

**Preston College**

**Minutes of the Search and Governance Committee Meeting held on 29<sup>th</sup> September 2022  
via Zoom at 5.30pm**

**Present:**

Ms Joanne Jones	Chair
Mr John Boydell	
Mr Simon Nixon	Interim Principal and Chief Executive
Miss Georgia Turner	

**In attendance:**

Mrs C Rayner	Clerk to the Board
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**1. Welcome, apologies**

The Chair welcomed members to the meeting.

The Chair welcomed Mr Nixon to his first meeting since his appointment as Interim Principal and Chief Executive.

No declarations of interest were noted.

**2. Declarations of Interest**

The interests of the Interim Principal and Chief Executive and the Clerk in the Terms of Reference of the Senior Post Holder Remuneration Committee were noted.

**3. Minutes of previous meeting**

The Committee agreed the minutes of the meeting held on 9<sup>th</sup> June 2022 as a correct record.

**Resolved: The Committee agreed the minutes of the previous meeting held on 9<sup>th</sup> June 2022 as a correct record.**

**4. Matters arising**

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

The Clerk referred members to Minute 9 and reported that she had tried to combine the Board and committees self-assessment questionnaires for 2021/22. However, it had proved logistically difficult as a number of members were on three committees and it would have also been difficult to generate separate collated reports for the Board and each committee to review. She explained that instead she had sent all links to the questionnaires on the same email.

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

## 5. Board and Committee membership

The Committee noted the Board and Committee Membership – September 2022.

The Committee noted:

- that Mr Hunter and Miss Patel had resigned since the Committee's last meeting;
- the Board had three independent governor vacancies and would have a fourth by December 2022;
- that the Board had agreed, at its meeting on 22<sup>nd</sup> September 2022, that the College should apply to the new Department for Education (DfE) governor recruitment service for support in recruiting governors. It was noted that this could be particularly helpful for recruiting to fill specific skills and experience gaps. The Clerk reported on efforts to publicise the vacancy in the meantime including advertising on LinkedIn, Women on Boards, Young Trustee Movement and the National Black Governors' Network;
- the student governor election process for 2022/23 had commenced;
- proposed committee chairs appointments in early 2023 and plans in place to increase the membership of the Senior Post Holder Remuneration Committee in the new year as Ms Jones had agreed to join this Committee;
- she had received two expressions of interest for the governor role which she was currently progressing.

The Clerk referred members to the Board and Committee attendance for 2021/22 at Appendix B. The Committee noted that attendance had declined during 2021/22 by 10 percentage points and 2021/22 attendance was similar to attendance levels in 2018/19, which was the last full year before Covid. The Committee noted that attendance had also declined in the FE sector during 2021/22. However, the College was 4 percentage points behind the national college average. Members discussed the potential drivers for this including the impact on Covid, sickness and members catching up on holidays, and the impact of a small number of governors with low attendance, with two of these governors resigning during 2021/22.

The Clerk referred to plans to extend the remit of the Chairs' meeting to include a report from committee chairs on the work of their committee and to open this part of the meeting to all governors. She explained that this suggestion had been made at the first Chairs' meeting on 28<sup>th</sup> April 2022. The Committee welcomed this approach.

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

- **noted the current Board membership, Term of Office and membership of committees;**
- **note the governor recruitment and succession planning update;**
- **reviewed Board and Committee attendance for 2021/22.**

## 6. Review of College's governing documents

The Clerk referred members to her report on proposed changes to the College's governing documents. The Clerk outlined the proposed changes to the College's Instrument and Articles, which were shown as track changes at Appendix A:

- to add a requirement that governors shall be disqualified from holding office if disqualified as acting as a charity trustee under the Charities Act;
- to incorporate a requirement that upon a member becoming disqualified from being a charity trustee under the Charities Act 2011, as amended from time to time, that member would cease to be a member with immediate effect and must notify the Clerk as soon as they became aware of such disqualification;
- the bankruptcy restrictions clause 5 could be deleted as they are covered until clauses 6 and 7.

