

## Preston's College

### Minutes<sup>1</sup> of the Search and Governance Committee Meeting held on 4<sup>th</sup> February 2021 via Zoom teleconferencing at 5.30pm

#### Present:

Mr J Taylor	Chair
Dr E Smith	Principal and Chief Executive
Mr J Boydell	From Minute 2
Ms J Jones	
Miss G Turner	

#### In attendance:

Mrs C Rayner	Clerk to the Board
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#### 1. Welcome and apologies

The Chair welcomed members to the meeting. He welcomed Miss Turner to her first Search and Governance Committee meeting.

#### 2. Declaration of interest

No declarations of interest were made.

#### 3. Minutes of the previous meeting

With an amendment from the Clerk to add to Minute 5 that the Board and Membership Report had been noted by the Committee, the Committee agreed the minutes of the meeting held on 27<sup>th</sup> September 2020 as a correct record.

**Resolved: The minutes of the previous meeting held on 27<sup>th</sup> September 2020 were agreed as a correct record.**

#### 4. Matters arising

The Committee discussed and noted a report on progress on the actions from previous meetings. The Clerk reported that she had added Governor contact details documents to the Governors' Portal and would inform all governors.

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 and Committee membership

<sup>1</sup> Please note that any matters which the Corporation is satisfied should be dealt with on a confidential basis have been removed from these minutes.

The Clerk presented a report on the Corporation Board membership, Terms of Office and Committee membership as of January 2021.

The Clerk provided an update on governor recruitment, she reported:

- Ms Hornsby had left the Board at the end of 2020 and the Board now had two independent governor vacancies;
- she had refreshed communications on the governor vacancy with external sites such as Inspiring FE, Governors for Schools Women on Boards;
- she had contacted any person who had previously expressed an interest during 2020 but had not submitted their CV or an application;
- the vacancies remained on the College website and would be reissued on the College's social media channels and governors could forward the website page link or the LinkedIn to their networks and contacts;
- ideas from recent Association of College's governance conference on ways to improve diversity on Boards, including promoting governor opportunities by visiting local diverse community organisations and approaching third sector organisations and the local Community Voluntary Service;
- on her plans to approach the Royal Preston Hospital and visit local community venues and organisations when Covid restrictions were lifted.

The Committee discussed:

- ideas to promote governor vacancies and how governors could promote the vacancies to their networks. During discussion it was agreed that whilst governors should promote the opportunity to their networks, in line with good governance best practice and in the interests of a fair and open governor recruitment process all prospective governors would be interviewed by the Search and Governance Committee and governors would not participate in the interview if they had any connections with a candidate;
- the Search and Governance Committee's approach to interviewing candidates against the governor role description and person specification had been successful during 2020 in ensuring any governor appointments addressed skills and knowledge gaps;
- the importance of ensuring any prospective governors were aware in advance of the time commitment involved;
- current vacancies for up to two Vice Chairs and that no Board members had self nominated to date;
- succession planning for committee chairs including the Chair of the Quality and Standards Committee;

- that Mrs Mason had been appointed as safeguarding link governor in December 2020.

**b) Board and Committee attendance figures 2020/21 to date**

The Committee noted the report on Board and Committee attendance figures 2020/21 to date. The Committee noted:

- percentages had been provided for comparison purposes but as some committees had only held one meeting to date for 2020/21 they should be reviewed with caution;
- attendance had improved when compared to the same point in 2019/20 and this improvement probably related to lockdown and the move to virtual meetings;
- nationally FE governor attendance had also improved.

The Committee discussed:

- the advantages of virtual meetings including that members were able to attend meetings more easily as travel was not necessary and members could also more easily attend part of meetings more easily when they were unable to join the full meeting due to other commitments;
- the disadvantages and limitations of virtual meetings including the challenges of engaging in discussions and also building relationships with fellow governors, management, staff and learners;
- the challenges for new governors to build relationships and find out more about the College when participating virtually;
- growing Zoom fatigue which could impact on discussion at meetings, particularly for meetings with long agendas;
- governors' accountability remained the same whether meeting virtually or in person and therefore governor engagement in meetings was essential;
- the importance of chairs ensuring that all members were able to contribute and engage virtually;
- that whilst virtual meetings had advantages, when it was safe to do so it would be preferable to have some face to face meetings in College, with governors only joining virtually when it was not possible to attend in person.

Following discussion, members agreed:

- to add best practice for virtual meetings to the Governors' Code of Conduct;
- Zoom Rooms should be explored for hybrid meetings.

**c) Equal Opportunities Monitoring – Diversity and Inclusion**

The Committee discussed and noted the collated Equal Opportunities Monitoring – Diversity and Inclusion report form. It was noted that:

- this was the first time Board diversity data had been collated in this format;
- whilst it was optional, all members had completed the survey;
- percentages had been used so that comparisons could be made year on year going forward.

