



## HUDDERSFIELD NEW COLLEGE FURTHER EDUCATION CORPORATION

Search & Governance Committee Meeting held on Thursday 14<sup>th</sup> May  
2020 from 5pm 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. Mr Nelson agreed to chair the meeting for the duration of Ms Boryslawskij's absence this evening. Ms Boryslawskij had notified the Clerk, in advance, that she was delayed on another conference call and would be late to join this meeting.

There were no declarations of interest recorded.

#### 2. Minutes from Meeting held on 10<sup>th</sup> March 2020

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

#### 3. Matters arising

##### - **SAR Validation process**

It was noted by members that the minutes of the last meeting referred to an annual review of the Corporation's self-assessment framework and skills audit that was expected to take place this evening, but had been omitted from the agenda. The Clerk apologised for the administration oversight. The Clerk confirmed that an annual review of the SAR framework had taken place; no amendments were to be recommended to the committee. The Clerk was asked to email the necessary paper work to members; to enable the committee to receive the documents and undertake the necessary review.

##### **Resolved:**

- **For the Clerk to email all members a copy of the Corporation's self-assessment framework and skills audit.**

*Ms Boryslawskij joined the meeting and assumed role of Chair.*

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

The Committee recalled that at its last meeting, Ms Summers had advised members of the Governance Framework Checklist adopted by National Leaders of Governance. Ms Summers explained to the committee that she and the Clerk had since undertaken an honest and robust assessment of current practice against this framework.

The Committee agreed that the findings were helpfully reassuring; in that the current processes, procedures, policies and practices predominately reflected the recommended framework. Members also agreed that the development opportunities identified had confirmed

some of the corporation's early thoughts - namely to revise the format of financial information as a priority and in the longer term aim to create a governance KPI dashboard.

The committee considered the programme of work identified as necessary to develop the current governance framework. All members supported the presented action plan; it was noted that the proposed timeline for completion of some of the points raised had however been delayed given current circumstances (Covid-19). The committee welcomed an update on the action plan at its next meeting.

**Resolved:**

- **That the report be received**
- **For an update on the action plan to be presented at the next committee meeting.**

**4. Standing Orders 2020 : 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.

- In response to the resolution recorded in the minutes at its last meeting (March 2020), the committee approved the recommended insertion regarding governor entitlement to maternity leave and parental leave from role responsibilities. The committee however agreed it necessary to also include reference to adoption leave entitlement. (section 3.5)
- The Committee agreed it necessary for the standing orders to make clear reference to the CEIAG link governor role, formally introduced in January 2020 (section 3.7).
- Time was taken to consider the proposed introduction of a reduced quorum for corporation meetings to 25% or minimum of 4 governors during times of critical incidents and emergencies e.g. coronavirus pandemic when wide spread health risks prohibit / restrict governor attendance and engagement. All present agreed it necessary to introduce this provision, as recommended by the college's governance legal advisors, however it was resolved for the standing orders to make clear that the option to reduce quorum was applicable to corporation meetings only and not its committee meetings. Furthermore, it was agreed necessary to provide an extended definition of 'attendance' within the standing orders to not only include physical presence at meetings but also access to meetings through online means which enables governors to see, hear and contribute effectively. (section 4.6).

**Resolved:**

- **For the corporation to note that and 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 2020: 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 also confirmed that it had been updated to include the Remuneration Committee's revised term of reference, as approved by the Corporation in October 2019 and to also make reference to the reduced quorum at times of major incidents and emergencies.

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.

The Committee noted that those identified as being responsible for policies will remain under review to ensure it reflects any changes to the organisational structure given recent appointments to Senior Leadership Team. Furthermore, it was noted that all policies are now subject to formal review within specific timescales (no greater than 3 years). The Clerk confirmed that all overdue reviews, subject to committee and/or corporation approval have been completed within this academic year. Members however identified sections of the policy approval route (for senior leadership approved documents only) that required updates from the relevant author. Ms Williams agreed to recirculate the document again to all senior leaders.

**Proposed Resolution:**

- **For the corporation to note that and annual review of the Scheme of delegation has been undertaken**
- **For the Corporation to approve the proposed changes to the scheme of delegation**
- **For Ms Williams to recirculate the policy approval route to all senior leaders for updating as necessary.**

**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 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 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.

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 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.**

**7. Stakeholder Engagement Framework and Plan 2019/20: annual review**

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 amendments to the framework were therefore deemed necessary by the committee.

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 2019/20. Members noted that opportunities to meet with Staff, Students and parents/carers at planned celebratory / showcasing events as of March 2020 would not take place due to the college being closed in response to the Coronavirus pandemic (remote learning only).

The Clerk confirmed that the Stakeholder Calendar for 2020/21 will be shared with Governors once the corporate meeting schedule for the new academic year had been approved. Members recognised however that there was no guarantee that 'normality' will have resumed again come September 2020. Face to face engagement opportunities may continue to be reduced should social distancing rules continue. The committee therefore agreed it necessary to start to consider alternative ways to engage with stakeholder groups in the interim period.

Time was also taken for members to consider how best to capture the impact of stakeholder feedback received to date. The clerk was tasked with providing a summative report to governors at its strategic planning day to ensure that stakeholder views have been actively listened to and used to i) effect change for the good of the college and ii) had input into the review of the educational character and mission of the college.