The Clerk provided assurance that she already checked the Charity Commission website to ensure that any potential governor had not been disqualified from being a charity trustee. However, Eversheds Sutherland, in guidance to colleges provided as part of its Governance subscription service, recommended the proposed changes to Instrument and Articles for completeness and to cover the circumstance of a governor being disqualified by the Charity Commission for being a trustee after their appointment to the Board.

The Clerk outlined the proposed changes to the College's Standing Orders which were shown as track changes at Appendix B. The Clerk explained that the changes were mainly minor cosmetic changes or changes to reflect current practice or the introduction of governance documents or policies. The Clerk referred to suggestions she had made which were shown in comments at Appendix B. She explained that there appeared to be a culture in FE for the scope of Standing Orders to be wider than other sectors and, as the College continued to develop new governance documents, such as role descriptions for the Chair and Vice Chair, the Standing Orders could be revised.

Following discussion, the Committee agreed that:

- it was unnecessary to include the role descriptions for the Principal and Chief Executive, the Chair of the Governing Body and the Clerk in Standing Orders as separate role descriptions had been developed and approved;
- paragraph 11 (a) (v) should be reviewed to remove ambiguity when referring to staff governors or other members of staff and this should be aligned with the interpretation of key words at the start of the Standing Orders;
- the procedure for Board approval for a break in service of for governor should be added.

The Clerk outlined proposed changes to the Schedule of Delegation, shown as track changes at Appendix C, which had been updated to include any new policies and procedures which have been introduced during 2021/22 or would be introduced during the autumn term.

The Clerk outlined proposed amendments to the committee Terms of Reference which were shown in appendices A – H as track changes.

The Clerk proposed that for Resources Committee, Search and Governance Committee and Quality and Standards Committee the quoracy requirement should be changed to *"The quorum for meetings shall be three members of which at least two members must be independent members."* She explained that this proposal would reduce the risk of meetings being inquorate whilst ensuring that independent members remained in the majority of the

quorum required. She explained that due to the number of Board vacancies at present, the existing requirement for three independent governors for these committees had caused challenges with ensuring meetings could go ahead or remaining quorate for the full meeting if a member should leave. The Committee noted that prior to the amendment in March 2021 the quoracy for committees was three members rather than three independent members. The Committee noted that the proposed approach was a compromise which still ensured that independent members made up the majority of the quorum.

The Clerk proposed that the name of the Audit Committee was changed to the Audit and Risk Committee to better reflect the scope of the work of this committee.

The Clerk reported that:

- most of the other proposed changes to the committee terms of reference had been made in light of the publication of the revised AoC Code of Good Governance for English Colleges (2021), publication of the DfE revised FE Corporations governance guide in June 2022 or expanding the detail of the remit of committees to reflect current practice;
- she could consult with the College's solicitors, Forbes, on any proposed changes if required;
- the draft terms of reference would be shared with the relevant committees before they were considered by the Board.

The Committee agreed the proposed amendments to the Instrument and Articles, Standing Orders, Schedule of Delegation, and committee terms of reference for recommendation to the Board. The Committee noted that no changes had been made to the Code of Conduct for Corporation members;

**Resolved: The Committee agreed:**

- **proposed changes to the Instrument and Articles (Appendix A), Standing Orders (Appendix B), Schedule of Delegation (Appendix C) for recommendation to the Board.**
- **the proposed changes to the Committee Terms or Reference for recommendation to the Board:**
  - **Audit Committee (Appendix D)**
  - **Resources Committee (Appendix E)**
  - **Search and Governance Committee (Appendix F)**
  - **Quality and Standards Committee (Appendix G)**
  - **Senior Post Holder Remuneration Committee - (Appendix H).**

**Actions: The Clerk to:**

- **revise paragraph 11 (a) (v) to remove ambiguity for references to 'staff member'.**
- **add a procedure for the Board approving a break in service of a governor.**

## 7. Key Governance reforms

The Clerk presented her reported on key governance reforms. She reported:

- on the key governance changes required by the Skills and Post 16 Education Act 2022 and the revised DfE FE Corporations Governance Guide, 28<sup>th</sup> June 2022. She referred members to a report, at Appendix A, on actions taken by the College to date and further actions planned to ensure compliance with the new guide. She explained that the report including key changes rather than requirements or best practice which had been included in the previous version of the guide or changes in wording;
- on the development of a tender document for the Board's external governance review and the proposed focus of the review;
- on the Charities Act 2022 and changes which would come into force during 2022/23 which could impact on the College;
- on the Office of National Statistics review of the status of colleges, with an announcement expected in the coming weeks.

