

Draft minutes prepared from contemporaneous notes approved by the Chair via email on 12.12.18

Approved by the Corporation:
Signed by the Chair Date

**MINUTES OF THE SPECIAL MEETING OF THE CORPORATION
HELD: Thursday 13 September 2018 at 1600hrs
in the Board Room, Old Building**

Present:

Cath Orange (Chair) Governor
Paul Ashton Governor
Ralph Berry Governor
June Durrant Governor
Salsa Elmegri Governor (Student)
Robert Holden Governor (Staff)
Sajjad Khan Governor
Chris Malish Governor (Exec)
Dave Mann Governor
Debbie Rolls Governor (Staff)

In Attendance:

Joanna Green Clerk to the Corporation
Huw Roberts Dir People Services (Item 3 only)

The quorum was six Governors

L/J Denotes the time a Governor left/joined the meeting. Where the individual is not named in the minutes, a record is held separately and is available on request.

Item		Action
1	Introductions, Apologies for Absence and Disclosures of Interest	
1.1	The Clerk clarified that the meeting was convened at short notice, as a Special Meeting. She confirmed that a quorum was present and the Chair opened the meeting, welcoming Chris Malish, interim Chief Executive Officer (“CEO”) to his first Corporation meeting as a Governor, his interim appointment having taken effect on 3 September 2018. Governors expressed their sincere thanks to outgoing Principal/Chief Executive Officer Chris Jones, wishing him a full and speedy recovery.	
1.2	The Agenda and accompanying papers had been circulated at short notice with the Chair’s permission.	
1.3	Apologies were received from Independent Governors Eve Gregory, Ann Kendal and Steve Roberts and from Student Governor Matt Peel.	
1.4	CEO’s conflict and the Student and Staff Governors’ potential conflicts in respect of Item 3 were noted. The Chair reminded Governors to declare conflicts as they arise.	
2	Proposal to make Director of People Services a Senior Post	
2.1	There was discussion about the Board’s need for direct communication channels into key areas of the business and it was agreed that those include human resources, given the strategic importance of human capital within the institution and in light of ongoing concerns about staff morale and the need for further restructuring. It was agreed that the other key areas where senior post holders are needed are finance and curriculum and quality across all areas of the provision. Hence it was agreed that the Director of People Services role should be made a Senior Post.	

2.2	<p><u>RESOLVED:</u></p> <p>(i) With immediate effect, the Director of People Services position shall be made a senior post, as defined in the Instrument of Governance.</p> <p><i>J1630 Huw Roberts joined the meeting</i></p>	
3	<p>Remuneration of Interim Finance Director and Interim Chief Executive Officer</p> <p>3.1 In accordance with clauses 12.5(d) and 12.9 of the Instrument of Government, the Board exercised its discretion to require Staff and Student Governors to leave for the duration of this item and to withhold from them the restricted minutes. Executive Governor Chris Malish was also required to leave by clause 12.5(a) of the Instrument of Government during discussion about his own remuneration and it was noted that he may not receive the restricted minutes to the extent that they refer to discussions about his remuneration.</p> <p>3.2 With the exception of the Clerk and the Director of People Services Huw Roberts (“DPS”), all non-Governors were asked to leave for the duration of the item.</p> <p><i>L1630 Salsa Elmegri, Robert Holden, Debbie Rolls and Chris Malish left the meeting</i></p> <p>3.3 While commending the Appointments Committee for acting promptly in the face of Chris Jones’s unplanned-for departure, Governors sought assurance about the adequacy of the interim arrangements, highlighting the risk of starting a new academic year without a senior curriculum lead in place. A Governor asked if the Appointments Committee had considered recruiting another interim Principal/Chief Executive Officer and the Committee chair explained the Committee’s rationale for making the recommendation that it had, saying the Education and Skills Funding Agency (“ESFA”) has expressed confidence in CEO and both the ESFA and the Association of Colleges (“AoC”) think it is unlikely that another suitable candidate could be found in the timeframe, whereas an interim finance director with experience of engaging with the Transactions Unit was available.</p> <p>3.4 There was strong agreement that support must be provided for CEO and the Executive. The Chair said the College is already working with the AoC to source a mentor and she will update on this at the next Corporation meeting. In addition, Chris Jones expects to be able to provide some support to CEO by telephone, for which the Board is grateful. Action: Chair to update Governors on arrangements to support the Executive by 18 Oct.</p> <p>3.5 Governors discussed progress towards establishing the permanent Executive team. DPS said although Kirklees College is not able release (new Deputy Chief Executive Officer) Craig Tupling until 1 November, he has been coming into College one day per week and this is beneficial. Work is about to commence on the new permanent Principal/Chief Executive Officer recruitment with interviews to take place in October or early November; AoC advice was against starting the search during the Summer break.</p> <p>3.6 Governors expressed concern about the possible impact of further senior management changes on stakeholders’ confidence in the College. DPS said CEO will continue to manage the relationship with the bank, drawing on the experience of the new interim Finance Director, David Reeve (“FD”). Governors emphasised the need for the Board to be both vigilant and supportive during the transitional period.</p> <p>3.7 Turning to the matter of remuneration for the new interim Finance Director and interim Principal/Chief Executive Officer, Governors noted that the content of the discussion would be information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of individuals. <i>This matter is considered to be confidential at this stage and therefore the discussion is recorded in a confidential restricted annex at the end of this document marked Annex 1</i></p> <p><i>J16.30 Chris Malish re-joined the meeting.</i> <i>J16.35 Salsa Elmegri, Matt Peel, Robert Holden and Debbie Rolls re-joined the meeting.</i></p>	Chair