**d) Student governor elections**

The Clerk reported that she was in the process of launching the Student Governor elections for the new student governor (HE). It was noted that this had been introduced to ensure HE student representation at governance meetings and to ensure compliance with Office for Students (OfS) regulatory requirements. It was noted that previously the adult student governor could come from either an HE or FE course and the new student governor arrangements ensured that there were consistently student learner voices on the Board from 16-18, FE and HE courses.

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

**Actions: The Clerk to:**

- **include best practice for virtual meetings in the Governors' Code of Conduct;**
- **explore the use of Zoom Rooms for hybrid meetings.**

**6. Review of Governing Documents**

The Clerk referred to her report on the Review of Governing Documents. She referred to:

- the Board, at its meeting on 10th December 2020, had approved changes to the Instrument and Articles, Standing Orders and Committee Terms of Reference and she had reformatted the documents into a Governance Handbook for review by the Board in March 2021 and the order of the content of the Standing Orders had been changed in some areas to make the document more user friendly;
- changes had also been made to Standing Orders to reflect the changes made to the Instrument and Articles and additional minor changes which were shown in track changes at Appendix A;
- the draft contents of the Governance Handbook at Appendix B with outstanding chapters to be developed during 2021, including a section about the College would be added, following the Principal and Chief Executive's suggestion.

The Committee discussed the proposed amendments and agreed the reformatting and development of a Governance Handbook was helpful.

With an amendment to paragraph 3(c) to correct a grammatical error, the Committee agreed to recommend the proposed amendments to Standing Orders to the Board for approval.

The Clerk referred members to the draft Schedule of Delegation at Appendix C which would form Chapter 3 of the new Governance Handbook. She explained that this was a work in progress document for the Committee to review the format and she would also consult the Executive Leadership Team before issuing a revised draft to the Committee. She reported that:

- that the draft schedule of delegation was spilt into three parts, General overview of Board decisions and reference to delegation where appropriate, Appendix A - Documents which the Corporation Board must approve. Appendix B - Policies or procedures the Corporation Board must approve. She explained that all other policies and procedures were considered operational in nature and would continue to be approved by the Executive Leadership Team;
- proposed areas where further delegation might be practical such as proposals for Chairs to approve which items should be redacted from Board/committee minutes before publication, Chairs to decide if an observer could attend a meeting and arrangements to allow management to request a Board or committee meeting via the Clerk and the Chair;
- a draft Special Purposes Committee Terms of Reference was under development;
- that she would circulate the final draft of the Schedule of Delegation to the Committee ahead of review by the Board at the March meeting.

Members agreed that the draft Schedule of Delegation was a useful reference document which was easy to follow. Members discussed that, given the volume of information in the Governance Handbook, how to ensure the information was accessible, particularly for new governors. Members noted that individual chapters would be available separately for quick reference and the Handbook would be bookmarked. Following suggestions, the Clerk undertook to:

- explore whether a search function could be added to the Governance Handbook to allow members and management to find required information more easily;
- develop a quick “easy guide” to what they need to know and where they can access the information for new governors.

The Committee discussed the increase in the number of Board papers as the Board now approved all College policies, and also relevant procedures, following review by the relevant committee. The Clerk outlined plans to develop new a Board/committee report template which would enable governors to see at a glance: previous consultation, a summary of the content of the paper and whether the paper was for decision or information.

**Resolved: The Committee noted the Review of Governing Documents and agreed the proposed changes to Standing Orders.**

**Actions: The Clerk to:**

- **develop a quick “easy guide” for new governors;**
- **explore adding a search function to the Governance Handbook;**

- **correct a typographic error in paragraph 3 (c).**

## **7. Governance Related Publications Update**

The Clerk presented her recent Governance Related Publication Update report. She referred to:

- background to the recent reports including the governance elements of the *Report of the independent review of college financial oversight*, the report of Dame Mary Ney's review of financial oversight arrangements for further education and sixth form colleges, with recommendations for improvement and the government's response;
- the College of the Future's publication of the *UK-wide report from the Independent Commission on the College of the Future*;
- publication of the government's FE White Paper: *Skills for Jobs: Lifelong Learning for Opportunities and Growth*, at Appendix A. She outlined the key governance related references including the government's plans to:
  - set out clear expectations to college corporation boards on recruitment, retention and development of principals and board members;
  - plans to refresh existing guidance on appointments, including an independent person to be included on college leader interview panels to ensure objectivity and due diligence;
  - work with the sector to develop a framework of skills and competencies to improve development for college corporation board members and governance professionals once in post;
  - set new requirements for annual board self-assessment and regular external governance reviews;
  - work with the Charity Commission to review how the existing system operates for paying board chairs, to consider the possibilities for enabling board chairs to be paid in specific circumstances within the confines of charity law.
- the College Development Network (CDN) and the Association of Colleges (AoC), had published a virtual governance report entitled: *Governing a College using Virtual Meetings* which was at Appendix B; which would provide the Committee and the Board useful background information as it considered its approach to governance meetings post Covid.