The Clerk highlighted that the DfE guidance referenced individual governor appraisals/self assessment. She explained that governors could add anonymous comments on the performance of the Clerk, the Chair and committee chairs as part of the annual Board and committee self-assessment questionnaires and induction reviews were completed for new governors. However, governors did not currently complete individual governor appraisals/self assessment. The Clerk explained that this was likely to be highlighted when the Board had an external governance review later in the year. The Committee agreed that the introduction of independent governor appraisals should be explored.

The Clerk highlighted that the AoC had published Guidance on Payments to Governors and referred to the link to this report in the pack and that the report had also been added to the Governors' Portal. She suggested that the report was reviewed at a future meeting. The Committee agreed to consider this report further at the next meeting.

The Clerk reported that the Board had agreed to hold its external governance review during the 2022/23 academic year and referred to the DfE guidance of external reviews at Appendix B. The Committee noted that the Board had delegated to the Search and Governance Committee:

- to work with the Clerk and College management to draft terms of reference for the external review and draft a list of preferred suppliers for recommendation to the Board;
- to approve of the tender document to be sent to preferred suppliers;
- to review all bids received and make a recommendation to the Board on the preferred external reviewer.

The Clerk explained that the Committee needed to determine the focus of the review so it could be included in the invitation to tender document. She suggested that, as proposed in her report, the framework included in the AoC Code of Good Governance for English

Colleges was used as the scope of the external review. She explained that this would include external assessment of:

- the College's performance against the values and principal responsibilities set out in the Code;
- the extent to which the Board had been effective and has met its objective and remained fit for purpose;
- the extent to which committees had been effective, met their terms of reference and remained fit for purpose;
- the extent to which board members had met their remit and participated in the board and its committees;
- the success of the College as a whole in meeting strategic objectives and associated performance measures and the contribution the Board made to that success;
- where possible, to benchmark the College's performance and processes against other comparable colleges and/or relevant institutions outside the FE sector;
- to seek views of the executive and relevant bodies and of staff, parents, governors, employers, and student communities;
- an evaluation of an inclusive boardroom culture and the environment that created for effective challenge.

The Committee agreed that the framework included in the AoC Code of Good Governance for English Colleges should be used as the draft remit of the College's external review and noted the possible methods an external reviewer including interviews, observations of meetings and review of reports and minutes. The Clerk undertook to progress.

The Clerk gave an update on the actions required following the Board's adoption of the AoC Code of Good Governance for English Colleges (2021) (the Code). She reported that:

- Board and committee forward work programmes had been updated to include new reporting requirements for 2022/23;
- changes have been proposed to committee terms of reference to ensure compliance with the new Code;
- Equality, Diversity and Inclusion (EDI) training for governors and the Executive Leadership Team had taken place on 8<sup>th</sup> September 2023. A new EDI strategy and policy were under development and would be considered by committees and the Board in autumn 2022.

The Clerk reported that she planned to include an update report on the College's compliance with the Code at the February meeting of the Search and Governance Committee.

**Resolved: The Committee:**

- noted the update on key governance changes required by the Skills and Post 16 education Act 2022 and the revised DfE FE corporations governance guide and actions planned;
- noted the update on the development of a tender document for the external governance review and agreed the framework included in the AoC Code of Good Governance for English Colleges should be used as the draft remit of the College's external review;
- noted the update on the Charities Act 2022;
- noted the update report on the Office of National Statistics review of the status of colleges;
- noted the actions required following the Board's adoption of the AoC Code of Good Governance for English Colleges (2021) and plans for an update report at the next meeting.

## **8. Governor training and development update**

The Clerk presented her report on Governor Training and Development 2021/22 and plans for Governor Training and Development 2022/23.