<p>4</p> <p>4.1</p> <p>4.2</p> <p>4.3</p> <p>4.4</p>	<p>Search Committee: Proposed new Independent Governors</p> <p>The Chair reported that the Governor recruitment event held at the College on Tuesday 11 September attracted a number of talented applicants. She said following interviews, the Search Committee had agreed to recommend four candidates for approval by the Corporation, with the expectation that they would be appointed from the date of the first Committee or Corporation meeting they attend:</p> <ul style="list-style-type: none"> • Geoff Alvy • Lisa Attenborough; • Paul Birtles; and • Neil Ward <p>Governors discussed the applicants' CVs, noting that each has business and/or financial experience yet brings different experience and skills to the table. Governors were all agreed that all four were strong candidates and should be appointed as Independent Governors; in addition, Neil Ward should be appointed to the Finance & General Purposes Committee and Geoff Alvy to the Audit Committee. Lisa Attenborough will choose either the Audit or Finance & General Purposes Committee after visiting both.</p> <p>RESOLVED</p> <p>(i) In accordance with clause 3 of the Instrument of Government and being satisfied that all requirements relating to Governor appointments are met, to appoint Geoff Alvy, Lisa Attenborough, Paul Birtles and Neil Ward as Independent Governors, in each case for a four year term, with effect from the date of the first Committee or Corporation meeting he or she attends.</p> <p>(ii) To appoint Geoff Alvy to the Audit Committee with effect from the date of the first Audit Committee meeting he attends.</p> <p>(iii) To appoint Neil Ward to the Finance & General Purposes Committee with effect from the date of the first Finance & General Purposes Committee meeting he attends.</p> <p>The Clerk advised that the appointments will bring the membership of the Corporation to 19, with one last vacancy which Governors may wish to reserve for curriculum expert. Action: The Clerk will contact all prospective Governors with the interview outcomes.</p>	<p>Clerk</p>
<p>5</p> <p>5.1</p> <p>5.2</p>	<p>Update on Developments over the Summer</p> <p><u>Executive Changes</u></p> <p>The Chair outlined the circumstances of Chris Jones's departure and the processes that were set in motion during the summer to infill CEO's substantive role on a temporary basis until the permanent Principal/Chief Executive Officer recruitment takes place. She thanked Staff Governor Rob Holden for his involvement in FD's recruitment.</p> <p><u>Restructuring Facility Application</u></p> <p><i>This matter is considered to be confidential at this stage and therefore the discussion is recorded in a confidential restricted annex at the end of this document marked Annex 1</i></p>	

