

## **Preston College**

### **Redacted and Abridged<sup>1</sup> Minutes of the Board Meeting held on 19 October 2023 at 5.30pm, Boardroom**

#### **Present:**

Mr John Boydell	Chair
Mr Simon Nixon	Principal and Chief Executive
Miss Aoife Cullen	
Mr Marcel Driver	
Mr Malcolm Goulding	
Ms Joanne Jones	
Miss Lisa Keegan	
Mrs Sally Little	
Mrs Isara McKnight	from Minute 3
Mr Robert Marshall-Slater	
Mr Richard Sellars	
Mr Jose Sedano-Martinez	Remote via Zoom
Mrs Jen Walters	

#### **Absent:**

Mr Steve Browne  
Mrs Jane Hilton  
Mrs Laura Mason  
Mrs Lynda Mason  
Mrs Georgia Dunn  
Mrs Helen Whittingham

#### **In attendance:**

Ms Marie Haworth	Vice Principal - Quality, Teaching, Learning and Learner Support
Mr Mick Noblett	Vice Principal - Curriculum Delivery and Planning
Mrs Rebecca Paley	Principal and Chief Executive's Executive Assistant (minutes)
Mr Iain Stott	Vice Principal - Corporate Services (from Minute 7)
Mrs Clare Rayner	Clerk to the Board
Ms Gill Thornton	Head of Human Resources

#### **Absent:**

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

The Chair welcomed everyone to the meeting. He welcomed Mrs Little and Mr Sellars to their first Board meeting in College.

The Board noted that apologies had been received from Mr Steve Browne, Mrs Jane Hilton, Mrs Laura Mason, Mrs Lynda Mason, Mrs Georgia Dunn and Mrs Helen Whittingham. Mrs Isara McKnight and Mr Iain Stott had both advised that they would arrive late to the meeting. Mr Jose Sedano-Martinez was attending the meeting via Zoom.

It was noted that a quorum was present.

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<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 confirmed that there had been a contested election for the role of Student Governor (16-18) and Miss Aoife Cullen was the successful candidate. The Board appointed Miss Cullen as Student Governor (16-18) and the Chair welcomed her to the meeting. The Clerk reported that unfortunately no applications had been received for Student Governor HE or FE (Adult) and these roles would be advertised again after the half term break.

Mr Simon Nixon, Principal and Chief Executive, updated members on the recruitment process for the role of Vice Principal - Corporate Services and reported that, Mr Stott had been appointed.

The Board asked that their congratulations were recorded for Mr Stott on his appointment.

The Clerk noted that the majority of the items on the agenda for this meeting had been considered at Committees in the last cycle of meetings and that for this reason, unless specifically requested, papers would be taken as read. She reported that the strategic objectives for 2023/24 were not on the agenda as they had been agreed as part of the new strategic plan in June. She reported that hard copies of the new Strategic Plan 2023/26 were available at the meeting if required.

## **2. Declarations of Interest**

The Board noted the:

- inherent interest of all staff in item 9 Pay Award;
- interest of Mr Malcolm Goulding in Part 1b of the meeting item 1d Induction Review for which he would leave the meeting;
- the interest of Senior Post Holders in discussions on the Chair of the Governing Body succession planning.

## **FOR APPROVAL**

### **3. Minutes of the previous meeting**

The Clerk highlighted an amendment to the minutes of the Board meeting on 29 June 2023, Item 13 Resources Policy Review – Employment Policy, detailed via track changes. The Clerk also confirmed that the minutes of Part 1b of this meeting would be included on the next Board agenda.

The Board approved the Minutes of the Board meetings held on 29 June 2023 (1a) and 21 September 2023 as correct records.

**Resolved: The minutes of the Board meetings held on 29 June 2023 (1a) and 21 September 2023 were agreed as correct records.**

*Mrs McKnight arrived at the meeting.*

### **4. Matters arising**

The Clerk presented the report on progress of actions from previous meetings. Following a question on the long-standing nature of some of the actions listed. It was confirmed that there were no underlying capacity issues and that a full update of actions would be provided

at the next Board meeting in December. The Clerk explained the rationale for some actions sitting on the report for some time.

The Board noted the report on progress of actions from previous meetings.

