

## **Preston's College**

### **Minutes of the Search and Governance Committee Meeting held on 4 July 2019 at 5.30pm at Preston's College**

#### **Present:**

Mr J Taylor (Chair)  
Mr J Boydell  
Ms J Jones

#### **Apologies:**

Dr E H Smith (Principal and Chief Executive)  
Mr E Bassa

#### **In attendance:**

Mrs C Rayner Clerk to the Corporation

#### **1. Welcome and Apologies**

Apologies were received from Dr Smith and Mr Bassa.

#### **2. Declarations of Interest**

No declarations of interest were made.

#### **3. Minutes of the Meeting held on 7 February 2019**

The Committee agreed the minutes of the meeting held on 7 February 2019 as a correct record.

**Resolved: The minutes of the previous meeting held on 7 February 2019 were agreed by the Committee as a correct record and signed by the Chair.**

#### **4. Matters arising**

The Committee discussed and noted a report on progress on the actions from previous meetings.

##### **a) Minute 5 (a) Governing Body Membership**

The Committee discussed governor attendance and noted that the Clerk had set up registers for all Board meetings and committees and would address any attendance issues where appropriate. The Committee noted that attendance reports for Board and committees would be included on the agenda of Search and Governance Committee meetings from September 2019 and Board and committee attendance would be considered by the Search and Governance Committee when considering re-appointment of governors. The Committee

agreed these initiatives should help to ensure the Committee had a line of sight on the issue of attendance and highlighted its importance to all governors.

## **5. Governors' Portal**

The Committee noted the demonstration on the development of the Governors' Portal by Mr Giagnacovo, Assistant Head of MIS and Reporting – Deputy, which had been held prior to the meeting. The Committee noted work in progress to improve the portal and build in governance separations. It was noted that separate Board and committee areas would reduce administration tasks and make the portal more user friendly.

During discussion, the Committee:

- agreed that the changes would make the portal significantly more user friendly;
- noted plans for the changes to be in place at the start of the 2019/2020 year;
- noted provisional plans for a demonstration to Board members in October;
- requested the inclusion of historic management accounts from 2017/2018 year in the Management Information area;
- suggested that, where possible, automation should be used to reduce administration tasks and save time;
- suggested that phone numbers for governors were included in the 'People' section (subject to individual governor approval as per General Data Protection Regulation);
- noted that the portal did not have the capacity for on-line governor interaction on reports or other communications between meetings. However, members noted longer term plans for the College to introduce app based software which might provide opportunities for on-line interaction.

**Resolved: The Committee noted the report and demonstration on the development of the Governors' Portal.**

**Action: To arrange a session prior to the October Board meeting to demonstrate the new portal to Board members.**

**Action: The Clerk and Mr Giagnacovo to progress the Committee's feedback.**

## **6. Board and Committee Membership**

### **a) Board and Committee Membership and Terms of Office**

The Clerk presented a report on Corporation Board membership, Terms of Office and Committee membership as of June 2019. She outlined changes since the last Committee meeting including:

- Cllr Robert Boswell had retired from the Board in April 2019;
- Dr Carr had submitted his resignation as a co-opted member of the Quality and Standards Committee and the HE Quality and Standards Sub-Committee in May 2019 due to his retirement from the University of Derby.

During discussion the Committee noted that consideration would be given to appointing an additional member to the Audit Committee following completion of the Board's skills audit. However, at present the Audit Committee had four members as per its Terms of Reference.

#### **b) Appointment and Re-appointment**

The Committee considered a report on the appointment of prospective Board member Cllr Mein. The Clerk referred the requirement of the Search and Governance Committee to consider equality and diversity implications when considering applications and that the Committee had previously highlighted the importance of ensuring the Board had appropriate political representation.

The Committee discussed Cllr Mein's biographical details and a meeting held with Mr Boydell, Ms Jones, Dr Smith, Mr Taylor, the Clerk and Cllr Mein on 20 June 2019. The Committee noted the impact of the appointment of Cllr Mein on the Board's gender balance.

Following discussion, the Committee agreed to recommend to the Board the appointment of Cllr Mein to the Corporation Board for a four year term.

The Committee agreed to defer to the Board the consideration of the re-appointment of Mr Boydell to the Board for a second term as the meeting would have been inquorate.

The Committee discussed the challenges of Board and Committee succession planning and ensuring the Board members were from diverse backgrounds and that the Board had an appropriate balance of skills and experience, gender, age and ethnic origin and was representative of the community of the College. The Committee noted that the Clerk planned to produce a demographic profile of the Board based on information governors wished to share.

The Committee discussed ideas to improve diversity on the Board. The Clerk described some suggestions for succession planning including generating a database of potential governors and advertising on key websites. She also highlighted some best practice from other Colleges which she could introduce. The Committee agreed these initiatives could be considered going forward.

#### **Resolved: The Committee:**

- **noted the current Board membership and Term of Office and Committee membership;**
- **agreed to defer the consideration of the Board re-appointment of Mr Boydell to the Board;**

- **recommended the appointment of Cllr Mein to the Board for a term of four years;**
- **agreed that the Committee should further review the membership of Board committees in Autumn 2019 following the completion of a Board skills and experience audit and the potential appointment of new member to the Board.**

## **7. Governance Review and Board and Committee Effectiveness Reviews**

The Clerk presented her report on plans for a Governance Review and Board and Committee Effectiveness Reviews.