The Committee discussed the government's FE White Paper and noted:

- it had been anticipated that the White Paper would include more plans for collaboration between colleges on governance arrangements;

- reception of the governance content of the White Paper within the FE sector;

The Committee discussed the impact on the FE sector of serious governance issues in a small number of colleges and whether the government would take action in the future in removing chairs when there had been serious governance issues.

## **8. Board and Committee Evaluation**

The Clerk presented her report on Board and Committee Evaluation. She made reference to:

- the Board had combined its evaluation questionnaire with the Committee Evaluation survey for 2019/20 and the Board would discuss the collated report in March 2021;
- her recommendation that the Board and committees return to separate evaluations in autumn 2021 and the Committee consider an external element to Board evaluation post Covid;
- the anonymous comments added by members of the Search and Governance Committee when asked to provide feedback on the activities of the Search and Governance Committee for 2019/20.

The Committee noted the Board and Committee Evaluation report and discussed:

- the Clerk's suggestion that the Board consider an external perspective for Board evaluation and the optimal time to schedule this. It was suggested that it might not be necessary to wait until post Covid as it was likely that the Covid situation would be ongoing for some time;
- the importance of governors speaking to learners and staff to gain insight into their experiences of remote working and learning and noted that this would be the focus of the Board's next strategic planning meeting;
- videos would also be developed for governors to find out more about remote learning and teaching at the College from staff and learners.

The Clerk referred to the Board's decision to build its Board Evaluation into the College's Corporate Self-Assessment Report (SAR) as part of the Leadership and Management section. She would work with Ms Haworth, Vice Principal Quality, Teaching, Learning and Learner Support, to implement this for the SAR for 2021-21. She outlined a possible approach including the Search and Governance Committee identifying key governance strengths and areas for enhancement following its review of: compliance with the Code of Good Governance for English Colleges, Board self assessment and review of attendance records and feeding this into the SAR. The Principal and Chief Executive outlined how this could be expanded further to ensure greater governor involvement during the development and validation of other elements of the SAR, particularly validation of the quality of education. She explained that this would provide governors with greater insight in to the College's quality and curriculum and enable governors to provide greater test and challenge on the

proposed indicative gradings and whether the curriculum led to greater outcomes for learners.

The Committee agreed it was essential for governors to have a thorough understanding of the SAR and evidence for the proposed indicative grading, particularly as it was based on Ofsted's Education Inspection Framework. Members were supportive of the plans for greater governor involvement in SAR validation during the 2020/21 academic year. Members highlighted the importance of ensuring the Board's role in SAR validation was clearly agreed in advance to ensure the lines of management and governance were not blurred.

**Resolved: The Committee noted the Board and Committee Evaluation report.**

**Actions: The Clerk to progress arrangements for greater governor involvement in the SAR validation process during the 2020/21 academic year.**

## **9. Training and Development Update**

The Clerk presented her report which summarised governor training to date in the 2020/21 year. She reported:

- the engagement session on remote learning with staff and learners would take place on 25<sup>th</sup> February 2021;
- new governors, including staff and student governors, had attended induction sessions on the College with the Principal and Chief Executive and on governance with the Clerk;
- new governors had also attended external induction sessions delivered by the Education Training Foundation;
- she was liaising with colleagues on the format of Safeguarding and Prevent training for 2021;
- the pilot phase of the Education Training Foundation's Governance Development Programme had ended and the College had purchased access to the programme for all governors for 2021. She encouraged governors to use the resources available;
- that at the Board meeting on 10<sup>th</sup> December 2020, it was suggested that the College should introduce an ethics compliance mandate for staff and governors and this would be explored during 2021.

The Committee noted the Training and Development Update report. A governor reported positively on the resources provided in the Education Training Foundation's Governance Development Programme and provided positive feedback on the AoC's Governor Masterclass Webinars she had attended. She reported that the finance masterclass had been particularly helpful.

Members discussed the idea of an ethics compliance mandate and it agreed it was important to pursue this suggestion. Members referred to the importance of ensuring wellbeing was included.



**Resolved: The Committee noted the Training and Development Update report.**

**Action: The Clerk to explore the development of an ethics compliance mandate.**

**10. Any other business**

The Chair reported that a learner interested in a career in governance would be invited to attend the next meeting. Members agreed that, where possible and appropriate to do so, it was beneficial to involve learners in committee meetings. It was noted that student governors were members of Quality and Standards meeting.

The Chair reported that this would be the Principal and Chief Executive's final Search and Governance meeting and on behalf of the Committee he recorded thanks to the Principal and Chief Executive for her support and her contribution to Search and Governance Committee meetings. The Principal and Chief Executive thanked members for their comments.

**11. Date of next meeting**

It was noted that the date of the next meeting would be 10<sup>th</sup> June 2021. However, should the Clerk receive any governor applications an additional meeting would be arranged. The Clerk would also issue the updated draft Schedule of Delegation to the Committee for comment ahead of review by the Board.

*The meeting closed at 7pm.*