and Quality improvement plans – which are to be presented to the Committee at its next meeting

Resolved:

- **That the report be received**
- **For Governors to be more proactive, next year, in completing the self-assessment**
- **For Governors' responses to inform the Corporation's Self-Assessment Review and Quality Improvement plan to be presented at the next meeting.**

7. 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 is for Governors to undertake required training in Safeguarding and Prevent, to have access to a range of presenters for information gathering purposes to inform decision making on i) Strategic Planning Initiatives and ii) Curriculum / Cross College developments as well as providing opportunities for joint working, through the Kirklees Colleges' 16 – 19 Collaborative Forum. The committee was of the view that one workshop that would be of use to all governors from the local colleges would be to gain a better understanding new Ofsted Inspection Framework in addition to the refresher workshops on Key Strategic Roles and Responsibilities of the Corporation, as proposed by the Clerk.

The Strategy day planned for February 2020 will again provide an opportunity for Governors and the Senior Leadership Team to consider all the strategic options open to the College to enable HNC to effectively respond to the opportunities and challenges created by the ever changing education sector.

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 was also tasked with identifying individual training needs from the responses received within the self assessment and skills audit and to make necessary arrangements to support governors on their own CPD journey.

The Clerk advised the Committee that the Governor Training Policy is also subject for annual review. It was noted that no changes were proposed by the Clerk.

Resolved:

- **That the Training Programme for 2019/20 is approved and that the Corporation is informed.**
- **That no changes to the Training Policy are required.**

8. Membership Determination & Vacancies

Corporation Membership

The Clerk informed the Committee that at present the Corporation comprises of 14 Governors. There are two current vacancies for External Governors.

The Clerk advised the committee that Ms Williams (Principal) and Mr Dawson (Vice Chair & Chair of F&R) had recently met with a candidate that had submitted a formal governor application. The Committee subsequently endorsed their recommendation, to be made to the Corporation, that Ms Needham be appointed as an external governor for 4 years and to also serve on the Finance and Resources Committee.

The Clerk also advised members that she had been alerted to a further possible expression of interest from an individual with financial acumen to support the Board in its work. The Clerk is pursuing this line of enquiry and will update the committee accordingly.

The Clerk notified members that Ms Boryslawskij terms of office was to end in April 2020. Ms Boryslawskij is eligible to serve for a second term of up to 4 years. The Clerk confirmed that Ms Boryslawskij had expressed a willingness and desire to continue on as Governor and as chair of the Search & Governance Committee. Ms Boryslawskij left the meeting to allow conversations to be had on suitability of reappointment. The Committee agreed to recommend to the Corporation for Ms Boryslawskij to be appointment for a second term as an external governor for 4 years and to continue to serve as Chair of S&G Committee. Ms Boryslawskij re-joined the meeting.

The Committee noted that the several long standing governors' terms of office were to expire during the academic year for 2021/22. Poor planning was therefore recognised as a risk to the stability and effectiveness of the corporation's governance framework. The Clerk was therefore tasked with bringing a discussion paper to a future committee meeting this academic year on proposed succession planning.

Committee Membership

The Remuneration and Personnel committee has recognised, with its extended remit relating to wider staffing matters, that it would be beneficial to bolster its Membership by recruiting co-opted members from a HR background in turn also securing succession plans for when future external governor vacancies occur requiring HR expertise.

The Clerk advised the committee that she (Clerk) and Ms Williams (Principal) had recently met with a candidate that had submitted a formal co-optee application. The Committee subsequently endorsed their recommendation, to be made to the Corporation, that Ms Sivori be appointed as a co-opted member of the Remuneration and Personnel Committee for 4 years. It was noted that Ms Sivori is currently assigned as a mentor to Ms Secker (HR Director), it may be therefore appropriate for an alternative mentor to be sourced for Ms

Secker going forward to ensure that there are no conflict of interests which may blur lines between both roles and responsibilities.