**Resolved: The Board noted the report on progress of actions from previous meetings.**  
**Action: The Clerk and ELT to review outstanding actions.**

## **5. Report on Decisions Between Meetings**

The Clerk provided a report on decisions taken and information sent between meetings. The Board noted the following Board decisions had been approved by written resolution since the last meeting:

30 June 2023	Approval of Minutes of Special Board Meeting 29 June 2023
7 July 2023	Appointment of Stone King to complete the College's external governance review in 2024
	Approval of Board Minutes 25 April 2023
18 August 2023	Arrangements for the Appointment of Vice Principal - Finance
24 August 2023	Desktop Computer and Laptop Purchasing
5 October 2023	Amendment to the Instrument and Articles size of the Senior Post Holder Selection Panel.
	Approval for the Chair of the Governing Body to appoint a new member to the Vice Principal Selection Panel, if required.
	Approval for the interviews to progress with three governors (including the Chief Executive) if required.

**Resolved: The Board noted the report on decisions taken and information sent between meetings.**

## **6. Subcontracting Supply Chain Fees and Charges Policy**

The Principal and Chief Executive presented the Subcontracting Supply Chain Fees and Charges Policy, which had been reviewed by the Resources Committee at its meeting on 5 October 2023 and was recommended to Board for approval.

The Board approved the Subcontracting Supply Chain Fees and Charges Policy for 2023/24.

**Resolved: The Board approved the Subcontracting Supply Chain Fees and Charges Policy for 2023/24.**

## **7. T Level Bid Works and Appointment of Contractor**

The Principal and Chief Executive presented an update on the T Level Works and provided information regarding the appointment of a contractor for the project.

Following discussion, the Board noted the report and approved the appointment of the proposed supplier and framework.

*Mr Stott joined the meeting.*

**Resolved: The Board:**

- **noted the outcome of the Wave 5 Buildings and Facilities Improvement Grant (T Level) bid and grant received;**
- **approved the proposed capital works and expenditure of the Building and Facilities Improvement Grant funds;**
- **approved the appointment of the contractor proposed and framework.**

**8. College's Equality, Diversity and Inclusion Statement**

The Principal and Chief Executive presented the College's Equality, Diversity and Inclusion Statement for annual review and approval. The report had been presented to the Resources Committee following its meeting on 5 October 2023 and was recommended to the Board for approval. He also confirmed that the College's Equality, Diversity and Inclusion Strategy would be developed over the coming months and shared with Board in March 2024. The Board approved the revised Equality, Diversity and Inclusion Statement.

**Resolved: The Board approved the College's Equality Statement and noted the update on the development of a College Equality, Diversity and Inclusion Strategy.**

**9. Staff Pay Award**

Redacted.

**10. Policy Review – Code of Practice for Freedom of Speech and Expression and Procedure for Holding Activities in College**

The Clerk presented the draft Code of Practice for Freedom of Speech and Expression and the Procedure for Holding Activities in College for approval, which had been reviewed and recommended by the Resources Committee at its meeting on 5 October 2023. It was confirmed that the documents were still undergoing consultation with the unions, following their queries regarding the appeals process and their final review was still to take place. The Clerk reported that any references to the Executive Director Resources would be replaced with the title Vice Principal Corporate Services, following the successful recruitment process.

The Board approved the draft Code of Practice of Freedom of Speech and Expression and the Procedure for Holding Activities in College.

**Resolved: The Board approved the draft Code of Practice of Freedom of Speech and Expression and the Procedure for Holding Activities in College.**

**11. Policy Review – Safeguarding, Child Protection and Prevent Policy**

Ms Marie Haworth, Vice Principal Quality, Teaching, Learning and Learner Support, provided governors with an update on Safeguarding, Child Protection and Prevent and presented the reviewed policy for approval.

Following questions from members, Mrs Haworth confirmed:

- the College was very busy in terms of safeguarding issues, but management and staff were swift to react to any situations that arose and also proactive in respect to training and raising awareness etc;

- safeguarding incidents tended to occur outside of the classroom but then impact on College life, so support has provided to enable learners to continue to attend and progress;
- external agencies were utilised where needed/appropriate;
- that the numbers of learners with additional needs had increased year on year and requests for additional resources through business planning had been supported where possible. The College had seen great success in terms of progression and achievement for these learners;
- employers/work placement providers were provided with information and guidance to support any learners regarding safeguarding where needed;
- relationships with employers were strong and open;
- the College worked hard to ensure that staff and learners had awareness as to how to raise concerns and also how staff should deal with any issues reported to them;
- governors were required to undertake regular Safeguarding and Prevent training.

Members thanked Mrs Haworth for the in depth report and approved the updated policy.

**Resolved: The Board:**

- **approved the new Safeguarding, Child Protection and Prevent Policy;**
- **noted that all governors must complete mandatory Safeguarding and Prevent training.**

## **12. Curriculum and Link Governor Plan**

Mr Mick Noblett, Vice Principal Curriculum Delivery and Planning, provided an update on engagement plans for the new Curriculum and Skills Link Governor role. He reported that to date, four members had volunteered and had been linked to five technical schools.

