

## **Preston College**

### **Redacted and Abridged<sup>1</sup> Minutes of the Search and Governance Committee Meeting held on 27 March 2024 via Zoom at 5.30pm**

#### **Present:**

|                         |                               |
|-------------------------|-------------------------------|
| Mrs Georgia Dunn        | Chair                         |
| Mr Jose Sedano-Martinez |                               |
| Mrs Lynda Mason         | Until Minute 11               |
| Mr Simon Nixon          | Principal and Chief Executive |

#### **Apologies:**

Mr John Boydell

#### **In attendance:**

Mrs Clare Rayner Clerk to the Board

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

The Chair welcomed members to the meeting.

The Chair welcomed Jose Sedano-Martinez to the meeting and welcomed Mrs Lynda Mason, Vice Chair, to the meeting who was attending the meeting in place of the Chair of the Governing Body.

It was noted that a quorum was present.

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

No declarations of interest were declared.

#### **3. Minutes of the Previous Meeting**

The Clerk explained that the minutes on 28 September 2023 would be sent to the Committee by written resolution as only two members that had been in attendance had been at the meeting.

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

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

##### **a) Re Minute 10 – External Governance Review**

The Clerk reported that the College had received the first draft of the External Governance Review which she would review with the Chair and the Principal and Chief Executive. She reported that the reviewers would present the report to the

<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.

Board at the Deep Dive on 25 April 2024. She reported that many of the recommendations in the report had been anticipated, including a recommendation to reduce the size of the Board pack.

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

## **5. Key Governance Updates**

The Committee noted the Key Governance Updates report which included a summary of the latest changes to the Department of Education (DfE) Governance Guide and links to the Education and Training Foundation (ETF) Competency Frameworks for Chairs, Governance Professionals and governors. The Committee noted the report.

**Resolved: The Committee noted the Key Governance Updates report.**

## **6. AoC National Chair's Council Minutes**

The Clerk referred to the report on the Association of Colleges (AoC) National Chair's Council Minutes which included links to the minutes of the AoC Governors' Council meetings. The Clerk reported that the Council had discussed progress of external governance reviews at its meeting on 1 February 2024. The Committee noted the report.

**Resolved: The Committee noted the report on Association of Colleges National Chair's Council Minutes**

## **7. Board/co-option recruitment**

The Clerk referred members to the Board/co-option recruitment report and outlined the current membership gaps on the Resources Committee and Search and Governance Committee. The Committee noted:

- the candidate application and cover letter at Appendix A;
- the draft questions at Appendix B;
- the independent governor role description and person specification at Appendix C;
- the co-opted member role description and person specification at Appendix D.

The Committee noted the interview process outlined in the report and agreed the interview questions.

*Candidate information redacted.*

## **8. Board and Committee membership**

The Clerk referred members to the Board and Committee Membership – which had been updated to March 2024 at Appendix A.

The Clerk reported that the Board had one independent governor vacancy and three/four governors were due to retire in 2024 including Mr Boydell, the Chair of the Governing Body, Mr Driver, the Chair of the Audit and Risk Committee in July 2024 and

Ms Jones, the Chair of Resources Committee in October 2024. The Vice Chair of the Governing Body might also retire in October 2024.

The Clerk reported that to date no member of the Board had expressed an interest in the role of Chair of the Governing Body and the Board would consider succession planning for the Chair of the Governing Body and transitional arrangements at its next Deep Dive meeting on 25 April 2024.

The Clerk suggested that it would be helpful for the Committee to advise the Board on plans for wider governor recruitment.

The Clerk reported that the current independent governor vacancy/co-option vacancies were already advertised on the College website, Charity Job and Women on Boards and that she was also progressing the advert with the Young Trustees Movement.

The Clerk referred to recruitment options including re-applying for support from the Department for Education (DfE) Governor Recruitment Service, or based on previous Board and committee discussions, progressing a targeted local recruitment search by going out into the community and engaging with parents at the College. The Clerk suggested that the Committee might wish to recommend progressing all the above options. The Clerk explained that in the interests of a transparent and open process it would be preferable to have a closing date for applications which would allow for the interviews to be held at the next meeting of the Search and Governance Committee. However, subject to the Board being successful in its application to the DfE, a second round of interviews could be held in late summer for the autumn 2024/ spring 2025 vacancies.

