

HNC FURTHER EDUCATION CORPORATION

Search & Governance Committee Meeting held on 21st October 2022 via Teams from 9.30am



Confirmed Minutes

Present: Ms M Boryslawskyj (Chair), Ms L Summers, Mr M Smith-Connor and Ms J Muscroft
Clerk: Mrs C Coupland

1. Apologies for Absence/ Declaration of Interest

There were no apologies for absence.

There were no declarations of interest by the committee.

2. Minutes from Meeting held on 14th June 2022

Resolved:

That the minutes be accepted as a true record, subject to amendment of typographical errors.

3. Matters arising

- *Code of Good Governance – ESG (point from 2nd March 2022)*

The Committee asked for an update on the ESG strategy. The Clerk confirmed that the college continues with developing the ESG framework for HNC in consultation with SFCA and other colleges. An initial strategy was first presented to the F&R committee in June 2022, a further revised document is now being considered by the college's student ECO champions for comment before re-presenting to the F&R committee. The Clerk is keen to agree metrics for the Governance element of ESG reporting which is to be considered by the committee under agenda item 10.

- *National developments – governance guide*

Mr Smith-Connor advised the committee that the Deep Dive schedule for 2022/23 had been drawn up. The schedule is to be shared by the Clerk to determine governors' availability to observe.

- *External Governance Review*

The Clerk advised members that the Corporation, at its last meeting, supported S&G's recommended timeline to ensure that the external review is undertaken by end of 2023/24 as per the new funding agreement. The Corporation also approved the scope of the review to predominately (if not exclusively) concentrate on assessing governance effectiveness regarding the impact of its committees as well as boardroom culture, dynamics and behaviours.

The proposed tender documentation, as prepared by the Clerk, was considered. The committee agreed with the overall presentation of the tender, subject to the small amendments agreed. The timing of its circulation to bidders was however revisited. It was noted that the CPC framework had been adopted to inform the format of the tender document – the CPC framework makes clear that the validity period of the tender, including prices and rates, are to remain valid to acceptance for 90 days from the tender delivery date. To ensure that there is to be no price hike during the time lapsed between that of appointment and commencement of review (during later part of autumn term) – it would be sensible to delay the issue of the tender documentation (and in turn the tender submission return date) to fall within the 90 day window.

The Clerk was tasked with updating the tender timeline accordingly and was also asked to continue to monitor others experience of External Governance Reviews and particularly the costs associated with such reviews, given that the sector is reporting an increase in

charges up to £20k rather than around £10k which HNC had initially budgeted for. The committee agreed that it will be necessary to further re-evaluate the need to undertake the review should it not be deemed as being value for money if the budget is exceeded. Members were also cognisant that this requirement is only applicable to the FE sector – academies are therefore exempt. Any action taken by the college regarding academisation may therefore question the justification of spending large amounts of money on reviewing a governance framework which would be subject to changes on conversion.

Resolved:

- That the tender document be approved subject to the small amendments agreed.
- For the clerk to update the tender timeline to ensure that tender submissions are received 90 days in advance of the planned start date of the review.
- For the Clerk to monitor the sectors experience of External Governance Reviews including costs associated with the reviews and report back to the committee.

4. Compliance review - 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 the number of 'should' areas which have changed in respect of the recommended RAG rating or remain partially met. The committee were satisfied with the reasoning behind the changes in rating. Deliberations concluded that the compliance review was a fair and accurate assessment of the corporation's performance to date.

The Clerk reminded the committee that there has been a review of the Code of Good Governance undertaken by AoC – only minimal changes are to be introduced which will take effect as of next academic year 2022/23 (to be reported on and reviewed Oct 2023). Key changes to note:

- Review of the wording of the provisions in each principle (low impact, if any, for HNC)
- Introduction of Environmental Sustainability principle (possible high impact for HNC for compliance reviews from 2022/23 onwards but SLT are currently reporting draft ESG frameworks to F&R)
- Update of EDI principle (low impact, if any, for HNC)
- Governance Review principle combined with Governance Structure principle (no impact for HNC)
- Full integration of the SPH Remuneration Code. Therefore, to be compliant with the Code, colleges must adopt or have due regard for the Remuneration Code. (no impact for HNC)

Resolved:

- To receive the report
- 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.

