

## Preston College

### Redacted and Abridged<sup>1</sup> Minutes of the Search and Governance Committee Meeting held on 26 September 2024 Boardroom at 5.30pm

#### Present:

Mrs Lynda Mason                      Acting Chair  
Mrs Helen Curtis  
Mr Simon Nixon                      Principal and Chief Executive  
Mr Jose Sedano-Martinez  
Mrs Jen Walters

#### Apologies:

Mr John Boydell  
Mrs Georgia Dunn  
Mr Neil Fletcher

#### In attendance:

Mrs Clare Rayner                      Clerk to the Board

#### 1. Welcome and apologies

The Clerk welcomed members to the meeting and reported apologies from Mrs Georgia Dunn, Mr John Boydell and Mr Neil Fletcher and welcomed Mrs Helen Curtis, Mrs Lynda Mason and Mrs Jen Waters who had joined the Committee temporarily.

The Clerk reported that Mr Fletcher had sent some comments on the reports which she would feed into the discussion.

It was noted that a quorum was present.

The Clerk asked the Committee to appoint an Acting Chair.

The Committee appointed Mrs Lynda Mason.

#### 2. Declarations of Interest

The Committee noted that as Mr Jose Sedano - Martinez knew a candidate he would withdraw from the meeting for this interview. The Clerk explained that as the Committee could recommend both candidates to the Board it was unnecessary for Mr Sedano Martinez to withdraw from both interviews.

#### 3. Board 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 applications and CVs at Appendix A;

<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

- draft questions at Appendix B;
- Independent Governor Role Description and Person Specification at Appendix C.

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

*Information on interviews redacted.*

**Resolved: The Committee agreed its recommendations to the Board.:**

*Mr Sedano-Martinez re-joined the meeting.*

#### **4. Minutes of previous meeting**

It was noted that as only two members of the Committee were present at this meeting who had been present at the meeting held on 6 June 2024, the minutes would need to be agreed by written resolution.

**Resolved: The Committee noted that the minutes of the meeting on 6 June 2024 would be agreed by written resolution.**

#### **5. Matters arising**

The Committee noted the matters arising report.

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

#### **6. Board and Committee Membership**

The Clerk referred members to the Board and Committee membership report. The Clerk reported:

- on the current Board and Committee Membership at Appendix A;
- on the Board Equal Opportunities and Monitoring and Diversity and Inclusion report at Appendix B;
- the induction review of Mrs Sally Little at Appendix C;
- the Board and committee attendance for 2023/24 at Appendix D which showed that the Board attendance had dipped slightly below the College sector benchmark;
- a suggestion, following the external governance review, that the Board set a Key Performance Indicator benchmark for attendance and that 80% was proposed.

The Committee discussed the report and:

- agreed that whilst the gender diversity of the board had improved in recent years, the Board still required greater diversity to better reflect the community it served; particularly greater ethnicity;
- agreed that an 80% attendance target was an appropriate benchmark. However, care needed to be taken when using percentages early in the academic year;

- completed the induction review for Mrs Sally Little. The Committee discussed the Induction review report at Appendix C which included a summary of Mrs Little's training and attendance since her appointment. The Committee agreed to recommend to the Board that Mrs Sally 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;**
- **agreed that an 80% attendance target was an appropriate benchmark.**
- **completed the induction review for Mrs Sally Little and made a recommendation to the Board;**
- **noted a summary of Board and committee attendance 2023/24.**

**7. Review of Governing Documents**

The Clerk referred members to her report on proposed changes to the College's governing documents. The Clerk explained that as the Committee would have two meetings in autumn, the review had been split across the two meetings. She explained that this would allow all committees to review their terms of reference before the Committee's review.

The Clerk reported that the proposed changes related to:

- the recommendations of the external governance review and the Committee's discussion on 6 June 2024 of which recommendations should be implemented;
- cosmetic changes and amendments to meet changed circumstances, e.g. changes to job titles;
- the removal of the necessity to sign minutes from the Instrument and Articles and also other governing documents;
- the procedure regarding trustees taking sabbaticals which is included in Standing Orders. This change is proposed in light of recent guidance reviewed by the Clerk;
- points for Committee discussion were also shown in comments in Appendix B.