Mr Noblett reminded governors that they were still able to volunteer as a link governor if they so wished and that the Quality and Standards Committee had agreed that at least one additional volunteer would be advantageous to cover all College schools. He explained that the role would involve a time commitment and a willingness to support the wider Board to further improve their understanding of curriculum across the College.

The Board approved the draft plan, agreeing that it would add value and provide greater understanding that would impact on all discussions and decisions going forward.

**Resolved: The Board approved the Curriculum and Skills Link Governor Plan.**

**Action: Members to contact the Clerk if they wished to volunteer as a Curriculum and Skills Link Governor in the autumn term.**

## **FOR DISCUSSION**

## **13. Principal and Chief Executive's Report**

The Principal and Chief Executive and the Board recorded congratulations to Mr Stott on his appointment as Vice Principal - Corporate Services.

The Principal and Chief Executive presented his Principal and Chief Executive's Report and highlighted the following points:

- it was expected that both the ESFA Funding Audit and the Financial Statements annual audit would both conclude successfully over the next couple of weeks and that the accounts would not be subject to any change;
- there had been a very positive start to enrolment at the start to the year, with increased 16-18 numbers. Adult and apprenticeship numbers were on track with early indications highlighting no concerns;
- the College hosted a very successful open event on 4 October 2023, with over 500 people attending. It was evident that the College was the first choice for many learners and a place that people wanted to come to. There was also a lot of interest in apprenticeships;
- a good discussion had taken place at Quality and Standards Committee on 12 October 2023 regarding attendance and work was ongoing to address issues;
- the Freshers' Fair event had taken place on 18 October 2023 and had been very successful. It included the attendance of a BBC film crew, who were following charity workers from Cardiac Risk in the Young (CRY) for local news.

The Principal and Chief Executive thanked those governors who had attended the learning walks prior to the Board meeting, reflecting that they had been enjoyable and insightful. The Principal and Chief Executive also thanked those governors involved in the Vice Principal Finance recruitment process, which resulted in the successful appointment of Mrs Karen Dunmore to the role.

Mr Stott provided a brief verbal report on the ESFA funding audit which was ongoing.

The Board noted the report.

**Resolved: The Board noted the Principal and Chief Executive's Report.**

#### **14. Draft Outturn Position 2022/23**

Mr Stott, Vice Principal – Corporate Services, presented the draft outturn position 2022/23, following discussion at Resources Committee on 5 October 2023, noting that the accounts presented were unlikely to change following the conclusion of audit processes. Mr Stott outlined movements in budget lines since the last iteration shared with Board, highlighting that the surplus had increased. The Board noted the Draft Outturn Position 2022/23, reflecting that this was a key aspect of the College's journey to continuous improvement. The Board noted the Draft Outturn Position 2022/23.

**Resolved: The Board noted the Draft Outturn Position 2022/23.**

#### **15. Risk Register**

Mr Stott provided members with an update to the Risk Register, which would be discussed by the Audit and Risk Committee at their next meeting on 22 November 2023. The only change of note was to reflect the improving 16-18 learner numbers. The Board noted the report.

**Resolved: The Board:**

- **noted the Risk Management Register;**
- **agreed the current risks, actions completed and further actions still to be completed.**

**16. Estates and Capital Works Update**

Mr Stott presented a report on the progress of estates and capital works, detailing an update on the investment that the Board had supported in June 2023 for summer works, utilising the transformation fund, energy efficiency fund and reclassification grant.

Members that had visited the newly created classrooms in the main building during the learning walks held prior to the Board meeting, agreed that the work had created comfortable, professional spaces for learners to work in. It was noted that all recent investment was impacting positively on the core business of the College. The Board noted the Estates and Capital Works update.

**Resolved: The Board noted the Estates and Capital Works Update.**

**17. Any other business**

There was no other business.

*Mrs Haworth, Mr Noblett, Mr Stott, Ms Thornton and Mrs Rebecca Paley left the meeting.*

**Part 1 (b) Minutes of the Board Meeting held on 19 October 2023 at 5.30pm, Boardroom**

**1. Governance Matters**

The Board noted the Governance Matters report. The Clerk explained that the matters had been considered by the Search and Governance Committee at its meeting on 28 September 2023. She referred members to:

- the Board and Committee membership updated at Appendix A. The Clerk reported that there were no independent governor vacancies as of September 2023;
- the Board Equal Opportunities Monitoring Diversity and Inclusion report for the Board at Appendix B. The Clerk explained that the government collected data at the end of July each year which meant that the College's data did not include student governors and the College's age and diversity profile therefore appeared slightly less diverse than it actually had been for most of the 2021/22 academic year;
- the Board and Committee Attendance for 2022/23, at Appendix C, which would be included in the College's Annual Report and Financial Statements 2022/23. The Clerk reported that, following a dip in 2021/22, the College's Board attendance was now ahead of the College national average.