5. Governor Attendance Review 2021/22

Within the Clerk's report it was confirmed that the overall attendance target for 2021/22 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 given the ongoing health pandemic. For 2021/22, HNC's Governor Average for overall attendance (for all Committees & Corporation) remains above the sector average attendance for all meetings at 86% (89% for 2020/21 and 88% for 2019/20). The final figure for all FE and Sixth Form Colleges combined for 2021/22 was based on 102 responses overall – 82%. Responses were also calculated for sixth form colleges only (13 in total) at 83 %. The range of attendance rates collectively: lowest - 72%; highest - 93%.

Members scrutinised the attendance data for all Corporation and Committee meetings during 2021/22. In line with historical practice, the new sector average attendance of 82% is to be adopted for the governor attendance target for corporation meetings only for 2022. The target for committee attendance will remain at 75%. The committee openly recognised that the move back to physical meetings, in response to 'living with COVID 19' guidance, may impact on governor attendance at Corporation meetings. The committee meetings remaining online has secured continued high attendance rates and high quality of debate has been retained.

Members wished to record their appreciation for all Governors that had again secured high attendance at meetings during 2021/22, with 8 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 2022/23 set at 82%
- Corporation attendance target for 2022/23 set at 82%

- **Committee attendance target for 2022/23 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 2022 and September 2022, Governors were asked to complete a questionnaire on the key competency areas of governance. A summary of the responses (80% return rate – 5% decrease on return rate 2021) had been collated and was duly considered by the committee.

The Committee noted that although there had been a dip in responses, they were still able to draw out key themes to inform board training needs; however for it to be an even more purposeful exercise – full returns in future would be required so as to have a more 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. Given that the College SAR and QIP is now to be presented to the Corporation in its November meeting (rather than December) it was timely to review the Governance SAR timeline. The Clerk therefore proposed that it would be sensible in future to only issue the skills audit to all governors at the start of the summer break. The first meeting of the academic year going forward could therefore be a single item agenda concentrating on student outcomes only to inform SAR judgements - the evaluative element of the competency framework would then be issued to all governors for prompt return. The Committee agreed for this approach to be adopted for 2023/24. It was also agreed that it may be sensible for the evaluation to be returned anonymously if so desired to encourage an honest submission on the corporation's performance for the past year.

Resolved:

- **That the report be received**
- **For the meeting schedule to be revised to allow for a single item agenda at the start of the academic year to inform governors of student outcomes. This meeting is to be held on line.**
- **For skills audit to be issued to all governors in July 2023 and for the evaluative element of the competency framework to be issued immediately after the outcomes meeting in September 2023.**

7. Membership Determination & Vacancies

Succession Planning

Corporation membership:

The Clerk advised the committee that at present the Corporation comprises of 13 Governors. On return from the summer break the Clerk had received notice that Ms Needham (appointed by the Corporation in July 2022) had reconsidered the role opportunity given a change to her personal circumstances. The Corporation therefore needs to reappoint a finance professional to support the Board and its work.

The Clerk confirmed that she has received an application from Mr Williams – Mr Smith Connor and Ms Summers met with the individual on 13th October; a formal recommendation to appoint was agreed by the committee, having received and considered the positive feedback from the interview. Members also agreed that Mr Williams would add value to the audit committee given his professional background, personal interests and scrutiny skills.

Student Governor:

The Committee was reminded that Ms Natasha Woodhouse continues to serve as the Student Governor until Easter 2023. Natasha 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.

Staff Governor:

Ms Hayley Doyle is the newly appointed Staff Governor. This was a contested position. Hayley is the College's Director of Marketing, Admissions and Schools Liaison

Parent Governor:

Ms Lindsay Lomas is the newly appointed Parent Governor. Ms Lomas' nomination was the only one received. At point of induction Ms Lomas raised interest in being appointed as the SEND Link Governor given her professional experience and personal interest in the field. The Clerk explained that in preparation for assuming the Link Governor Role, Ms Lomas has attended the SEND SAR and QIP meeting to be informed of the areas strengths and development needs. The Clerk explained that Ms Johnson (the current SEND Link Governor) is agreeable for Ms Lomas to take over this area of responsibility to allow her to solely focus on Safeguarding and Prevent Link Governor role. The committee was of the view that Ms Lomas expression of interest be received and supported.