The Clerk referred to comments from Mr Fletcher and confirmed that there were references to parent governor and signing of meetings in the Standing Orders which would be removed to be consistent with the changes to the Instrument and Articles.

The Clerk reported that Stone King had advised making the Instrument and Articles and Standing Orders consistent and explained why these changes had not been made to date. She referred to the example that the Standing Orders stated the Board should have two staff governors and specified the constituencies and the Instrument and Articles simply stated the Board could have up to three. Therefore, changing the Instrument and Articles would remove flexibility but would ensure consistency. The Committee agreed with Stone King's recommendation.

A member highlighted a repeated clause in 6 of the Instrument and Articles. The Clerk undertook to delete.

The Committee discussed whether to add a clause which allowed the Board/Committee to exclude student governors from sensitive discussions for reasons other than those already stated in the Standing Orders.

During discussion, the Clerk explained that whilst the Instrument and Articles and Standing Orders already included clauses which allowed the Board to require staff and student governors to leave Board/committee meetings for certain items, it might be helpful to have a clause which gave the Board discretion to ask student governors to leave meetings for sensitive discussions for reasons not already included in the Instrument and Articles or Standing Orders, e.g. sensitive unions discussions, particularly when students were under 18 and not able to vote on the expenditure of money by the Corporation or approval of contracts. The Clerk advised that it would not be good practice for students to be routinely excluded from discussions and to mitigate the risk of this the Board could decide on a case by case basis.

During discussion, the Clerk explained that the Instrument and Articles allowed staff governors to remain in meetings for discussion on pay and conditions of staff or staff in a particular class but they would be asked to leave when discussing specific members of staff.

Following discussion, the Committee agreed to recommend to the Board that a clause should be added to allow the Board discretion to ask student governors to leave the meeting for very sensitive matters. The Clerk undertook to draft a clause for review by the Committee.

The Committee agreed to the proposed changes to the arrangements regarding governor sabbaticals in light of external guidance shared by the Clerk. The Committee suggested adding that the length of the sabbatical should be agreed at the start of the sabbatical.

The chair role descriptions, at appendices C – I, had been updated with cosmetic changes, to reflect current practice and change to job titles.

The Schedule of Delegation at Appendix K had been updated to reflect new job titles. The Clerk reported that the College's public value statement should be added to the schedule and that she would also review the format in light of the feedback from the external governance reviewers.

The Committee agreed to recommend to the Board the proposed changes and the changes discussed at the meeting to the governance documents.

**Resolved: The Committee agreed to recommend to the Board the following, updated governing documents:**

- **Instrument and Articles at Appendix A and Standing Orders at Appendix B, subject to additional amendments on parent governor references, signing minutes and removing any other inconsistencies;**
- **Chair and Vice Chair of Governing Body role description at Appendices C & D and Committee chair role descriptions at Appendices C – I;**
- **Code of Conduct for Corporation Members and Co-opted Members at Appendix J;**
- **Schedule of Delegation at Appendix K.**

**Action: The Clerk to draft a clause for the Instrument and Articles/Standing Orders on the role of the student governor in sensitive discussions.**

## 8. Governance Deliverables/External Governance Review Action Plan

The Clerk referred members to the Governance Deliverables/External Governance Review Action Plan report.

The Clerk proposed that governance deliverables were not set for 2024/25 to allow focus on the implementation of the external governance review action plan. She explained that the Committee might wish to add some actions from the review of the Association of College's (AoC) Further Education Code of Good Governance to the plan following the Committee's review under agenda item 9. The Committee noted the report and agreed the proposed approach.

The Clerk reported that she was working on a draft invitation to tender document for an external board portal.

**Resolved: The Committee reviewed the report and agreed to recommend to the Board the proposal to focus on completion of the external governance review action plan for 2024/25 rather than setting separate governance deliverables.**

## 9. Compliance with AoC FE Code of Good Governance

The Clerk presented her report on the College's compliance with the AoC's Further Education Code of Good Governance (the Code). The Clerk reported that the Board had agreed, at its meeting on 4 July 2024, to adopt the revised AoC Code; published in September 2023 and the College would report against this version for 2023/24.