The Clerk reported that with the exception of new governors, all members had confirmed they had completed Safeguarding and Prevent online training. However, she had not received a certificate from one member for Prevent training. She reported that as governors had completed the online training at different points during 2021 and 2022 governor safeguarding training was difficult to monitor going forward. She explained that to mitigate this, a face to face safeguarding and Prevent training CPD session, which would also provide an opportunity to update governors on any changes to Keeping Children Safe in Education since the revised version was published in September 2022.

The Clerk referred to discussion at the previous meeting on governor CPD and the Committee's suggestion that online Safeguarding and Prevent should be mandatory within three months of joining the Board.

The Clerk reported on:

- updates to the DfE Governance Guide in relation to governor induction and development;
- the number of hours of governor induction and training completed by governors in 2021/22. The Committee noted that comparison with previous years should be made with caution as there were a number of variables to consider, including the number of new governors each year as they would complete more training hours during their induction;
- actions which had been taken in response to the outcomes of the Skills and experience audit undertaken in 2022;

- the Clerk had introduced a new Continuous Professional Development (CPD) and stakeholder engagement newsletter so that all the training and engagement opportunities could be found in one place;
- induction activities during 2021/22;
- an update on EDI training which was held on 8<sup>th</sup> September 2022;

The Committee noted a summary of Governor Training and Development 2021/22 and plans for Governor Training and Development 2022/23. Members welcomed a face to face CPD session on Safeguarding and Prevent.

**Resolved: The Committee noted a summary of Governor Training and Development 2021/22 and plans for Governor Training and Development 2022/23.**

#### **9. AoC Governors' Council Consultation**

The Clerk presented her report on the AoC Governors' Council Consultation and provided background information on the role of the Governors' Council.

Due to time constraints it was agreed that the Chair of the Committee should meet with the Clerk to complete the consultation and this should be recommended to the Board for approval.

**Resolved: The Committee agreed that the Chair of the Committee should meet with the Clerk to complete the consultation which should be recommended to the Board for approval.**

#### **10. Board and Committee report templates**

The Clerk presented her report on the new Board and Committee report template. She reported that she had designed the template and guidance on Board/committee papers based on her research of other Board/committee templates. She explained that, when Board agreed the final format, a template would be produced for management across the college to use.

The Committee reviewed the draft Board/committee template. The Committee agreed that a strong executive summary was key to supporting governors in understanding the reason the report had been written and the recommendation being made. Members suggested including a prompt for authors to add the impact on learners to the Executive Summary as this was a key measure for governors to consider when reading the report. Members emphasised the importance of summarising the impact on stakeholders alongside the consultation with stakeholders which might have taken place during preparation of the report.

The Committee agreed that with the addition agreed the draft Board/committee report template and guidance notes should be recommended to the Board for approval.

**Resolved: The Committee agreed that the draft Board/committee report template and guidance notes should be recommended to the Board for approval.**

**Action: The Clerk to add a prompt to summarise impact on learners to the Executive summary.**



## **11. Board Evaluation Report**

The Clerk reported that as eight responses to the Board self-assessment report had been received to date she had not been able to share the responses with the Committee and develop her plans for a Governance Self-Assessment Report. However, the collated report would be considered by the Board at its next meeting.

The Clerk reported that the Committee also needed to complete its own self-assessment and as she had not received all the responses to date she had deferred this item to the next meeting.

The Clerk explained that whilst the collated questionnaires should not be the only way the Board and committees reviewed their effectiveness, they provided a useful starting point for discussion. In addition, the questionnaires also allowed governors to provide anonymous feedback on the support and contribution of the Chair, the Clerk and management at meeting.

The Committee noted that the Clerk would send a reminder to all governors to complete the self-assessment questionnaires.

## **12. Date of Next Meeting**

The Committee noted that the next meeting would be held on 2<sup>nd</sup> February 2023.

## **Preston College**

### **Redacted and Abridged<sup>1</sup> Minutes of the Search and Governance Committee Meeting held on 29 November 2022 via Zoom at 5pm**

#### **Present:**

Ms Joanne Jones	Chair
Mr Marcel Driver	(for Minute 3 & 4)
Mr Simon Nixon	Interim Principal and Chief Executive
Mr John Boydell	
Miss Georgia Turner	

#### **In attendance:**

Ms Maggie Cawthorne	Application for independent governor vacancy (for Minute 4)
Mrs Isara McKnight	Application for independent governor vacancy (for Minute 4)
Mr Mick Noblett	Vice Principal, Curriculum Delivery and Planning (for Minute 3 (Inclusive))
Mrs Clare Rayner	Clerk to the Board

#### **1. Welcome and apologies**

The Chair welcomed members to the meeting. It was noted that a quorum was present.

