

Preston College

Redacted and Abridged¹ Minutes of the Search and Governance Committee Meeting held on 30 January 2025 5.30pm on Zoom

Present:

Mr Neil Fletcher Chair
Mr Simon Nixon Principal and Chief Executive
Mrs Jen Walters

Apologies:

Mr Jose Sedano-Martinez

In attendance:

Mrs Clare Rayner Director of Governance

1. Welcome and apologies

The Director of Governance welcomed members to the meeting and reported apologies had been received from Mr Jose Sedano-Martinez.

It was noted that a quorum was present.

The Director of Governance asked for nominations for Chairperson.

The Committee appointed Mr Neil Fletcher as Chairperson.

Mr Fletcher assumed the Chair.

2. Declarations of Interest

The Committee noted the interest of the Principal and Chief Executive and the Director of Governance in part of the discussion on the Senior Post Holder (SPH) Remuneration Committee Terms of Reference.

3. Minutes of previous meeting

It was noted that as only two members of the Committee were present at the meeting on 26 September 2024 the minutes of this meeting would need to be agreed by written resolution.

The Committee noted that an amendment would be made to the minutes of the meeting on 11 November 2024 to reflect that the meeting was held on Zoom. With this amendment, the minutes of the meeting on 11 November 2024 were agreed as a correct record.

Resolved: The Committee:

- **noted that the minutes of the meeting on 26 September 2024 would be agreed by written resolution;**
- **the minutes of the meeting on 11 November 2024 were agreed as a correct record, subject to the amendment agreed.**

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

4. Matters arising

The Committee noted the matters arising report.

Resolved: The Committee noted the matters arising report.

5. Board and Committee Membership

The Director of Governance presented the Board and Committee Membership report.

Following discussion, the Committee agreed to progress Model 2 as the preferred option and agreed:

- to recommend to the Board the appointment of:
 - Mr Neil Garnham as an independent governor and Chair of the Resources Committee;
 - Ms Tamsyn Haselden as an independent governor and member of the Resources Committee;
 - Mr David Bond as an independent governor and member of the Resources Committee;
 - Mr Cal Leonard as an independent governor and member of the Search and Governance Committee;
 - Ms Hajara Ugradar as an independent governor and member of the Audit and Risk Committee.

The Director of Governance reported that the College currently had three vacancies and two further vacancies from March 2025 and that Mrs Jones had volunteered to remain on the Board until July to help with transitional arrangements and the benefits of this. The Committee welcomed this and agreed that an extension of Ms Jones's term of office should be recommended to the Board.

The Committee discussed the possibility of co-opting other candidates to committees. It was agreed not to progress further co-options at this juncture.

The Committee agreed:

- as all five appointments could not be made at the same time the appointments should be made by order of receipt of applications and completion of governance compliance checks;
- that the Director of Governance should review if any changes were required to the College's governing documents to allow the Board membership to increase for a short period to support transitional arrangements;
- the feedback to be given to Peridot on unsuccessful candidates.

The Committee noted that:

- the members that could not be appointed until after the March Board meeting could be invited to attend the March Board as observers;
- regardless of appointment dates, induction activities would be completed as a group, if possible.

The Director of Governance reported:

- on the current Board and Committee Membership at Appendix A;
- that the Board needed to appoint a Vice Chair of the Governing Body;

- on Board and Committee attendance for 2024/25 to date at Appendix B. The Director of Governance undertook to correct an error on the table.

Resolved: The Committee noted the report and agreed to recommend to the Board the appointment of:

- **Mr Neil Garnham as an independent governor and Chair of the Resources Committee;**
- **MsTamsyn Haselden as an independent governor and member of the Resources Committee;**
- **Mr David Bond as an independent governor and member of the Resources Committee;**
- **Mr Cal Leonard as an independent governor and member of the Search and Governance Committee;**
- **Ms Hajara Ugradar as an independent governor and member of the Audit and Risk Committee.**

The Committee agreed feedback to Peridot on unsuccessful candidates.

Actions: The Director of Governance to review the College's governing documents to allow the Board membership to increase for a short period to support transitional arrangements.