Members were of the opinion that the remit and membership of the Remuneration and Personnel Committee should remain under review throughout the remainder of this academic year. Consideration was again given to reverting back to having a separate Remuneration Committee that met annually to concentrate solely on all matters relating to senior postholders with a different committee structure to oversee all wider staffing systems, policies and procedures. The Clerk was tasked with providing an options paper to members at a future meeting on possible committee structures going forward.

The Clerk also advised the Committee that she had received a further application to serve on the F&R Committee as a co-opted member. The Clerk is pursuing this and will update the committee accordingly.

Parent Governor

The Clerk advised the committee that Ms Richards' term of office is to expire at the end of the spring term (Easter 2020). Ms Richards is however eligible and interested to apply for a further term of office as her youngest child has enrolled at the college this September 2019. The opportunity to serve as a parent governor has however been advertised to parents by email; Ms Richards understands the process should it become a contested position and a parent vote is required.

The Committee asked for the Clerk to liaise with the marketing team to more widely circulate the opportunity to all parents in the interest of fairness and transparency.

Student Governor.

The Clerk reminded the Committee that Ms Rowlands is the appointed Student Governor (until Easter 2020).

Staff Governor.

Ms Dean is the appointed Staff Governor. Ms Dean's term of office is for two years until August 2020. Ms Dean is eligible to apply for a further term of office however all staff will be alerted to the opportunity nearer the time.

Equality & Diversity monitoring data for Governors

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 advised the committee that previously E&D monitoring data on governors had always been submitted to the Corporation via the College's Equality and Diversity Annual Summary Report (last published November 2018). Changes to reporting mechanisms with regards to the full spectrum of EDI data on Staff, Students and Governors has prompted information on Governors to now be presented for analysis at the Search & Governance

Committee to inform discussions and support decision making on appointments, as well as development / improvement priorities going forward.

The Clerk presented the current monitoring data for Governors to the Committee. Members noted that the Corporation continues to work towards extending diversity amongst its Governors. However, it was noted that the corporation's current profile shows that appointed governors are increasingly females and from White British groups. The committee is however 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, it was noted that the committee would welcome expressions of interest and applications from individuals identifying themselves as males and from other ethnicity groups.

The Committee concluded that in future it is necessary for the Clerk to submit to the Committee with the responses collated for the full spectrum of monitoring data including sexual orientation, religious beliefs and marital status for both board members and co-opted members.

The Committee also agreed it necessary for an annual report to be presented to the Corporation on the EDI profile of the local community and of HNC's Students, Staff and Governors. The Clerk will take this into consideration when drafting the agendas for 2020/21.

Resolved:

- **That the report be received.**
- **For the Committee to recommend to the Corporation that:
Ms Needham to be appointed as External Governor for 4 years as of December 2019 (to January 2023) in accordance with Instrument 2(1)(a) and to serve on the Finance and Resources Committee.**
- **Ms Boryslawskij to be reappointed to serve for a final term of office as of April 2020 for a period of 4 years (to Easter 2024) in accordance with Instrument 2(1)(a) and to also continue to serve as Chair of the Search & Governance Committee**
- **Ms Sivori to be appointed as a co-opted member of the Remuneration and Personnel Committee for a term of office as of January 2020 for a period of 4 years (to January 2024).**
- **For the Parent Governor opportunity (as of Easter 2020) to be more widely advertised by the Clerk.**
- **For E&D monitoring information on governors to include all data collated.**
- **For an EDI profile report to be submitted to the Corporation as of 2020/21.**

9. Any other Business.

Ms Boryslawskij advised the committee that she is unable to attend the next scheduled meeting for personal reasons. It was proposed by the Committee to reschedule the meeting for 29th November 2019 from 10.30am subject to all members' confirming availability.

10. Learner Impact Reflection

The impact of discussion and scrutiny of the Committee's work in improving the outcomes and experience for all learners was considered and the following agreed:

- **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

- 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.
- 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.
- 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
- 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 on-going improvement
- The board continues to conduct its affairs as openly and as transparent as possible
- To continue to ensure that the college publishes accurate and honest information about its activities and processes this is particularly important in relation to information for prospective students, parents and employers
- 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.

11. Determination of confidentiality

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

12. Date of next meeting: Friday 29th November 2019 from 10.30am.