

## **Preston College**

### **Redacted and Abridged<sup>1</sup> Minutes of the Search and Governance Committee Meeting held on 28 September 2023 via Zoom at 5.30pm**

#### **Present:**

Mrs Georgia Dunn	Chair
Mr John Boydell	
Mr Simon Nixon	Principal and Chief Executive
Mrs Helen Whittingham	

#### **In attendance:**

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

The Clerk welcomed members to the meeting.

It was noted that a quorum was present.

The Clerk welcomed Mrs Helen Whittingham to her first meeting since her appointment to the Committee.

#### **2. Election of Chair**

The Committee appointed Mrs Georgia Dunn as Chair. Mrs Dunn assumed the Chair.

*(Mr Boydell left the meeting).*

#### **3. Declarations of Interest**

The Committee noted the interests of the Principal and Chief Executive and the Clerk in the discussion on the retirement of the Chair of the Governing Body in July 2024 and the appointment of a new Chair. The Committee noted that as the discussions at the early stages, it was unnecessary for the Principal and the Clerk to leave the meeting.

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

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

Following a query, the Clerk reported that the Governance Handbook was almost complete and was currently on the Portal as separate pdf documents. She confirmed that, subject to the Committee and Board's approval of the changes to governing documents under Item 8, she would consider how best to share the handbook with governors.

Following a query, the Clerk reported that she was also working on a short induction guide for new governors.

<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.

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

## **5. Decisions Taken Between Meetings**

The Committee noted the report on Decisions Taken Between Meetings and that the following actions had been approved by written resolution between meetings:

*26 May 2023*

To recommend to the Board:

- the proposed extension of Mr Driver's term of office until July 2024;
- the successful induction review for Miss Keegan;
- the draft governance meeting dates for 2023/24;
- the proposed governance deliverables for 2023/24.

To approve:

- the minutes of the previous meeting on 2 February 2023;
- the draft invitation to tender document for the external governance review;
- the proposed external governance review timetable;
- the list of companies to invite to tender;
- the Search and Governance Committee Forward Work Programme 2023/24
- progression of interview for co-options

*12 June 2023*

To recommend to the Board the appointment of:

- Sally Little as an independent governor and a member of the Audit and Risk Committee;
- Richard Sellars as an independent governor and a member of the Resources Committee;
- Helen Whittingham as an independent governor and a member of the Search and Governance Committee.

**Resolved: The Committee noted the report on Decisions Taken Between Meetings.**

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

The Clerk referred members to the Board and Committee Membership – September 2023 at Appendix A and the Board Diversity and Inclusion /Length of Office report at Appendix B. The Clerk reported that she had included the latest government benchmark formation. She reported that the government requested data as of 31 July each year when the College's student governors had left and this made the College's age and ethnicity demographic profile for July 2022 appear less diverse than it had been for most of 2022/23. The Committee noted that the Board had discussed the importance of improving the ethnic diversity of the Board so that it better represented the College's local community.

The Committee discussed succession planning, noting that Mr Boydell, the Chair of the Governing Body, Mr Driver, the Chair of the Audit and Risk Committee and Mrs Jones, the Chair of Resources Committee, were due to retire in 2024. Members commented that these members also held key roles within the College's governance structure. The Committee agreed would be helpful to start discussions with Board on the retirement of the Chair of the Governing Body at the meeting on 19 October 2023.

The Clerk reported that a number of people had contacted the College about becoming a governor and expressed interest in being co-opted to committees and this would be considered further until Item 8. It was possible that co-opted members might then be able to join the Board at a later date.

The Committee discussed that it might be helpful to appoint a second Vice Chair of the Governing Body to help with succession planning.

The Committee noted that there were still two vacancies on the Senior Post Holder Remuneration Committee and noted the possibility that one or two of the new members could be invited to join this Committee.

The Committee completed the induction review for Mr Malcolm Goulding. The Committee discussed the Induction review report at Appendix C which included a summary of Mr Goulding's training and attendance since his appointment. The Committee agreed to recommend to the Board that Mr Goulding had completed a successful induction year and should complete his term of office.

The Clerk referred members to the Board and Committee attendance for 2022/23 at Appendix D. She reported that whilst College attendance had dipped below the national college average in 2021/22 it was ahead of the national college average for 2022/23.

*(Mr Boydell joined the meeting.)*

**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;**
- **completed the induction review for Mr Malcolm Goulding and made a recommendation to the Board;**
- **noted a summary of Board and committee attendance 2022/23.**

**7. Minutes of previous meeting**

The Committee agreed the minutes of the meeting held on 5 July 2023 as a correct record.

**Resolved: The Committee agreed the minutes of the previous meeting held on 5 July 2023 as a correct record.**

**8. Updates to the College's Governing Documents**

The Clerk referred members to her report on proposed changes to the College's governing documents. She explained that whilst a full review was not required until September 2024 some changes were required before the Board could appoint co-opted members and also in light of the reclassification of colleges as public sector.