The Clerk explained that she had invited Mr Driver, Chair of Audit Committee to attend the interview section of the meeting as both candidates could be considered for the Audit Committee.

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

No declarations of interest were made.

#### **3. Lancashire and Cumbria Institute of Technology**

Mr Noblett referred members to a report on the proposal for the College to become member and partner of the Lancashire and Cumbria Institute of Technology (L&CIoT).

Following discussion with management and the Clerk, the Committee noted the report.

**Resolved: The Committee noted the report.**

*Mr Noblett left the meeting.*

*Mr Driver joined the meeting.*

The Interim Principal and Chief Executive reported that the Office for National Statistics (ONS) had just announced that it had reclassified colleges into the central government sector with immediate effect. The Interim Principal and Chief Executive reported:

<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 reclassification would be retrospectively backdated to 1993 when colleges were incorporated and given independence from local authority control;
- there would be changes to processes for new borrowing for colleges and college might be able to access government banked borrowing arrangements;
- access to additional capital funding and potential areas of the College estate which could benefit;
- it was unlikely that colleges would benefit from VAT exemptions;
- further details would be communicated to colleges over the next few months and regular updates would be provided to the Board and the Committee.

The Committee noted the verbal report.

#### **4. Board Recruitment – Prospective Governor Interview**

The Clerk referred to the following documents:

- the Governor Role description and Person Specification;
- the draft interview questions;
- the scoring system for interview questions.

The Committee noted the interview questions and the additional questions from the Chair of Audit Committee. The Committee discussed and noted the applications and CVs submitted by three candidates for the role of independent governor.

It was noted that there were currently three vacancies on the Board for independent governors and there would be fourth vacancy from December 2022.

The Committee noted that at least one of the independent governors recommended to the Board must have the skills to serve on the Audit Committee and be content to serve on this Committee.

*Ms Cawthorn joined the meeting.*

The Committee interviewed Ms Cawthorn for the role of independent governor, asking questions based on the Governor Person Specification for independent governors.

*Ms Cawthorn left the meeting.*

The Committee discussed the interview and also the Board's current skills and experience gaps.

Following discussion, the Committee agreed to recommend to the Board the appointment of Ms Cawthorn to the Governing Body for a term of four years and that Ms Cawthorn should join the Quality and Standards Committee. The Committee agreed that if Ms Cawthorn had enough time to serve on two committees she should also be invited to sit on the Audit Committee. The Committee agreed that if Ms Cawthorn only wanted to serve on one committee the Quality and Standards Committee must be prioritised.

*Mrs McKnight joined the meeting.*

The Committee interviewed Mrs McKnight for the role of independent governor, asking questions based on the Governor Person Specification for independent governors.

*Mrs McKnight joined the meeting.*

Following discussion, the Committee agreed to recommend to the Board the appointment of Mrs McKnight to the Governing Body for a term of four years and that Mrs McKnight should join the Audit Committee. The Committee agreed that if Mrs McKnight had time to serve on two committees she should also be invited to sit on the Resources Committee. The Committee agreed that if Mrs McKnight only wanted to serve on one committee the Audit Committee must be prioritised.

**Resolved: The Committee agreed to recommend to the Board:**

- **the appointment of Ms Cawthorn and Mrs McKnight to the Board for a term of four years;**
- **the appointment of Ms Cawthorn to the Quality and Standards Committee and, if Ms Cawthorn had capacity to sit on two committees, the Audit Committee;**
- **the appointment of Mrs McKnight to the Resources Committee and, if Mrs McKnight had capacity to sit on two committees, the Resources Committee.**

The Chair thanked Mr Driver for his attendance at the meeting.