Committee Membership:

Time was taken by members to review the membership of each committee. It was noted that opportunities for co-opted members also continue to be advertised. The Clerk continues to pursue all lines of enquiry.

The committee was advised by the Clerk that Mr Nav Uppal, was appointed as Chair of Audit in September 2021 for 12 months in the first instance. Mr Uppal's current term of office expires in July 2023; he is agreeable to serve for a further year as Chair to provide additional time for the Clerk to appoint governors of audit/risk/finance background in order to bolster the committee's membership as well as provide additional time for new governors to feel confident in their roles. Members welcomed Mr Uppal's request to continue to serve as Chair, a recommendation to appoint is to be made to the Corporation.

The Clerk confirmed that she continues to seek co-optees from a HR background to bolster the existing membership of the R&P committee. It is important to note that Ms Drury, Chair of R&P, is also a HR expert – the skills gap therefore does not need to be addressed immediately. Increasing the number of HR experts amongst the corporation and or its committees would however serve purposeful to support any conversion especially regarding its impact (or not) on staffing matters e.g. TUPE.

Members considered the Clerk and the Chair's proposal to reinstate a Quality and Standards Committee within the governance framework. The remit of the Quality & Standards Committee would be to oversee the development, implementation, monitoring and approval of the College's strategies, policies and procedures for assuring and enhancing the quality and standards of its learning, teaching and assessment including learner experience.

The proposed terms of reference were considered and duly agreed. An outline of the meeting schedule was also agreed for immediate implementation on approval by the Corporation.

The committee agreed that possible co-optees to reach out to would be retired sixth form college Principals that are familiar of HNC in the first instance. Members agreed that this would also serve as way of meeting the ESFAs recommendation, at the strategic planning meeting held earlier this year, to appoint an FE expert.

Area of interest:

The Clerk advised the committee that last year the FE workforce governor data collection was launched to support DfE's policy development; returns were voluntary. This year's collection for the 2021 to 2022 academic year is however required by all colleges. Deadline is 25 November 2022.

The governor data collected is to provide a snapshot of board composition only (not committees) in the FE sector to the Department for Education and used to feedback data to the sector.

The Clerk confirmed that HNCs data has been submitted. The data return has also been shared with SFCA who intend to collate, analyse and distribute data for Sixth Form colleges only.

Resolved:

- That the report be received.
- To recommend that Mr Steven Williams be appointed as an external governor for a period of up to 4 years (to end of Autumn term 2026) and for Mr Williams to serve the audit committee with immediate effect.
- To recommend to the corporation for Ms Lindsay Lomas to be appointed as SEND Link Governor with immediate effect.

- To recommend to the Corporation for Mr Nav Uppal to continue to serve as Chair of Audit until July 2024.
- To recommend to the Corporation the introduction of a Quality & Standards Committee with immediate effect.
- To note that the FE workforce governor data collection for FE and Sixth Form Colleges was submitted in advance of the deadline – 25th November 2022.

8. Governance SAR 2021/22 & QIP 2022/23

The Clerk reminded the committee that to further support the Governance SAR process, all Committees, in June 2022, had also agreed impact statements on their work undertaken within the last 12 months. Furthermore, in April 2022, 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 strengthens governors' capacity to satisfy governor responsibilities.
- Highly effective and responsive Committee arrangements ensure all business covered, with valuable specialist input, and time for full consideration.
- Clear, ambitious goals set with systematic means of ensuring that high expectations are met & a constant striving for improvement.
- Breadth of professional skills and experience of Governors adds value to Board composition - including HR, Staffing, finance, strategic management, risk management 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.
- 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 (including the successful appointment of the new Principal).