The Clerk referred to the report of compliance to date at Appendix A and explained that the Clerk and the Principal and Chief Executive had reviewed the College's compliance with the Code. The Clerk referred members to the final column in the table which referred to actions to take forward. She highlighted that some of these actions were already included in the External Governance Review Action Plan and suggested that the other actions were added to the plan.

The Clerk reminded members that the AoC had a separate Senior Post Holder Remuneration Code which is referenced in the Further Education Code of Good Governance. The Clerk confirmed that the College continued to comply with the AoC Senior Post Holder Remuneration Code and a summary report would be considered by the Senior Post Holder Remuneration Committee in the autumn term.

**Resolved: The Committee:**

- reviewed the College's compliance with the AoC Further Education Code of Good Governance report 2023/24 and agreed to recommend it to the Board for approval;
- noted the College's compliance with the AoC Senior Post Holder Remuneration Code and that the Senior Post Holder Remuneration Committee would review the College's compliance with the AoC Senior Post Holder Remuneration Code in autumn.

## 10. Governor Training and Development Update

The Clerk presented her report on Governor Training and Development 2023/24 and plans for Governor Training and Development 2024/25. The Clerk reported that the

Board had agreed to hold a training session on FE boards' statutory duties during 2024/25. This would include a session on governor indemnity insurance.

The Clerk referred members to the proposed changes to the Governor Induction Plan at Appendix A. The Committee agreed to recommended the proposed changes to the Board.

**Resolved: The Committee:**

- reviewed a summary of Governor Training and Development 2023/24;
- provided feedback on Governor Training and Development plans for 2024/25;
- reviewed the governor induction plan and agreed to make a recommendation to the Board.

## 11. Conflicts of Interest Policy and Procedure

The Clerk reported that:

- the College currently had arrangements in place for staff and governors to declare interests or potential conflicts of interest which were documented in: the College's Financial Regulations, Instrument and Articles, Standing Orders, the Code of Conduct for Corporation Members and Co-opted Members and the Conflicts of Interest Procedure for employees;
- in order for all the information to be in one place, the College had developed a draft Conflicts of Interest Policy and Procedure;
- job titles references would need to be updated, following introduction of the role of Executive Director of Finance;
- the draft would also be reviewed by the Resources Committee.

The Committee reviewed the draft Conflicts of Interest Policy and Procedure from a governance perspective. Following a suggestion, it was agreed that a clause should be added with provision for staff and governors to report when they had declined gifts or hospitality.

**Resolved: The Committee reviewed the draft from a governance perspective.  
Action: To add a clause which required staff and governors to report when they had declined gifts or hospitality.**

## 12. Key Governance Updates

The Clerk referred members to the Key Governance update report which:

- outlined changes made to the Department for Education's (DfE) changes to the governance guide since the last meeting to reflect the new College Financial Handbook;
- included links to the AoC National Chair's Council Minutes held in 2024;
- included a report on the DfE's announcement that the ESFA would close on 31 March 2025.

The Committee noted the report. Following a suggestion, the Clerk undertook to add the AoC National Chair's Council Minutes to the Governors' Portal.

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

**Action: The Clerk to add the AoC National Chair's Council Minutes to the Governors' Portal.**

### **13. Updated Committee Forward Work Programme**

The Clerk referred members to the updated Search and Governance Forward Work Programme 2024/25, at Appendix A, which included the dates agreed by the Board on 4 July 2024 and the additional meetings of the Committee on 11 and 19 November 2024.

The Committee approved the updated forward work programme 2024/25.

**Resolved: The Committee approved the updated Search and Governance Committee Forward Work Programme 2024/25.**

### **14. Items to be Raised with the Board**

The Committee discussed items to be raised with the Board and agreed to highlight:

- the importance of improving the ethnic diversity of the Board to better reflect the community the College served;
- the importance of governors completing Continuing Professional Development (CPD) training.

**Resolved: The Committee agreed to raise the following items with Board for further discussion/approval:**

- **the importance of improving the ethnic diversity of the Board to better reflect the community the College served;**
- **the importance of governors completing CPD training.**

### **15. Date of Next Meeting**

The next meeting was scheduled to be held on 11 November 2024 for shortlisting candidates with the next full committee meeting to be held on 19 November 2024.