The Clerk also referred to the suggestion in her report that the Committee consider refreshing the Board's skills and experience audit which was last completed in 2022. She explained that it had been unnecessary to repeat the audit in recent years as skills and experience recruitment gaps had been evident from the committee vacancies e.g a focus on searching for members with the skills/experience to serve on the Audit and Risk Committee or the Resources Committee. The Committee agreed to recommend to the Board that the Skills and experience audit should be repeated.

The Clerk referred members to:

- a report from Getting On Board: How to Diversify Your Charity's Board; A Practical Guide, at Appendix B, which included some interesting ideas;
- a report from Good Governance Improvement, at Appendix C, on the importance of considering the different styles and approaches when appointing members alongside skills and experience. The Clerk reported on research on board recruitment which indicated that personal attributes of directors were more likely to predict successful board outcomes than background and experience. She highlighted that the current interview questions already sought to identify interpersonal skills of candidates and could be further reviewed;
- a report on Board and Committee attendance for the 2023/24 autumn term at Appendix F.

Following discussion, the Committee agreed to recommend to the Board that the College should re-apply to the DfE Governor Recruitment Service and in the interim the vacancies should be advertised locally. Members discussed that finding new members was a challenge for many boards and suggested;

- advertising the vacancies at College open evenings, possibly with an information stand, to promote the vacancies to parents;
- with local employers the College worked with;
- approaching Lancashire County Council and Preston City and Preston Youth Zone;
- schools, and a suggestion to approach the headteacher of Fulwood Academy;
- possible contacts at Friends of the Harris.

The Clerk referred members to the induction reviews. The Committee completed the induction review for Mrs Isara Cotton. The Committee discussed the Induction review report at Appendix D which included a summary of Mrs Cotton's training and attendance since her appointment. The Committee agreed to recommend to the Board that Mrs Cotton had completed a successful induction year and should complete her term of office.

The Committee completed the induction review for Mrs Jane Hilton. The Committee discussed the Induction review report at Appendix E which included a summary of Mrs Hilton's training and attendance since her appointment. The Clerk highlighted that Mrs Hilton had also attended staff/governor lunches and AoC staff network activities. The Committee agreed to recommend to the Board that Mrs Hilton had completed a successful induction year and should complete her term of office.

**Resolved: The Committee:**

- **noted an overview of Corporation Board membership and terms of Office, committee membership and other matters relating to governor recruitment and succession planning;**
- **noted a summary of Board and committee attendance for autumn term 2023/24;**
- **completed the induction review for Mrs Hilton and made a recommendation to the Board;**
- **completed the induction review for Mrs Cotton and made a recommendation to the Board;**
- **agreed to recommend to the Board that the College should re-apply to the DfE Recruitment Service and to conduct a skills and experience audit.**

## **9. Adoption of a Governance Code**

The Clerk referred members to the new Further Education Code of Good Governance (the Code) which had been published by the Association of Colleges (AoC) in September 2023. The Clerk:

- reported that she had been a member of the AoC working group during the AoC's development of the draft.;
- explained that the new Code had been designed to take an overview of governance against key principles rather than detailed provisions and was therefore much shorter than previous versions;
- explained that there was no 'comply or explain,' which was unusual for governance codes, and instead AoC had produced an optional template for boards to use to demonstrate how they adhered to the Code;
- suggested that, in order to ensure that the College was also exemplifying governance best practice for charities, an annual cross reference with the Charity Governance Code would be helpful.

The Committee noted the AoC's publication of a new Further Education Code of Good Governance and recommended to the Board the adoption of the Code.

**Resolved: The Committee noted the AoC's publication of a new Further Education Code of Good Governance and recommended to the Board the adoption of the Code.**

## **10. Governance Deliverables**

The Clerk referred to the Governance Deliverables report and highlighted:

- changes made to the Board/Committee template, at Appendix A, and added that further changes might be made as a result of feedback from the External Governance Review before the template was fully introduced;
- progress to date for the Governance Deliverables report at Appendix B.