The Committee discussed and agreed the proposed process and timetable for an effectiveness review of the Board and committees for recommendation to the Board.

The Committee considered a draft template for the Search and Governance Committee Effectiveness Review and noted the final version would be circulated to all Search and Governance members as an anonymous on line survey. The Committee agreed the proposed draft template was comprehensive and the collated results should provide the basis for a good discussion at the next Committee meeting.

The Committee considered potential outcomes of committee self evaluation reviews and agreed that initiatives should be developed to encourage contributions from student governors and improve their confidence at meetings. Other initiatives to welcome and support all new members such as buddying schemes should also be considered.

The Committee considered the plan for the Search and Governance Committee to undertake an initial review of the Association of College's Code of Good Governance for English Colleges including the new Annex on Senior Post Holder Remuneration. The Committee's initial review could then inform a paper for Board consideration. The Committee agreed to recommend the proposal to the Board.

### **Resolved: The Committee:**

- **agreed to recommend to the Board the suggested process and timetable for an effectiveness review of the Board and its committees;**
- **noted the timetable for the assessment of the College's performance against the Code of Good Governance for English Colleges and agreed to propose to the Board that the Search and Governance Committee should undertake an initial review of the Code of Good Governance for English Colleges including the new Annex on Senior Post Holder Remuneration;**
- **approved the draft template for the Search and Governance Committee Effectiveness review.**

### **Actions: The Clerk to:**

- **circulate the Search and Governance Committee Effectiveness Review to the Committee as per the timetable.**

- **progress initiatives to support governors in their role, in particularly initiatives to support new governors and student governors.**

## **8. Skills and Experience Audit**

The Clerk presented a report which outlined a suggested process and timetable for the Skills and Experience Audit. She also referred members to a proposed draft Skills and Experience Audit template which was based on the Board's previous skills audit and further developed following a review of skills audits from other FE colleges.

During discussion the Committee:

- noted that ensuring that governor DBS checks would be completed separately from the Skills and Experience Audit;
- noted work was in process to ensure that the College held all appropriate information on governors including any diversity information governors wished to share;
- agreed that, whilst there was reference in the draft template to governors' knowledge of equality and diversity legislation and the College's legislation, it would also be useful, given discussion earlier in the meeting, to add knowledge of equality, diversity and inclusion initiatives in relation to governance bodies;
- suggested that 'membership of professional bodies' should be added to the Skills and Experience audit.

**Resolved: Subject to the amendments agreed, the Committee recommended the draft Skills and Experience Audit template to the Board.**

**Actions: The Clerk to incorporate the Committee's suggestions in the draft Skills and Experience Audit template.**

## **9. Training and Development**

The Clerk presented a report on governor training and development completed in 2018/2019 and plans to develop a governor training and development programme. The programme would be informed by the outcomes of the Skills and Experience Audit and Board and committee self-assessments.

The Committee discussed the training available for governors during 2018-2019, including training offered by external bodies. The Committee particularly welcomed the qualitative information in the report, given the importance of ensuring that governor training records were maintained.

**Resolved: The Committee noted:**

- **a report on governor training and development which has taken place in 2018/2019;**

- **that a training and development plan, informed by the outcomes of the Skills and Experience Audit and Board and committee self-assessments, would be developed by the Clerk.**

#### **10. Governance Meeting dates 2019/2020**

The Clerk presented a report on the proposed governance meeting dates 2019/2020, making reference to:

- the rationale for holding one meeting of the Quality and Standards Committee in the first term, rather than two, due to data publication dates;
- the rationale for holding one longer strategic planning meeting rather than two evenings in 2019/2020;
- plans for a Question Time event for students hosted by governors.

**Resolved: The Committee agreed to recommend the proposed governance meeting dates 2019/2020 to the Board.**

#### **11. Forward Work Programme**

The Clerk presented a report on the development of Forward Work Programmes for the Board and committees and the draft Search and Governance Forward Work Programme 2019-2020.

The Committee noted:

- that Forward Work Programmes would not be static documents as priorities might change as the year developed;
- the Forward Work Programme for the Search and Governance Committee would be kept under review by the Chair of the Search and Governance Committee, the Chief Executive and Principal and the Clerk and the Committee would be informed of substantive changes.

The Committee considered the draft Search and Governance Forward Work Programme 2019-2020 and welcomed its inclusion on the Committee's agenda.

The Committee discussed the importance of the governance best practice initiatives under development on governor training, appraisal and evaluation and, given the number of initiatives planned, the benefits of a staggered implementation.

**Resolved: The Committee noted a report on the development Forward Work Programmes for the Board and committees and approved the Search and Governance Forward Work Programme 2019-2020.**

**12. Date of the next meeting**

It was noted that, subject to Board approval of the meeting dates, the next meeting of the Search and Governance Committee would take place on 26 September 2019.

The meeting closed at 6.55pm.