

Preston's College

**Minutes of the Search and Governance Committee Meeting held on 24th September 2020
via Zoom teleconferencing at 5pm**

Present:

Mr J Taylor	Chair
Dr E Smith	Principal and Chief Executive
Mr J Boydell	From Minute 2

Apologies

Ms J Jones

In attendance:

Mrs C Rayner	Clerk to the Board
Miss G Turner	Applicant for independent governor (for item 2)

1. Welcome, apologies and declaration of interest

The Chair welcomed members to the meeting.

No declarations of interest were noted.

2. Prospective Governor Interview

The Committee noted the application and CV submitted by Miss Georgia Turner for the role of independent governor. It was noted that Miss Turner had applied via Governors for Schools. The Committee agreed the draft questions, which had been adapted by the Clerk from the questions from the governor interviews held in June 2020.

Miss Turner joined the meeting

The Committee interviewed Miss Turner for the role of independent governor, asking questions based on the Independent Governor Person Specification.

Miss Turner left the meeting

Following discussion, the Committee agreed to recommend to the Board the appointment of Miss Turner to the Board for a term of four years and that Miss Turner, given her governance qualifications, background and experience, should be invited to join the Search and Governance Committee.

Resolved: The Committee agreed to recommend to the Board the appointment of Miss Turner to the Board for a term of four years and appointment to the Search and Governance Committee.

3. Minutes of the previous meeting

The Committee agreed the minutes of the meeting held on 4th June and 2020 and 11th June 2020 as a correct record.

Resolved: The minutes of the previous meeting held on 4th June and 2020 and 11th June 2020 were agreed by the Committee as a correct record.

4. Matters arising

The Committee discussed and noted a report on progress on the actions from previous meetings. The Clerk noted that she had requested permission from all governors to share contact details and would develop governor contact details sheets once all responses had been received.

The Committee noted that the Board would need to appoint a new link governor for safeguarding following the retirement of Ms Hornsby. The Committee agreed that it was important that the safeguarding governor had understanding or experience of safeguarding issues. The Committee noted that Ms Hornsby had given notice of her intention to retire and agreed this was helpful for succession planning.

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

Resolved: The Committee noted a progress report on actions from previous meetings.

5. Board and Committee Membership

a) Board membership and Terms of Office

The Clerk presented a report on the Corporation Board membership, Terms of Office and Committee membership as of September 2020.

The Committee noted the update on governor recruitment. The Clerk reported that she had issued 11 application forms and held three meetings via Zoom with prospective governors but had not received any applications by the closing date. The Clerk undertook to contact all prospective governors who had been sent an application form with details of a new deadline for applications. Members discussed potential barriers for applicants and commented that it was current practice in the recruitment sector to request CVs.

The Committee discussed Board succession planning. The Clerk reported that Ms Hornsby would leave the Board at the end of December 2020 at which point the Board would carry two vacancies for independent governors. The Committee considered the Terms of Office report and the Clerk clarified that Mr Brown and Mr Taylor were scheduled to leave the Board in March 2021 after serving two terms. It was noted that in normal circumstances, in line with good governance practice, members would not be re-appointed after two terms. However, the Clerk suggested that in the context of the coronavirus pandemic, the recruitment of a new Principal and Chief Executive and a number of new governors joining the Board, the Board could be asked to consider extending the terms of office of Mr Brown and Mr Taylor. Members agreed that this would assist with governance continuity and stability, particularly as Mr Brown and Mr Taylor were chairs of committees and members of the Senior Post Holder Selection Panel. The Committee noted that this approach

would be proposed to the Board for consideration. The Committee noted that it could not make a recommendation on this to the Board on this matter as there was not an uninterested quorum.

Following discussion, the Committee noted that the Board:

- must appoint a new safeguarding link governor in December 2020;
- must appoint a new Vice Chair in December 2020;
- should consider succession planning for committee chair roles including Quality and Standards Committee;
- could consider appointing a student governor for Higher Education. It was noted that a revision to Standing Orders would be required;
- consider adding the risk of not appointing any new governors by December 2020 to the risk register.

b) Committee Membership

The Committee noted Committee membership as of September 2020.

c) Governor recruitment material

The Committee noted the latest draft of a governor recruitment leaflet which the Clerk had developed with staff in marketing. She reported that the Chair of the Search and Governance Committee had reviewed the draft and provided feedback which she was currently progressing, including adding a statement from the Chair of the Board to the leaflet.

The Clerk suggested that hard copies of the leaflet could be produced post Covid for distribution at local venues.

d) Governor for Schools – How to diversify your board

The Committee noted a report from Governors for Schools on best practice for diversification of boards.

e) Induction Year Review

The Committee considered an Induction Review report for Cllr Jennifer Mein who had been appointed to the Board in July 2019. It was noted that the report included information on Board and Committee attendance, training and other contributions during her first year on the Board, including participating in the Governors' Question Time event. It was noted that the Committee's remit included considering the contribution of members after a year and making a recommendation to the Board on whether members should continue to serve as governors.

