

Preston College

Redacted and Abridged¹ Minutes of the Search and Governance Committee Meeting held on 6 June 2024 via Zoom at 5.30pm

Present:

Mrs Georgia Dunn	Chair
Mr John Boydell	
Mr Simon Nixon	Principal and Chief Executive
Mr Jose Sedano-Martinez	

In attendance:

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

The Chair welcomed members to the meeting.

It was noted that a quorum was present.

2. Declarations of Interest

The Committee noted the interest of the Mr Jose Sedano-Martinez in Item 7, the Committee's consideration of his Induction Year review. The Committee noted that Mr Sedano-Martinez would leave the meeting for the Committee's consideration of this item.

3. Minutes of the Previous Meeting – 28 September 2023

The Committee agreed the Minutes of the Meeting on 28 September 2023 as a correct record.

Resolved: The Committee agreed the Minutes of the Meeting on 28 September 2023 as a correct record.

4. Minutes of the Previous meeting – 27 March 2024

The Committee agreed the Minutes of the Meeting on 27 March 2024 as a correct record.

Resolved: The Committee agreed the Minutes of the Meeting on 27 March 2024 as a correct record.

5. Matters arising

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

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

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

6. Board Recruitment

The Clerk presented her Board Recruitment report. She reported that the Board currently had one vacancy but five governors would retire between July and December 2024. She reported that Mrs Lynda Mason, Vice Chair of the Governing Body, had agreed to serve until December 2024 to support the new Chair.

The Clerk reported that she had started progressing the suggestions from the Board and the Committee to advertise the vacancies more widely. However, there had been a delay with the materials as they wanted to use photographs of current governors in the promotional materials and she had also been speaking to a number of people about the role of independent governor in recent weeks, five of which had since submitted applications.

The Committee noted the summary of committee membership at Appendix A and the Independent Governor Role description and Person Specification at Appendix C.

The Clerk referred to the five applications at Appendix B. she reported that in line with best practice, the applicants names had been removed.

Information about candidates redacted.

Resolved: The Committee agreed the interview arrangements.

7. Board and Committee Membership

The Clerk presented her Board and Committee Membership report and referred members to the report of Board and Committee Membership as of June 2024 at Appendix A.

The Clerk reported that:

- the Board would meet with Mr Sedano-Martinez on Thursday 13 June;
- Mrs Lynda Mason would retire in December 2024 and the Board would need to appoint a new Vice Chair;
- it would be helpful for the Board to appoint new members to the Senior Post Holder Remuneration Committee in July 2024 to help with succession planning as the existing membership would all retire during 2024/25.
- she had issued the draft Skills and Experience Audit to the Committee by written resolution and asked members to review ahead of the next Board meeting.

Mr Sedano-Martinez left the meeting.

The Committee completed the induction review for Mr Sedano-Martinez. The Committee discussed the Induction review report at Appendix B which included a summary of Mr Sedano-Martinez's training and attendance and other contributions since his appointment, including being a Curriculum and Skills link governor and being involved in the Principal and Chief Executive interviews and the Vice Principal shortlisting in 2023. Following discussion, the Committee agreed to recommend to the Board that Mr

Sedano-Martinez had completed a successful induction year and should complete his term of office.

Mr Sedano-Martinez re-joined the meeting.

The Chair confirmed that the Committee would recommended to the Board that Mr Sedano-Martinez had completed a successful induction year and should complete his term of office. Mr Sedano-Martinez thanked members for their comments.

The Committee completed the induction review for Mrs Jen Walters. The Committee discussed the Induction review report at Appendix C which included a summary of Mrs Walters's training and attendance and other contributions since her appointment, including being Curriculum and Skills link governor and a member of the Selection Plan for the Vice Principal Finance interviews. Following discussion, the Committee agreed to recommend to the Board that Mrs Jen Walters had completed a successful induction year and should complete his term of office.

The Clerk referred members to the Board and Committee attendance for 2023/24 to date report at Appendix D. The Clerk reported that the external governance review recommendations was to agree an overall attendance target and that she would propose a target when the Committee considered the Board and Committee attendance for 2023/24 at its next meeting.

The Clerk referred to the draft governance schedule for 2024/25. The Clerk report on some updates since the draft have been issued:

- the start of term Board meeting would be held on Wednesday 18 September 2024;
- the Quality and Standards Committee meeting would be on held on 21 November 2024 and the Resources Committee meeting would be held on 28 November 2024;
- that she planned to ask the Board if they wanted to hold the first term deep dive on 17 October 2024, before the Board meeting, or on an alternative evening.

The Committee approved the Draft Governance Meeting Schedule 2024/25.

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 Sedano-Martinez and Mrs Walters and made recommendations to the Board;**
- **noted a report on Board and committee attendance 2023/24 to date;**
- **approved the governance meeting schedule 2024/25.**

8. External Governance Review

The Clerk presented her report on the College's External Governance Review which was completed by Stone King in March 2024. The Clerk referred to the Preston College Governance Review report at Appendix A, the list of key recommendations,

at Appendix B, and 21 supplementary suggestions, Appendix C with comments from management.

The Clerk reported that the Committee had been delegated by the Board to review the recommendations and advise the Board.