The Clerk reported on committee changes as Mrs Jones had been appointed as Chair of the Resources Committee in May and had stepped down from the Search and Governance Committee, Mrs Georgia Dunn had been appointed as Chair of the Search and Governance Committee and Mrs Laura Mason had been appointed as Chair of the Quality and Standards Committee.

The Clerk reported that the Search and Governance Committee had discussed succession planning and in particular that the terms of office of the Chair of the Governing Body and the Chair of the Audit and Risk Committee would end in July 2024 and the term of Mrs Jones, Chair of Resources Committee, would end in October 2024.

The Chair referred to the end of his term of office in July 2024 and his view that he was supportive of the principle of refresh and renew for members, there was talent around the table and it was important for the Board to start succession planning during 2023/24. He offered to support the Board during the transition in any way he could, including a handover period if that was considered helpful. It was agreed that the Board would need to continue to discuss succession planning over the next meetings.

*Mr Goulding left the meeting.*

The Clerk reported that the Board was required to complete an induction review for governors after their first year. The Clerk reported that the Search and Governance Committee had completed an induction year review for Mr Malcolm Goulding and referred members to report at Appendix D. The Clerk reported that the Search and Governance Committee had recommended to the Board that Mr Goulding's induction year review should be approved.

The Board approved Mr Goulding's induction year review.

*Mr Goulding re-joined the meeting.*

The Clerk reported that the Board had approved the appointment of Stone King as the College's external reviewer by written resolution and referred to Stone King's tender, at Appendix E, which included Stone King's proposed scope, methodology and timeline.. The Clerk reported that the Search and Governance Committee recommended:

- the proposed amendments to the scope;
- in addition to observing a Board meeting and a meeting of the Audit and Risk Committee, Stone King should also observe a Quality and Standards Committee meeting;
- the Board Effectiveness collated report for 2022/23 could be provided to Stone King rather than commissioning a further questionnaire.

The Board agreed with the recommendation of the Search and Governance Committee that Stone King should have access to the Board's collated evaluation report 2022/23 rather than commissioning a further questionnaire.

The Board approved the revised scope for the external review and agreed to ask Stone King to observe a Quality and Standards Committee meeting.

The Board noted the Governance Deliverables 2022/23 and the proposed changes to the Governance Deliverables 2023/24 which were recommended by the Search and Governance Committee. The Board approved the proposed changes to the Governance Deliverables 2023/24.

The Clerk reported that the Search and Governance Committee had reviewed governor training plans for 2023/24 and recommended to the Board:

- that in light of the requirements in Keeping Children Safe in Education (KCSIE) in respect of governor safeguarding and prevent training that as a formal Continuity



Professional Development (CPD) requirement should be that governors should alternate annually between online and in College Safeguarding and Prevent training and if a governor could not attend the College training that year they should complete the online training;

- that new governors should complete Safeguarding and Prevent training within three months of appointment
- that the staff online Equality, Diversity and Inclusion (EDI) CPD training should be adapted for completion by governors.

The Board agreed the recommendation of the Search and Governance Committee. The Clerk explained that in order to spread out the CPD requirement she would issue Safeguarding and Prevent Training to all governors for completion by the end of the calendar year and she would introduce EDI online training in 2024.

**Resolved: The Board noted:**

- **the Board membership and succession planning update;**
- **the report on Board and Committee attendance 2022/23;**
- **the update on governor training and development.**

**The Board approved:**

- **Mr Goulding's induction review;**
- **revised external governance review scope.**
- **revised governance deliverables for 2023/24;**
- **changes to requirements for governor Safeguarding and Prevent CPD training to alternate annually between in College and online training;**
- **to introduce Equality, Diversity and Inclusion online training for governors in 2024.**

## **2. Compliance with the Association of Colleges Code of Good Governance**

The Clerk presented her report on the College's compliance with Association of Colleges (AoC) Code of Good Governance for English Colleges (the Code). The Clerk reported that at its meeting on 9 December 2021, the Board had agreed to adopt the revised AoC Code; published in September 2021 and the College would report against this version for 2022/23.