<p>5.3</p> <p>5.4</p> <p>5.5</p> <p>5.6</p> <p>5.7</p>	<p>There was discussion about the College’s preparedness to fulfil anticipated conditions of funding and CEO said he has been working with the external legal advisors to get ready. It was noted that the College will need additional cash in December if the RF application is not agreed and paid by this point and CEO said an application for further exceptional financial support (“EFS”) has been submitted, just in case.</p> <p><u>Enrolment against Targets: Preliminary Picture</u></p> <p>CEO outlined the recruitment picture so far, highlighting that if the College experiences the same attrition rate as it has in previous years, it will be substantially below its FE recruitment target. He emphasised however that if the policy of strictly enforcing entry criteria has been applied as instructed, the attrition rate may in fact be lower this year.</p> <p>Governors were concerned to hear that the College may be significantly under plan for HE recruitment. The Chair asked how this could be, when the Board specifically directed that management should not over-promise. CEO said as per the Board’s instructions, a sizeable reduction was built into the plan on the assumption that numbers would continue to decline on the trend of the last few years. He said the College is still enrolling students, so the position may yet improve or worsen – but assuming there is a material underperformance, it may be necessary to bring forward plans to reduce the HE offer.</p> <p>Governors remarked on the unpredictability of the current HE market and the unusual behaviour they had witnessed both from institutions and student applicants, including large numbers of unconditional offers being made.</p> <p><u>FE Outcomes: Preliminary Picture</u></p> <p>CEO said the early data has been disappointing. Noting that the Self-Assessment validation sessions have been pushed back in the calendar, a Governor raised a concern, highlighting that Ofsted will expect the Board to be right on top of outcomes. CEO said ordinarily he would look to local knowledge to tell him the outcomes but the failure to get the predictions right has undermined his confidence, hence he would prefer to wait for the data. This was agreed, with all Governors noting the risk it presents. Action: More detailed reports on the 2017/18 outturn and 2018/19 enrolment will be presented at the Quality & Standards Committee and the next Corporation meeting.</p>	<p>CEO</p>
<p>6</p> <p>6.1</p>	<p>Dates of Next Meetings</p> <ul style="list-style-type: none"> • Thursday 18 October 2018 at 1600 • Thursday 1 November at 1600 (Training & Outreach) • Thursday 13 December at 1600 	
<p>7</p> <p>7.1</p> <p>7.2</p>	<p>Other Business: Property Disposal Proposal</p> <p>CEO reported that an offer had been received for the purchase of some of the College's excess land and buildings. A confidential management report had been produced to inform Governors’ decision as to whether to accept the offer.</p> <p>The Corporation considered the report and gave consideration to the proposal set out within it and the management recommendation. It noted its duty to safeguard the College’s assets and its responsibility for the effective and efficient use of the College’s resources and agreed that the assets concerned were surplus to requirements; the amount of the offer was acceptable; the risk of a competitor moving into occupation was low; and it was satisfied that it is within its authority to approve the disposal.</p>	

7.3	RESOLVED (i) To approve the disposal of the land and buildings known as Old Building, Junction and Garden Mill (more particularly described in the confidential management report of 13 September 2018) on the proposed terms set out in that confidential report. (ii) To receive the report and note the progress being made on rationalising the Estate.	
7.4	CEO highlighted that some planning will be needed, in terms of where the activity currently taking place in Old Building could be moved to. It was agreed that the Victoria Road property may need to be utilised. Governors emphasised that the priority must be to mitigate the impact on students and asked to be kept apprised of progress. Action: CEO will update Governors at the next Corporation meeting on progress with the proposed property disposals and any staff and services moves.	CEO
7.5	There being no further business, the Chair thanked everyone for attending and the meeting closed. There followed a Governor training on financial management and College funding arrangements, delivered by FD. The Chair thanked FD for doing this.	

Meeting Synopsis

Item #	Details	Minute
1.	The Director of People Services position was made a senior post.	2.2
2.	Kirklees College is unable to release new Deputy Chief Executive Officer Craig Tupling until 1 November.	3.5
3.	Work is about to commence on the new permanent Principal/Chief Executive Officer recruitment with interviews to take place in October or early November; AoC advice was against starting the search earlier during the Summer break.	3.5
4.	The Board confirmed the remuneration arrangements for the interim Finance Director and interim Principal/Chief Executive Officer.	confidential minutes
5.	Prospective Governors Geoff Alvy, Lisa Attenborough, Paul Birtles and Neil Ward will be offered seats on the Corporation. Geoff Alvy will join Audit Committee and Neil Ward will join Finance & General Purposes Committee. Their appointments will bring the membership of the Corporation to 19, with one vacancy which Governors may wish to reserve for a curriculum expert.	4.3 and 4.4
6.	The College has agreed to pay Lloyds Bank's costs for a further piece of work by audit firm KPMG which relates to the costings in the College's recovery plan.	5.2
7.	The College will need additional cash in December if the RF application is not agreed and paid by that point, hence an application for exceptional financial support has been submitted, just in case.	5.3
8.	Detailed reports on the 2017/18 outturn and 2018/19 enrolment will be presented at the Quality & Standards Committee and the next Corporation meeting.	5.7
9.	The Corporation approved the disposal of the land and buildings known as Old Building, Junction and Garden Mill, an offer having been received. Governors instructed that in any moves, management must minimise the impact on students.	7.3

Actions

#	Min	Details	Who
1.	3.4	Chair to update Governors on arrangements to support the Executive by 18 Oct.	Chair
2.	4.4	The Clerk will contact all prospective Governors with the interview outcomes.	Clerk
3.	5.2	When their work completes, KPMG's report will be shared with Governors.	CEO
4.	5.7	More detailed reports on the 2017/18 outturn and 2018/19 enrolment will be presented at the Quality & Standards Committee and the Corporation meeting.	CEO
5.	7.4	CEO will update Governors at the next Corporation meeting on progress with the proposed property disposals and any staff and services moves.	CEO

Thank yous and Acknowledgements

Item #	Details	Minute
1.	The Board is grateful to outgoing Chief Executive Officer Chris Jones for his offer to provide advice and support to the Interim Chief Executive Officer by phone.	3.4
2.	Thank you to interim Finance Director David Reeve for providing finance training.	7.5