The Committee and the Clerk reviewed the recommendations and supplementary questions and discussed:

- that some changes had already been made to the risk register to link it to the strategic plan;
- that the provision in the College's standing orders that a member that went on to become chair could serve up to 16 years was too long, however, some flexibility was also important and could aid succession planning, particularly if the Chair was in the middle of a project. Members suggested taking the same approach as other governors i.e. that the Board could agree a third term, or extended term in extenuating circumstances;
- that the College's Standing Orders allowed a governor to serve up to 16 years, as they could serve two further terms following appointment as Chair of the Governing Body, however the Standing Orders did not allow a Chair to serve for two terms and then serve for two terms as a governor;
- the recommendation on reviewing and assurance mapping to ensure each agenda item requires a recorded decision. The Principal and Chief Executive commented that historically the College had done some assurance work following an internal audit. Following discussion of different interpretations of this recommendation, the Clerk undertook to ask Stone King for further clarification on this;
- the importance of new members joining the Board and bringing new ideas;
- that it was important for the new Chair of the Governing Body to be involved in discussions about the format of the Board agenda;
- members did not agree with the suggestion draft more engaged resolutions in the minutes;
- the Clerk reported, due to the format of the template, some reports were actually longer. However, they contained more information on impact on stakeholders and were easier to read;
- the suggestion to develop ways for the Governing Body to gain more benefit from committee business. Members noted that in the past, Committee chairs had given verbal reports at Board meetings. The Clerk referred to the discussion at the Deep Dive on this suggestion, and the reviewer's suggestion that the Clerk could write a summary of the key items from each Committee

meeting for the attention of the Board. She explained that her view was that the minutes were an independent report of the meeting and it could be inappropriate for the Clerk to decide which were the key issues. She suggested that an item was added to committee agenda of 'key issues to be highlighted to the Board' which was agreed by the committee, which committee chairs could then highlight at meetings. Members agreed that chairs would find this useful.

The Committee agreed to recommend the report on Key Recommendation and Supplementary Suggestions to the Board with the amendments agreed and approved the proposed timescales. The Committee noted that the draft action plan, which included timescales for implementation would be considered by the Board on 4 July 2024

The Committee noted that consideration would need to be given to how any changes made could be reviewed for effectiveness.

Resolved: The Committee agreed to recommend the report on Key Recommendation and Supplementary Suggestions to the Board with the amendments agreed and approved the proposed timescales.

9. Governance Deliverables Review

The Clerk referred to the Governance Deliverables Review Report and reported:

- on progress on governance deliverables for 2022/23 and 2023;
- that the format and approach for governance deliverables for 2024/25 would need to be considered in light of the implementation of the recommendations of the External Governance Review and for this reason governance deliverables for 2024/25 had not been proposed to date.

The Committee noted the report.

Resolved: The Committee noted the Governance Deliverables Review report.

10. Governor training and development update

The Clerk presented her report on Governor Training and Development 2023/24.

The Clerk referred to the number of suggestions for Deep Dive sessions listed in the report and that currently only three deep dive sessions were scheduled each year – one per term. The Clerk explained that for where themes had remained on the list for some time, such as Looked After Children, information had instead been included in Board packs pending the Deep Dive. The Clerk explained that the themes were usually chosen due to priority for example the introduction of the Board having a statutory duty on skills and the requirement to have an external review by 2024 had meant that these themes had been prioritised in 2023/24 academic year.

The Committee acknowledged the challenge of a growing list of deep dive themes and a limited number of dates available. Members suggested reviewing and prioritising the list of deep dive sessions. Members suggested prioritising the themes

and also trying to group some themes together and, as had been done previously, to hold some as pre Board meeting Continuing Professional Development sessions.

The Principal and Chief Executive undertook to arrange a session on the College's pension scheme during 2024/25.

The Principal and Chief Executive suggested that the People Strategy could be considered by the Board in July 2024 and undertook to arrange a Deep Dive session on pensions with a representative from the Local Government Pension Scheme.

The Committee noted the Governor training and development update.

Resolved: The Committee noted the Governor training and development update.

Actions:

- The Clerk to prioritise the Deep Dive sessions for review by the Board.**
- The Principal and Chief Executive to arrange a session on pensions.**

11. Equity, Diversity and Inclusion Strategy – governance objectives

The Clerk referred members to the draft Equity, Diversity and Inclusion Strategy which had been considered by the Resources Committee and the Quality and Standards Committee. She reported that proposed governance objectives had been added to the strategy. The Committee agreed to recommend the draft governance objectives to the Board for approval.

Resolved: The Committee noted the draft Equity, Diversity and Inclusion Strategy agreed to recommend the draft governance objectives to the Board for approval.

12. Key Governance Updates

The Clerk referred to her Key Governance Update report which summarised changes to the DfE FE and sixth-form college corporations: governance guide and the DfE's External governance reviews: guide for FE college corporations and designated institutions, a link to the Charity Governance Code consultation and a link to the Association of College's (AoC) National Chars' Council minutes for 13 November 2023 and 11 February 2024. The Committee noted the report.

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

13. Forward Work Programme

The Clerk referred to the draft Search and Governance Committee Forward Work programme 2024/25. She reported that the draft included the proposal to add an additional meeting into the plan in November for governor interviews.

The Clerk reported that as the External Governance Review had been held in March 2024, the Board was not required to have a separate Board Evaluation. The Committee agreed to recommend to the Board that a separate Board Evaluation of 2023/24 should not take place and the focus should be on the implementation of the post review action plan.

The Committee approved the Search and Governance Committee Forward Work programme 2024/25.

Resolved: The Committee approved the Search and Governance Committee Forward Work programme 2024/25 and agreed to recommend to the Board that a separate Board Evaluation of 2023/24 should not take place.

14. Date of Next Meeting

The Committee noted that the next meeting was to be confirmed.