Members discussed the importance of ensuring that the template prompted report authors to consider stakeholder perspectives and stakeholder engagement. The Clerk explained that the template included impact on learners and impact on other stakeholders and undertook to review if any further information could be included on the first page on the template for quick reference.

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

**Action: The Clerk to review the draft template in light of feedback.**

## **11. Governor Training and Development Update**

The Clerk referred to the Governor Training and Development Update which summarised training and development completed by members in autumn 2023 and opportunities for 2024. The Committee noted:

- a summary of reasons for governors to complete CPD at Appendix A;
- a Chartered Governance Institute Trustee Board Effectiveness report 2023 at Appendix B;
- the revised governance induction plan at Appendix C;

- an AoC guidance note on Appraisal and Assessment of Individual Governors at Appendix D and the Education and Training Foundation Competency Framework for Governors at Appendix E.

The Clerk referred members to the proposed amendments to the Governor Induction Plan at Appendix C and outlined the proposed changes. The Committee agreed to recommend the proposed changes to the Board.

The Clerk reported that the Board had agreed to introduce the Chair's appraisal in the first instance and then explore the introduction of individual governor appraisals. The Clerk referred to a proposed format for the introduction of individual governor appraisals outlined in her report. The Clerk:

- reported that DfE FE and Sixth-Form College Corporations: Governance Guide stated that it was good practice for boards to evaluate the contribution of individual governors annually;
- in developing the draft proposal, she had kept in mind the Board's steer that, as governors were giving their time voluntarily, individual governor appraisals should be light touch;
- highlighted that, given the size of the College board, annual appraisals would be a huge work load for the Chair of the Governing Body, even if some appraisals were delegated to the Vice Chair;
- highlighted benefits to individual governor appraisals, including identification of future board and committee chairs, opportunities to address and Continuing Professional Development (CPD) needs or performance issues such as poor attendance.

The Committee discussed the proposal. Members discussed:

- that even with the modifications proposed, the proposal represented a huge additional workload for the Chair, even if shared with the Vice Chair, and might be off putting to existing and potential governors that were giving their time voluntarily;
- the risk that the process, which would require a large amount of planning and preparation time for the College, the Chair members, could end up as a box ticking exercise which was not valuable to members;
- whether the description 'appraisal' could be reviewed as this could be off putting for existing and potential governors and whether a lighter touch informal 'catch up' would be more appropriate;
- that individual director appraisal processes were already embedded in many other sectors, however these directors and trustees often received payment for the role;

- whether a more informal review would be more beneficial, possibly with groups of members.

The Clerk thanked the Committee for the feedback and suggested it might be helpful to formalise the Induction Review in the first instance. The Clerk undertook to conduct some research on how other colleges had introduced annual individual governor appraisals and present alternative proposals to a future meeting.

*Mrs Mason left the meeting.*

**Resolved: The Committee noted the Governor Training and Development Update and agreed to recommend to the Board the proposed changes to the Governor Induction Plan.**

**Action: The Clerk to review alternative formats for individual governor appraisals.**

## **12. Search and Governance Evaluation Report**

The Clerk referred to the Search and Governance Evaluation Report 2022/23. The Committee agreed to note the report as only two members present had been a member of the Committee for 2022/23.

**Resolved: The Committee noted the Search and Governance Evaluation Report 2022/23.**

## **13. Governing Document - Schedule of Delegation**

The Committee reviewed the proposed changes to the Schedule of Delegation to reflect the Executive Leadership Team restructure. The Clerk referred to the amendments which were shown as track changes. The Principal and Chief Executive highlighted that further amendments might be required following the publication of the Education and Skills Funding Authority College Financial Handbook.

The Committee agreed to recommend the proposed changes to the Schedule of Delegation to the Board and noted that further amendments might be required before the draft report was presented to the Board for approval.

**Resolved: The Committee agreed to recommend the proposed changes to the Schedule of Delegation to the Board for approval.**

## **14. Date of Next Meeting**

The Committee noted that the next meeting would be held on 6 June 2024.