The Clerk referred members to the proposed changes to the Standing Orders at Appendix A, Policy for Appointment and Re-Appointment of Governors at Appendix B and Procedure for the Appointment and Re-Appointment of Independent Governors at Appendix C. She explained that the terms of reference for Quality and Standards Committee, Audit and Risk Committee and the Search and Governance Committee already contained provision for the appointment of Co-opted Members. However, the Resources Committee and Senior Post Holder Remuneration

Committee did not. She proposed that the terms of reference of the Resources Committee were updated to include provision to co-opt members and the terms of reference of all these committees listed were updated to clarify that Co-opted Members could count in the quorum for that Committee. The Clerk referred to the draft Co-opted Member Role Description at Appendix E and asked the Committee to consider:

- whether or not the terms of reference of the Senior Post Holder Remuneration Committee should include provision to co-opt members and the reasons she had not recommended this;
- whether or not Co-opted Members should be able to chair committees;
- whether or not Co-opted Members should participate in interviews for potential governors.

Following discussion the Committee agreed to recommend to the Board that Co-opted Members should not be able to chair committees, that there should be no change to the membership of the Senior Post Holder Remuneration Committee and that Co-opted Members could participate in interviews for potential governors in an advisory capacity. With these changes the Committee agreed to recommend the Co-opted Member Role Description to the Board.

The Clerk referred members to other proposed changes to the Policy for Appointment and Re-Appointment of Governors and Procedure for the Appointment and Re-Appointment of Independent Governors, which were mainly cosmetic and a provision to allow the Chair of the Search and Governance Committee to appoint a Selection Panel for governor interviews.

The Clerk outlined proposed changes to the Code of Conduct for Corporation Members at Appendix D which included reference to Co-opted Members and a revision in light of the reclassification of colleges as public sector.

The Clerk outlined proposed changes to the Schedule of Delegation, shown as track changes at Appendix F, which had been made following the reclassification of colleges as public sector.

Following discussion the Clerk undertook to review the terminology for “Member” and “Independent Member” across the documentation to make sure they were consistent. The Clerk explained why she had removed some references to External Member and undertook to ensure all references were changed to “Independent Member.”

The Clerk referred members to the proposed change to the role description for the Chair of the Governing Body at Appendix G, the Vice Chair of the Governing Body at Appendix H, the Chair of Audit and Risk Committee at Appendix I, the Chair of Quality and Standards Committee at Appendix J, the Chair of Resources Committee at Appendix K, the Chair of the Search and Governance Committee at Appendix L and the Chair of the SPH Remuneration Committee at Appendix M.

The Clerk explained that she had added time commitments to all role descriptions and made some other minor changes. Following a suggestion, the Clerk undertook to clarify that the two meetings referred to in the Vice Chair of the Governing Body role description referred to attendance at the Senior Post Holder Remuneration

Committee each year as an ex-officio member. With these amendments, the Committee agreed to recommend the revised role descriptions to the Board.

The Clerk referred to some minor amendments sent from the Chair which she would address before the documents were sent to the Board.

The Committee approved the proposed amendments to the Instrument and Articles, Standing Orders, Code of Conduct for Corporation Members, Schedule of Delegation and committee terms of reference, for recommendation to the Board.

**Resolved: Subject to the amendments requested, the Committee agreed to recommend to the Board proposed changes to:**

- **Standing Orders (Appendix A);**
- **Policy for Appointment and Re-Appointment of Governors at (Appendix B);**
- **Procedure for the Appointment and Re-Appointment of Independent Governors at (Appendix C);**
- **Code of Conduct for Corporation Members (Appendix D);**
- **Co-opted Member Role description (Appendix E);**
- **Schedule of Delegation (Appendix F);**
- **Role descriptions for the Chair of the Governing Body (Appendix G), the Vice Chair of the Governing Body (Appendix H); the Chair of Audit and Risk (Appendix I), the Chair of Quality and Standards (Appendix J), the Chair of Resources Committee at Appendix L, the Chair of the Search and Governance Committee at Appendix L and the Chair of the SPH Remuneration Committee at Appendix L.**
- **the proposed changes to the Audit and Risk Committee, Quality and Standards Committee, Resources Committee and Search and Governance Committee Terms or Reference.**

## **9. Governance Deliverables**

The Committee noted the Governance Deliverables Close Down report 2022/23 and considered the revised Governance Deliverables for 2023/24 report with draft milestones, baseline, targets and impact measures and agreed to recommend them to the Board.

The Clerk explained why she had made the proposed changes to the deliverables and why the Chair of the Governing Body's evaluation had not been completed over the summer.

Following discussion, the Committee agreed to recommend the revised Governance Deliverables 2023/24 to the Board.

**Resolved: The Committee agreed to recommend the revised Governance Deliverables for 2023/24 to the Board.**

## **10. External Governance Review**

The Clerk referred members to her report on the External Governance Review. She reported that, following the Committee's recommendation, the Board had approved

the appointment of Stone King to complete the College's external governance review by written resolution.