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 2022/23. Post deliberations, the committee recommends to the corporation the below development priorities:

- To retain an effective and diverse corporation through recruitment and succession planning (in particular succession planning for Committee chair roles)
- To effectively respond to, monitor and review the impact of national changes on the college's strategic direction and business performance especially in relation to academisation, changes to the Ofsted inspection framework and wider FE policy and funding changes.
- To support Governors knowledge and understanding to confidently participate in external scrutiny processes including but not limited to Ofsted and required external evaluations on governance.
- For Governors to hold Senior Leaders to account in the effective implementation of college strategies to ensure staff and student performance and conduct are met.

Resolved:

- That the Governance SAR 2021/22 be recommended to the corporation for approval
- That the QIP 2022/23 be recommended to the corporation for approval.

9. 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 that the key training opportunities identified supported the CPD needs required to effectively deliver on the improvement/developmental targets of the quality improvement plan. It was noted however that it would also be useful to include a briefing on Environmental, Social and Governance Reporting (ESG) to develop governors understanding of this growing area of interest.

The committee spent time reflecting on recent safeguarding events within the area which resulted in the death of a child outside of a local school. The Chair of the Corporation confirmed that time was to be spent discussing this at future Corporation meetings to ensure all governors remain briefed on how the college is responding to such tragic events that have taken place in the local community. It was agreed that the safeguarding training listed within the plan therefore remained sufficient.

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 2022/23 is to be shared with all governors.**
- **To note that the Training policy had been reviewed. No changes were required.**

10. Governance KPIs and Corporate Dashboard.

Corporate Dashboard:

The Clerk explained that all KPIs identified for each strategic priority is being monitored and reviewed by the Board or by a delegated committee. However to better support the corporation in providing strategic oversight of the essential KPIs relating to the college as a whole, the committee considered the benefits of creating a corporate KPI dashboard for governors to refer to.

Time was therefore taken by the committee to determine the KPIs for inclusion within the newly created Corporate Dashboard from the full range of current KPIs available. These KPIs were identified as the leading indicators which align with the overall college strategy and outcomes.

It was agreed that the remaining (more operational) KPIs will continue to be monitored by the assigned committee to inform its business as well as assurance reviews undertaken for linked strategic risks.

The Clerk was tasked with determining the format of the dashboard for distribution to governors. Colour coding was agreed useful to enable governors to track progress against KPIs at a glance.

Governance Metrics:

Environmental, Social and Corporate Governance (ESG) continues to be an area of increasing importance, especially given how strongly students feel towards the green agenda. The Clerk explained that a draft ESG framework was first presented to F&R committee in June 2022 for initial feedback. Further revisions of the strategy will be again presented to the F&R committee in due course. To date the F&R committee agreed with how HNC was to define and measure its impact and utility in the three areas: environment, social and governance:

E: The impact of the College's resource usage on the environment e.g. carbon footprint and water

S: Be a socially responsible place to work and learn, e.g. gender pay gap reporting, policies regarding diversity, inclusion, and prevention of sexual harassment, commitment to staff professional development, staff and student retention

G: Governance practices, and policies that provides for clear strategic intent and ensures adherence to regulatory and legal compliance.

Members were advised that Environmental and Social Metrics and sustainability targets continue to be explored by the senior leaders via the SFCA working group who are keen to develop a sector specific framework to inform appropriate and reasonable Environmental and Social targets which could then be benchmarked to support the creation of and delivery of an ESG strategy.

The Clerk went on to explain that there are currently no 'governance' specific metrics determined by or monitored by the Corporation. The committee took time to consider possible high level metrics, as proposed by the Clerk, which were deemed to be measurable and reportable. The committee agreed to the relevance and appropriateness of the proposed governance metrics which are to be integrated into the ESG strategy. It was agreed to revisit the metrics once the ESG strategy has been finalised to determine how best to monitor and track governance performance going forward with a view to informing the self-assessment process.

Resolved:

- **To approve the proposed strategic KPIS for the Corporate Dashboard**
- **To approve the proposed Governance Metrics for inclusion in the colleges ESG Strategy.**

11. Responding to National and Local Needs Analysis

The Clerk reminded the committee that the Skills and Post-16 Education Act 2022 has introduced a new duty on the governing bodies of colleges which requires them to review how well the education or training they provide meets local needs. The governing body must also consider what action they might take (including action which might be taken in conjunction with action taken by one or more other educational institutions) in order to better meet those needs.