The Clerk referred to the report of compliance to date at Appendix A. She explained that, as in previous years, the Clerk and the Principal and Chief Executive had reviewed the College's compliance with the Code and had recommended changes to the RAG rating for some provisions and outlined the rationale for the proposed changes. The Clerk reported that a proposed RAG rating had been added to new or amended provisions, unless they were specifically related to the views of the Board. She reported that the proposed changes had been considered by the Search and Governance Committee at its meeting on 28 September 2023 and recommended to the Board for approval.

The Clerk explained that colleges only needed to report in the annual report if the College did not comply with any musts and the College complied with all musts. However, a short summary of some development areas, such as progression of environmental reporting during 2023/24, could be cited in the annual report.

The Board agreed the proposed RAG ratings, including the proposed changes. The Board noted that provision 10.18 would be discussed by the Chair and the Vice Chair of the Governing Body at the Chair's annual appraisal.

The Clerk reported that the AoC had recently published a new shorter Code which the Search and Governance Committee would consider at its next meeting.

**Resolved: The Board approved the College compliance with the AoC Code of Good Governance report 2022/23 at Appendix A including the proposed changes to RAG ratings.**

### **3. Updates to Governing Documents**

The Clerk outlined proposed amendments which were shown as tracked changes to Committee terms of reference, Appendices A – D, and Standing Orders, Appendix E, the Policy for Appointment and Re-appointment of Governors, Appendix F, and the Procedure for the Appointment and Re-appointment of Independent Governors, Appendix G, the Code of Conduct for Corporation Members, Appendix H, and the introduction of a role Co-opted Members Role Description and Person Specification, Appendix I, to allow for the introduction of co-opted members and to clarify the role of Co-opted Members at the College. The Board noted that the proposed changes had been considered by the Search and Governance Committee at its meeting on 28 September 2023 and were recommended to the Board for approval.

The Clerk asked the Board to consider whether to include a maximum number of co-opted members of the relevant committees. The Board agreed that up to two members should be co-opted to the Board committees which included provision for co-opted members.

Following a query, the Clerk confirmed that the Policy for the Appointment and Re-appointment of Independent Governors allowed in normal circumstances for Co-opted Members to serve two terms of four years. However, she had drafted the policy so that if Co-opted Members joined the Corporation Board they could then serve two terms on the Board. Members commented on the good governance practice of members not serving more than two terms in normal circumstances in order to refresh and renew but agreed not to further amend the College's governing documents to allow flexibility for the Board where required.

In response to a query on the rationale for co-opting members, the Clerk said that the Board could co-opt members to committees to fill a skills or experience gaps and it could also assist with succession planning as co-opted members might progress to the Board. The Principal and Chief highlighted that member organisations found adding co-opted members to committees to be beneficial, as some people did not have time to be a Board member but added value as co-opted members on committees.

The Clerk reported that other changes to these documents were tidying up changes and a provision to allow the Chair of the Search and Governance Committee to appoint a Search Panel for governor/co-opted member interviews. The Board approved the proposed changes to the governing documents.

The Clerk referred members to proposed updates made to the Schedule of Delegation, Appendix J, and the Code of Conduct for Corporation Members, Appendix H, which were shown as track changes following the reclassification of colleges as public sector. The Board approved the proposed changes.

The Clerk referred members to the proposed amendments to the Chair and Vice Chair role descriptions at Appendices J and K and Committee chair role descriptions, at Appendices L to Q), which were shown as track changes. She explained that a time commitment had been added and some minor tidying up amends. She explained that reference to the Executive Director of Resources would be updated to when the Vice Principal – Finance joined the College.

The Board approved all the proposed changes.

The Board approved the proposed change to the Terms of Reference of the Resources Committee, Audit and Risk Committee, Quality and Standards Committee, Search and Governance Committee – subject to the additional of a maximum of two Co-opted Members on each Committee.

**Resolved: the Board approved the proposed changes to:**

- **Standing Orders**
- **Policy for Appointment and Re-appointment of Governors**
- **Procedure for Appointment and Re-appointment of Independent Governors**
- **Code of Conduct for Corporation Members**
- **Co-opted Member Role Description and Person Specification**
- **Schedule of Delegation**
- **Chair of Governing Body Role Description and Person Specification**
- **Vice Chair of Governing Body Role Description and Person Specification**
- **Chair of Audit and Risk Committee**
- **Chair of Quality and Standards Committee**
- **Chair of Resources Committee**
- **Chair of Search and Governance Committee**
- **Chair of Senior Post Holder Remuneration Committee**

#### **4. Board Effectiveness Review 2022/23**

The Board completed its Board Effectiveness Review 2022/23.

**Resolved: The Board completed its Board Effectiveness Review 2022/23 and agreed actions.**

#### **5. Date of next meeting**

The Board noted that the next meeting would be held on Thursday 14 December 2023.