Following discussion, the Committee agreed that Cllr Mein should be recommended to the Board to complete her term following a successful induction year.

f) Board and Committee attendance figures 2019/20

The Clerk referred members to the Board and Committee attendance figures for 2019/20. She reported that the pandemic and the move to virtual meetings had not negatively impacted on attendance, which was in line with the national trend for FE colleges. However, the Committee undertook to continue to monitor attendance at committee meetings.

In response to a query, the Clerk advised that she would highlight to the Search and Governance Committee if a governor's overall attendance dipped below 40%.

g) Draft Student Governor Information Pack

The Board noted the draft Student Governor Information Pack.

Resolved: The Committee noted the Board and Committee Membership report.

6. Annual Review of Standing Orders and Terms of Reference - progress report

The Clerk referred to her report on the Annual Review of Standing Orders and Terms of Reference which had not been included on the Board agenda for July to focus on more urgent matters during the coronavirus pandemic.

The Clerk referred to the proposed changes to the Instrument and Articles which she had identified during the pandemic which were shown as track changes in Appendix A.

She reported that during the pandemic she had identified a number of areas of good practice which she had incorporated into the draft including:

- the introduction of a second Vice Chair to provide additional contingency and to assist with succession planning;
- the inclusion of delegated authority of the Chair's action and written resolutions.

In response to questions posed by the Clerk in her report the Committee agreed that:

- governors should have up to 14 days to respond to a written resolution;
- whilst video-conferencing was the preferred method of meeting if physical meetings could not take place, teleconferencing should also be permitted to include as many governors as possible in decision making.

The Board noted that quoracy of meetings of Corporation Boards was set at 40% of the possible Board membership rather than 40% of actual Board membership if the Board carried vacancies. The Committee discussed the advantages and disadvantages and also considered whether a minimum number/percentage of independent governors should be present to form a quorum. Following discussion, the Clerk undertook to review whether the wording in the current Standing Orders provided sufficient flexibility.

The Committee considered the proposed amendments to Instrument and Articles to the Board and agreed to recommend to the Board:

- additional wording to allow a reduced quorum for Part 2 Board meetings;
- changes to the Instrument and Articles and Standing Orders to allow the Board to appoint up to two Vice Chairs;
- provision delegated authority of the Chair within agreed parameters (Chair's action);
- provision for written resolutions;
- other amendments as shown in track changes in Appendix A.

The Committee noted that, if the Board approved the proposed changes to Instrument and Articles, subsequent changes would also be required in Standing Orders.

The Clerk referred members to the proposed additional changes to Standing Orders which were highlighted in Appendix B, including changes made at the request of the Committee at its meeting on 6th February 2020 and further changes she had identified during the pandemic. The Committee agreed:

- that reference should be made in Standing Orders and Committee terms of reference to the College's policy for admittance of external guests or staff to governance meetings at the discretion of the Board/Committee;
- to introduce the quoracy of committees should include "at least three independent governors."

The Committee agreed to recommend the amendments to the Board for approval.

The Clerk referred members to the reformatted Code of Conduct at Appendix C. The Committee agreed to recommend the draft Code of Conduct to the Board for approval.

The Committee noted that following the Board's review of the proposed changes the Clerk planned to redesign the Instrument and Articles, Standing Orders and Committee terms of reference into a new Governance Handbook which would reduce duplication and enable sections to be updated more easily.

Resolved: The Committee:

- **noted the report;**
- **approved the proposed changes to the Instrument and Articles, Standing Orders and Committee Terms of Reference for recommendation to the Board;**
- **approved the draft Governor Code of Conduct for recommendation to the Board.**

Actions: The Clerk to review the issue regarding quoracy of Board meetings.

7. Training and Development Update

The Clerk presented her report which summarised governor training opportunities since February 2020 and outlined plans for the development of a governor training and development plan for 2020/21.

With reference to the Skills and Experience Audit conducted at the end of 2019, the Clerk proposed for 2020/21:

- a virtual training session on charity law and the insolvency regime;
- an on-line safeguarding training module;
- virtual induction for new governors.

In addition, the Clerk would continue to signpost external training available to governors including relevant webinars. The Clerk explained that this approach had been developed as it was not possible to organise physical training and many governors were experiencing time pressures during the ongoing pandemic. The Committee endorsed the approach to governor training for 2020/21.

The Clerk highlighted forthcoming external training opportunities. She reported that the Education Training Foundation's Governance Development Programme was currently free for governors during its pilot phase. The Principal and Chief Executive highlighted the importance of the training available which would support governors when completed the Leadership and Management Self Assessment Report (SAR).

Resolved: The Committee considered the Training and Development Update report and endorsed the proposed approach.

8. Forward Work Programme

The Clerk outlined the Search and Governance Committee Forward Work Programme for 2020/21. The Committee reviewed and approved the Forward Work Programme.

Resolved: The Committee approved the Search and Governance Committee Forward Work Programme 2020/21.

9. Date of next meeting

It was noted that the date of the next meeting would be 4th February 2021.

The meeting closed at 7.20pm.