**Resolved:**

- **For Corporation to note that the annual review of the Stakeholder Engagement Framework and Plan has taken place and no amendments are required.**
- **For The Stakeholder Engagement Calendar 2020/21 to be shared with all Governors by August 2020**

## **8. Membership Determination & Vacancies**

### **Corporation and Committee membership:**

The Clerk confirmed that at present the Corporation comprises of 14 Governors – there remains one external governor vacancy and one student governor vacancy. The Clerk continues to pursue all lines of enquiry. Opportunities for co-opted members also continue to be explored.

The Clerk confirmed that an expression of interest has been received and that the Clerk and Chair had planned to meet with the individual but the meeting was cancelled due to the college closure given the coronavirus pandemic. The Clerk advised the committee that she was to re-establish contact with the individual and agree a mutually convenient time to speak.

The Clerk also confirmed that a formal paper application had been received immediately prior to the college closure. The Clerk advised the committee that the individual understood that governor recruitment was to be impacted given the unprecedented times. The committee agreed however

that it was now necessary for a formal interview to be arranged during the remainder of the summer term.

In addition – the committee was notified by the Clerk that Ms Drury wished to be considered for the appointment of Chair of the Remuneration and Personnel committee as of September 2020. Members endorsed this appointment. Furthermore, the clerk confirmed that Ms Fleming and Ms Haigh had asked for their current terms of office to be extended to enable them to serve the remainder of their 4 year final term of office. The committee again endorsed both appointments.

It was also noted that Ms Fleming had asked to stand down from SEND Link Governor responsibilities as well as from the audit committee as of the new academic year. Mr Leach (external governor) had however expressed an interest to Ms Summers, during the Chairs one to one review meetings with all governors, to undertake more responsibilities by joining a committee and possibly assuming link governor responsibilities. Subsequent conversations between Mr Leach and the Clerk confirmed that he was still interested in such opportunities. The committee therefore endorsed his request to join the audit committee as well as to be appointed as the SEND Link governor as of September 2020.

Time was also taken by the committee to consider the changes to membership for the remainder of the academic year as well as for 2020-21; to continue to gain a sense as to the impact of individual Governors' pending retirements on the corporation's composition and that of its committees (including anticipated skills gaps - namely risk management and Safeguarding).

In particular it was noted that Mr Dawson's retirement date had, at the last meeting, been brought forward to July 2020 due to relocating out of the area for personal reasons. However, given current circumstances there is an unfortunate delay on his plans. Mr Dawson wishes to continue to serve the corporation and its committees. The committee welcomed this information and agreed for Mr Dawson to continue to serve the F&R committee (standing down from chair as of September 2020) as well as the S&G and R&P committee (as a link to F&R). The committee agreed it necessary for expressions of interest to be sought for Vice Chair of the Corporation as of September 2020, via chairs one to one reviews in the first instance.

The committee was also advised by the Clerk that Ms Thomas had resigned as a co-opted member with immediate effect from serving the F&R committee due to the recent restructuring of roles and responsibilities amongst the Senior Leadership Team. The committee noted that Ms Thomas will however still be in attendance at F&R and Audit Committees given her remit as Senior Assistant Principal.

The committee also considered the clerks proposal to recruit co-opted member(s) to the Search & Governance Committee, to bring a welcomed independent external perspective to the committee with regards to assessing the effectiveness of the inner workings of the board and its committee. The committee, post deliberations, agreed in principle that it would be beneficial to recruit a governance expert from either the public sector or charity sector to strengthen the committee's membership.

**Resolved:**

- **For Ms Drury to be appointed as the Chair of Remuneration and Personnel Committee as of September 2020.**
- **For Mr Leach to be appointed as a member of Audit committee and the SEND Link Governor as of September 2020.**
- **For Ms Haigh's term of office to be extended to July 2023**
- **For Ms Fleming's term of office to be extended to December 2023**

- **To record Ms Thomas' resignation as Co-opted Member of the F&R Committee with immediate effect and to thank her for her valued contributions throughout her time spent as co-opted member**
- **For the Clerk to advertise the co-optee vacancy for the search and governance committee amongst governance professionals.**

#### **Link Governors:**

The Clerk advised the committee that feedback had been received from Ms Fleming (current SEND Link Governor) on the revised link governor role and responsibilities templates as presented to the committee at its last meeting.

The committee agreed post feedback that it would be beneficial for all link governor documents to:

- include clear reference to the Board's overall responsibilities for the specific link area;
- clarify that the role of link governor does not diminish the board's collective responsibility for the area but rather is to help the board better understand and monitor the link area more effectively; by providing assurance on the range of information presented by the senior leadership team whether that be via the BAF, staff presentations and/or executive report;
- Distinguish between good practice and legal requirements specific to governance

The committee therefore tasked the clerk with reviewing the format of information again in light of the above. The committee asked for the revised documentation to be presented back to the committee at its next meeting.

#### **Resolved:**

- **For the Clerk to re-present link governor roles and responsibilities templates at the committees next meeting.**

#### **9. 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.**

#### **10. Any other Business.**

There was no other business.

#### **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:

- 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
- 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 Corporation is committed to ensuring the effective control and due diligence takes place and that systems of delegation and accountability are in place
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- To continue to ensure that the college publishes accurate and honest information about its activities and processes
- Assurance received that the governing framework is compliant with statutory responsibilities and regulations
- 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.

## **12. Determination of confidentiality**

**The supporting papers for agenda item 8 are deemed confidential**

**13. Date of next meeting: To be confirmed.**