*Mr Driver left the meeting.*

The Clerk asked the Committee to consider the third CV and application received and agreed the action going forward

The Clerk referred to the email she had sent to the Committee regarding interest expressed in the independent governor role from a member of staff at a nearby college and whether the Committee wished to progress further given the potential for conflict of interest. The Committee agreed that, in line with the precedent previously set by the Committee, there would be a conflict of interest if a member of staff from a neighbouring college joined the Board and therefore this application should not be taken further. The Clerk undertook to contact the potential applicant and thank them for their interest in the role.

## **5. Any other Business**

The Clerk reported on the reasons Mr Marshall-Slater's induction review had been postponed, including review of the conflicts of interest matter. The Committee noted the update.

## **6. Date of Next Meeting**

The Committee noted that date of the next meeting would be 2 February 2023.

**Preston College**

**Redacted and Abridged<sup>1</sup> Minutes of the Search and Governance Committee Meeting  
held on 2 February 2023 Boardroom at 5.30pm**

**Present:**

Ms Joanne Jones	Chair
Mr John Boydell	
Mr Simon Nixon	Interim Principal and Chief Executive
Ms Georgia Turner	

**In attendance:**

Mrs Clare Rayner	Clerk to the Board
Mr Jose Sedano-Martinez	For Minute 5
Mrs Jen Walters	For Minute 5

**1. Welcome, apologies**

The Chair welcomed members to the meeting.

**2. Declarations of Interest**

No declarations of interest were noted.

**3. Minutes of previous meeting**

The Minutes of the Meeting on 29 September 2022 and 29 November 2022 were agreed as correct records.

**Resolved: The Committee agreed the Minutes of the Meeting on 29 September 2022 and 29 November 2022 as correct records.**

**4. Matters arising**

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

The Clerk to the Board (the Clerk) reported that she had not included a midyear report on the College's progress against the Association of College's (AoC) Code of Good Governance due to the Ofsted inspection and a report on compliance against the AoC Code of Good Governance during 2022/23 would be provided at the next meeting. The Committee noted in any case this was the reporting process followed in previous years. The Clerk reported that the AoC was currently drafting a new, shorter code and she would include an update on the implementation of this as it might impact how the Board review Code compliance of 2022/23.

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

<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.

## 5. Board recruitment

The Clerk referred to the following documents:

- the Governor Role description and Person Specification;
- the draft interview questions;
- the scoring system for interview questions.

The Committee noted the interview questions. The Committee discussed and noted the applications and CVs submitted by the two candidates for the role of independent governor.

It was noted that there were currently five vacancies on the Board for independent governors.

The Clerk explained that why a member who had been appointed to the Board in December 2022 had not been able to join the Board to date due to a new conflict of interest.

*Mrs Walters joined the meeting.*

The Committee interviewed Mrs Walters for the role of independent governor, asking questions based on the Governor Person Specification for independent governors.

*Mrs Walters left the meeting.*

The Committee discussed the interview and also the Board's current skills and experience gaps. Following discussion, the Committee agreed to recommend to the Board the appointment of Mrs Walters to the Governing Body for a term of four years and that Mrs Walters should join the Quality and Standards Committee.

*Mr Jose Sedano-Martinez joined the meeting.*

The Committee interviewed Mr Sedano-Martinez for the role of independent governor, asking questions based on the Governor Person Specification for independent governors.

*Mr Jose Sedano-Martinez left the meeting.*

The Committee discussed the interview and also the Board's current skills and experience gaps. Following discussion, the Committee agreed to recommend to the Board the appointment of Mr Sedano-Martinez to the Governing Body for a term of four years and that Mr Sedano-Martinez should join the Resources Committee.

The Committee noted that these appointments would be considered by the Board by written resolution.

The Clerk suggested that ideally the candidates for the final two vacancies should have the skills and experience to serve on either the Audit Committee or the Search and Governance Committee.