The Clerk reported that she had held an initial planning meeting with the external reviewers. She referred to the amendments to the original scope of the review suggested by Stone King, proposed methodology and possible additional extras including observation of a second committee and asking governors to complete an anonymous questionnaire. She also asked if the Committee would like to highlight any additional areas to the external reviewer.

Following discussion, the Committee agreed that it was unnecessary to ask the reviewer to draft a questionnaire for governors, as the reviewers could use the collated questionnaire responses for the Board's review of 2022/23. The Committee agreed to propose to the Board that the external reviewers observe a Board meeting, an Audit and Risk Committee meeting as proposed by Stone King and also a meeting of the Quality and Standards Committee.

Following a suggestion that the external reviewers could also review the new Board and committee template and provide feedback on it before it was introduced, it was noted that Stone King's review feedback would not be available until April. Members therefore agreed that plans to introduce the new template should not be delayed pending this review and that Stone King would review the template as part of their review.

**Resolved: The Committee agreed to recommend the scope and approach outlined in this report and Stone King's tender proposal to the Board with the additional that the reviewers should also observe a Quality and Standards Committee meeting.**

## **11. Compliance with Association of College's Code of Good Governance**

The Clerk presented her report on the College's compliance with the Association of College's (AoC) Code of Good Governance for English Colleges (the Code). The Clerk reported that the Board had agreed, at its meeting on 9 December 2021, 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. 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.

Following discussion, the Committee agreed the RAG ratings, including the proposed changes. The Committee agreed that provision 10.18 should be discussed by the Chair and the Vice Chair of the Governing Body at the Chair's annual appraisal.

The Committee noted that colleges only need to report in the annual report if the College did not comply with a must and that a short summary of some development areas for progression during 2023/24 could be cited in the annual report.

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

**Action: The Clerk to liaise with the Chair and Vice Chair of the Governing Body regarding the addition to the Chair's annual review.**

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

The Clerk reported that the Committee needed to complete its own self-assessment and, as she had not received all the responses to date, she suggested that this item was deferred until the next meeting. She reported that some members had not been able to access the questionnaire due to the login required and she had removed the login requirement.

**Action: To add the Search and Governance Evaluation Report to the next meeting.**

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

The Clerk presented her report on Governor Training and Development 2022/23 and plans for Governor Training and Development 2023/24.

The Committee noted the requirement in Keeping Children Safe in Education (2023) for governors to regularly update their Safeguarding and Prevent training. The Clerk referred to current arrangement for governor safeguarding and Prevent training and a proposal to formally introduce alternating annually between face to face and online Safeguarding and Prevent training. The Committee agreed this proposal and added that if a member could not attend the face to face training they should complete the online training that year. The Clerk confirmed that this had been the approach the College had taken in December 2022.

Following discussion, the Committee agreed to recommend to the Board that governors should complete Safeguarding and Prevent training within three months of joining the Board rather than six months.

Following a query, members discussed the training the Board had received on Equality, Diversity and Inclusion (EDI) which had been cut short following the announcement of the death of the HM Queen and whether this training could be revisited. The Clerk reported that she was investigating the availability of options for online EDI training tailored for college governors and in the interim had encouraged members to join the Eversheds webinars held during 2023 or watch the recording. Following discussion, the Committee agreed the best approach was to adapt the College's online EDI training for staff for governor training. The Clerk undertook to pursue.

The Chair gave positive feedback on the draft Governor CPD and stakeholder engagement newsletter for autumn.

**Resolved: The Committee noted a summary of Governor Training and Development 2022/23 and plans for Governor Training and Development 2023/24.**

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

- **formal introduction of alternating face to face and online Safeguarding and Prevent CPD training;**

- that new governors should complete online Safeguarding and Prevent CPD training within three months.

**Action:** The Clerk to progress online EDI training for governors.

#### **14. DfE FE and Sixth-Form College Corporations: Governance Guide**

The Clerk presented her report on FE and sixth-form college corporations: governance guide (the governance guide). She proposed that as the key outstanding actions had been carried forward into the College's Governance Deliverables, that this would be the final report on the College's compliance with changes to the governance guide in this format, unless any significant new changes are made. The Committee were content with this approach.

The Clerk outlined changes made to the Df's changes to the governance guide in 2023. The Committee noted the report.

**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 F FE and Sixth-Form College Corporations: Governance Guide report;
- noted that key outstanding actions had been carried forward into the College's Governance Deliverables.

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

The Clerk referred to the report on the AoC National Chair's Council Minutes which included links to the minutes of the AoC Governors' Council meetings on 16 January 2023, 20 March 2023 and 13 June 2023.

**Resolved:** The Committee noted the AoC National Chair's Council Minutes for AoC Governors' Council meetings on 16 January 2023, 20 March 2023 and 13 June 2023.

#### **16. Date of Next Meeting**

The Committee noted that the next meeting would be held on 1 February 2024.