The DfE published its statutory guidance "Review how well the education or training provided meets local needs Statutory guidance for further education colleges, sixth form colleges and designated institutions" in July 2022. This guidance is intended to assist governing bodies in complying with the new duty. The duty applies from 28 June 2022.

The statutory guidance makes clear that Governing bodies must undertake regular reviews of how well the education or training provided by the college meets local needs, in particular needs relating to local employment.

Time was taken by the committee to consider the draft version of the outcome of the college's initial review co-written by the Clerk and the Principal (with input from the Chair of the Corporation). The committee was satisfied that the report Satisfies the requirements of the duty by making clear how well HNC is currently meeting local needs identifying how HNC's curriculum intent, pathways and outcomes supports both local and national education and employment priorities.

It was agreed useful for the Chair of the Corporation, the Clerk and the Principal to meet separately to finalise the format of the report prior to sharing wider with the corporation. The committee noted that on completion of the review, governing bodies must publish the report on the college website. This should be within three months of completion of the review.

Resolved:

- **That the report be received**
- **For the Chair of the Corporation, the Clerk and the Principal to meet in order to finalise the format of the report prior to sharing wider the Corporation.**
- **For the final version of the report to be published on the college's website.**

12. Stakeholder Engagement

The committee was advised by the Clerk that the framework has been updated to make clearer the college's strategic intent and the process informing stakeholder engagement at each different stage of the plan. It also reflects the changes to the ASPIRE values and the Influence/Impact grid has also been refreshed to make clearer the criteria to be used for mapping against each of the different groups. The process of monitoring and reviewing stakeholder activity has been strengthened to reflect intended practice.

Members were informed that the Clerk has created a Strategic Overview of the college's stakeholder engagement which is currently being populated by extracting relevant information from the senior leaders' operational stakeholder engagement plan. This overview is intended to provide adequate oversight and assurance to the Corporation that stakeholders are effectively being identified and appropriately engaged with to enable stakeholders' views and needs to be considered and feed into strategic decision making.

The outline of the strategic overview and the operational stakeholder engagement plan were shared with the committee. It was agreed that the stakeholder engagement framework and analysis of the college's responsiveness to national and local needs (previous agenda item) could be shared at the planning stage of any inspection as briefing documents to inform inspectors, in advance of the site visit, about HNC's strategic priorities and stakeholders.

The Committee welcomed an opportunity to further review the framework and associated overviews in its entirety once fully populated.

Resolved:

- **That the update be received**
- **For the stakeholder framework and associated overviews to be resubmitted for review once completed.**

13. 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. An overall green assurance level was assigned to this particular risk.

Members acknowledged the small level of reliance that could be placed on Ofsted outcomes in respect of all risks given the number of years that have lapsed since last inspection. It was therefore decided appropriate to remove reference to Ofsted from the list of external sources made available to provide assurance to Governors and senior leaders on the effectiveness of risk management.

Resolved:

- To assign Green overall assurance to the risk
- For the Clerk to update the Master BAF

Ms Boryslawskyj left the meeting at this point. Ms Summers assumed role of chair.

14. Any other Business.

The Clerk advised the committee that the college would like to introduce Multi-factor Authentication (MFA) to Governor accounts. MFA is an authentication method that will require Governors to provide further verification via a pin code issued from a phone application in addition to individualised login in and passwords to gain access to college emails and Moodle.

The main benefit of MFA is that it enhances the college's cyber security by requiring all remote users to identify themselves by more than a username and password. While important, usernames and passwords are vulnerable to cyber-attacks and can be stolen by third parties. The use of an MFA factor means increased confidence that the college will stay safe from cybercrime.

The Clerk explained that MFA has been rolled out successfully across the whole college network. Training will be made available for governors in advance of it being implemented by the end of the autumn term.

15. Learner Impact Reflection

The impact of discussions and scrutiny of the Committee's work in improving the outcomes and experience for all learners were 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.

16. 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 supporting papers for agenda items 8, 10 and 11 to remain confidential until approved by the corporation.

17. Date of next meeting: 28th February 2023 5pm via teams.