**Resolved The Committee agreed to recommend to the Board:**

- **the appointment of Mrs Walter and Mr Sedano-Martinez to the Board for a term of four years;**
- **the appointment of Mrs Walters to the Quality and Standards Committee and, if Mrs Walters had capacity to sit on two committees, the Resources Committee;**
- **the appointment of Mr Sedano-Martinez to the Resources Committee.**

## **6. Board and Committee membership**

The Committee noted:

- the Board and Committee Membership – January 2023 at Appendix A and updated diversity demographic report at Appendix B;
- the timetable for Peridot's governor recruitment process. It was noted that if governors were attending the deep dive session on 23 March 2023 they would need to attend the shortlisting session in College rather than on Zoom as it would be held the same day;
- Peridot had asked the College if they would use their governor person specification;
- the Board and committee attendance to date report at Appendix D.

The Committee agreed to use Peridot's governor person specification at Appendix C for the governor interviews and noted that Peridot held interviews on Zoom.

During discussion on Committee attendance in 2022/23 to date, the Clerk asked for views on the use of hybrid meetings (a meeting held online and in college) which had been introduced in 2021. The Clerk explained that the ability for governors and staff to join remotely had provided an alternative option if a person felt well enough to attend meetings but had cold symptoms and could not attend college due to Covid precautions.

The Committee discussed the use of hybrid meetings and some of the challenges with engaging with those governors joining College meetings remotely, particularly when presentations were being shown on screen. Following discussion members agreed that:

- it would be preferable to hold meetings either all in College or all on Zoom rather than hold hybrid meetings;
- as a number of new governors were joining the Board during 2023 it would be helpful for members to attend meetings in person where possible as this would help with building relationships;
- if the only way a governor could attend a meeting was remotely this flexibility should continue as it was important from an inclusivity point of view and also to ensure meetings were quorate, however this should be for exceptional circumstances;
- it was appropriate to continue to hold smaller or shorter meetings on Zoom when all attendees were joining by Zoom;
- it would be beneficial for governor interviews to return to College as candidates could then see if the journey was feasible for them and also see the College campus.

The Committee agreed to discuss this approach with the Board.

The Committee discussed longer term succession planning and noted that Mr Driver, Chair of the Audit Committee, was due to retire from the Board in October 2023. The Clerk explained that whilst it was good governance best practice for a member to not serve more

than two terms, if there was a valid reason for extending a term of office to a third term this could be considered. The Committee agreed that it would be help with Audit Committee succession planning if Mr Driver could remain on the Board until the end of the 2023/24 academic year as this would allow time for another governor to be identified as a designate Chair of Audit Committee and for a handover to take place. The Clerk undertook to discuss with approach with Mr Driver before the Committee agreed a formal recommendation to the Board.

The Clerk explained that the role of the Search and Governance Committee included completing induction review's for governors after their first year and advising the Board.

The Committee completed the induction review for Robert Marshall-Slater. The Committee discussed the Induction review report at Appendix E which included a summary of Mr Marshall-Slater's training and attendance since his appointment.

The Clerk reported that on the review of the conflict of interest matter and how this had been managed to date.

Following discussion, the Committee were of the view that the approach taken to address potential conflicts of interest was appropriate and the Committee agreed to recommend to the Board that Mr Marshall-Slater had completed a successful induction year and should complete his term of office.

The Committee completed the induction review for Laura Mason. The Committee discussed the Induction review report at Appendix F which included a summary of Mrs Mason's training and attendance since her appointment.

Following discussion, the Committee agreed to recommend to the Board that Mrs Mason had completed a successful induction year and should complete her term of office.

**Resolved: The Committee:**

- **noted the current Board membership, Term of Office and membership of committees;**
  - **noted the governor recruitment and succession planning update;**
  - **reviewed Board and Committee attendance for 2022/23 to date;**
  - **completed the induction reviews for Mr Robert Marshall-Slater a recommendation to the Board.**
  - **completed the induction reviews for Mrs Laura Mason and make a recommendation to the Board.**
- Action: The Clerk to contact Mr Driver regarding extending his term of office until the end of the 2023/24 academic year.**

## **7. Key Governance Reforms**

The Clerk presented her report on Key Governance Reforms. The Clerk provide updates on:

- progress of actions to address key governance changes required by the Skills and Post 16 Education Act 2022 and the revised DfE FE corporations governance guide;
- the Office of National Statistics review of the status of colleges. The Clerk explained that most of the information shared to date focused on finance implications rather than governance implications. She reported that the Education and Skills Funding



Agency had shared some bite size guides to aid colleges in meeting new requirements following reclassification which would be shared with the Board.

The Committee noted the report on Key Governance Reforms.

**Resolved: The Committee noted:**

- **the update on progress of actions to address key governance changes required by the Skills and Post 16 Education Act 2022 and the revised DfE FE corporations governance guide;**
- **the report on the Office of National Statistics review of the status of colleges.**

## **8. Invitation to tender document**

The Clerk reported that, due to other commitments, including the recruitment for the Principal and Chief Executive and the Ofsted inspection, drafting of an invitation to tender document had been delayed. The Clerk reported that the draft would either be sent via email for approval by written resolution or would be included on the agenda of the next meeting. She reported that the bid would focus on the scope agreed by the Committee at the previous meeting.

The Committee noted that the draft invitation to tender document, including a recommendation on proposed companies to invite to tender, would be sent by written resolution or included on the agenda of the next meeting.

**Resolved: The Committee noted the verbal report on the invitation to tender document for the external governance review.**

## **9. Governance deliverables review**

The Clerk presented her report on the Governance Deliverables review. The Clerk reported:

- the timetable for Peridot's governor recruitment campaign has been slightly delayed due to other commitments for the Clerk and governors (i.e. Ofsted and SPH Selection Panel recruitment) and the interviews will take place in March 2023;
- as there had been a further unplanned Board resignation in December 2022 and one of the candidates appointed in December 2022 could not currently join the Board it was unlikely that all vacancies will be filled by March 2023;
- the Board and committee report templates will be introduced in 2023;
- dashboards for finance and quality would be reviewed after the Board agreed a new strategic plan for 2023 onwards and in interim, KPIs for quality will continue to be shared with the Board as part of the Quality Improvement Plan.

The Committee noted the progress of the implementation of the governance deliverables during 2022/23.

**Resolved: The Committee noted the Governance deliverables review report.**

## **10. AoC Governors' Council minutes**

The Committee noted the minutes of the AoC Governors' Council meetings on 12 September 2022 and 14 November 2022.

**Resolved: The Committee noted the minutes of the AoC Governors' Council meetings on 12 September 2022 and 14 November 2022.**

## **11. Governor training and development update**

The Clerk presented her Governor Training and Development Update report. The Clerk reported:

- on induction, Continuing Professional Development (CPD) and stakeholder engagement opportunities for governors during autumn 2022;
- on induction and CPD and stakeholder engagement opportunities for governors in spring 2023. She confirmed that the Governor Continuing Professional Development and Stakeholder Engagement Opportunities Newsletter - Issue 2 Spring 2023 would be emailed to all governors once the final dates had been finalised;
- that the intention had been to hold a second session on Equality, Diversity and Inclusion (EDI) with Jeff Greenidge from the AoC as the first session had been truncated following the announcement of the death of the Queen. However, Mr Greenidge was not available on any dates which the Board had already approved for CPD/deep dive sessions. She suggested that, rather than add a further date to the Board's full calendar of meetings and activities she would share some EDI materials with the Board. Members were supportive of the Clerk's approach.

The Committee noted the Governor Training and Development Update report.

**Resolved: The Committee noted the Governor Training and Development Update report.**  
**Action: The Clerk to share EDI CPD materials with the Board.**

## **12. Search and Governance Committee Effectiveness Review**

The Chair referred members to the collated Committee Evaluation – Committee Effectiveness Review. The Clerk reported that two members had completed the questionnaire.

The Committee reviewed the response to the questionnaire and agreed that the main action was to increase the membership of the Committee as soon as possible and this could also assist with improving the diversity of the Committee. It was noted that Peridot had been asked to search for governors with governance backgrounds. It was noted that the changes to quoracy arrangements approved by the Board on 26 January 2023 would also assist with ensuring meetings were quorate.

In response to a query, the Clerk confirmed there had been a delay in introducing the Board and committee template due to other priorities and the new template would be introduced as soon as possible.

**Resolved: The Committee completed its Committee Evaluation 2021/22.**  
**Action: To increase the membership of the Committee as soon as possible.**

**13. Date of Next Meeting**

The Committee noted that the next meeting would be held on 25 May 2023.