6. Review of Student Governor Role

The Clerk referred members to a report on the Review of Student Governor Role for 2025/26. She reported that:

- the report had been developed following discussions with the Executive Leadership Team on how to enhance the experience for student governors and increase student governor contributions at Board/committee meetings;
- introducing interviews for the 16-18 student governor role would ensure that the successful candidate better understood the role and had the required level of confidence;
- introducing a two year term would allow the student governor (16-18) more time to grow in confidence in the role and the student governor in their second year on the Board could support the student governor in their first year;
- the term would need to be advertised as up to two years so as not to disadvantage any students on a one year course;
- as the College had not recruited a HE student governor since the role was introduced in 2020, it was proposed that the Adult student governor role would be reintroduced and this would remain as a one year term;
- the Quality and Standards Committee had welcomed the proposals.

In response to questions and comments from members, the Committee noted:

- that the terms for the two student governor (16-18) would be staggered. However, some years this might not work e.g. if a governor could only serve for one year or if a student governor resigned after the first year;
- support currently provided to student governors and further support that could be provided, including introducing a buddy or mentor for student governors.

Following discussion, the Committee agreed:

- that to be equitable, consideration should be given to also introducing interviews for staff governor elections;
- that whilst the Search and Governance Committee had not previously been involved in the appointment of staff and student governors, if interviews were introduced, for consistency, the Search and Governance Committee should interview the candidates and the Chair of the Quality and Standards Committee could be invited to participate;
- efforts should be made to ensure that the process was not overwhelming or off putting for students and an alternative format should be developed rather than a more formal interview process;
- consideration given on how best to consult with students on the proposals.

The Committee noted that the College's governing documents would need to be revised before the changes could be implemented.

The Committee was supportive of the introduction of two student governors 16-18 and one adult student governor.

Resolved: The Committee agreed it was supportive of the introduction:

- of two student governors (16-18) and one student governor adult;
- interviews instead of elections for student governors.

7. Review of Governing Documents

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

The Director of Governance reported that the further proposed changes to the governing documents related to:

- suggestions from committees which were highlighted in the appendices;
- an amendment to the Instrument and Articles regarding the appointment of the most senior finance manager and the Principal and Chief Executive at the request of the SPH Remuneration Committee;
- an amendment to the SPH Remuneration Committee terms of reference at the request of the SPH Remuneration Committee;
- an amendment to allow two staff governors to attend the Resources Committee whilst ensuring sufficient independence of the meetings;
- changes to job titles;

- typographical errors which would be corrected.

The Committee discussed:

- the wording regarding the attendance of the Principal and Chief Executive and other management at the Audit and Risk Committee in the Audit and Committee terms of reference and agreed the wording should be reviewed;
- that the references to cyber security had been added to the Audit and Risk Committee terms of reference following the publication of the Education and Skills Funding Agency guidance: *The scope of work of audit committees and internal auditors in college corporations*. The Committee agreed the references to cyber security should be reviewed and whether digital technology was the more appropriate term as cyber security was part of an organisation's overall security arrangements. The Director of Governance undertook to ask Mr Stott, Vice Corporate Services for advice on best practice;
- that the SPH Remuneration Committee currently approved SPH performance targets on the recommendation of the Chair of the Governing Body and, as the Board received the targets, the Committee agreed that this process should continue;
- the proposed additional text on the membership of the SPH Remuneration Committee. The Director of Governance explained the SPH Remuneration Committee's rationale for proposing adding explanatory information. Following discussion, the Committee agreed that in order to be consistent with the other Committee terms of reference, some of the proposed narrative should be reduced;
- the references to use of videoconferencing in committee terms of reference. The Committee agreed the wording should be standardised.

The Committee also asked the Director of Governance to:

- include progress alongside progression in the Quality and Standards Committee terms of reference;
- review references to equity and equality in the Resources Committee terms of reference to ensure the correct terminology is used;
- remove references to email in the Senior Post Holder Remuneration Committee terms of reference.

The Committee noted that consideration would be given to introducing a joint meeting of the Audit and Risk Committee and Resources Committee to review the annual financial statements and this would be explored when the governance calendar for 2025/26 was developed. The Committee noted that if any changes were required to Committee terms of reference in relation to this, they could be considered at the Committee's September meeting.

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

The Principal and Chief Executive reported that the College's had been chosen to be part of the Lancashire Cyber Festival.

Resolved: Subject to the amendments requested, the Committee agreed to recommend to

the Board the proposed changes to the following governing documents:

- Instrument and Articles at Appendix A;
- Standing Orders at Appendix B;
- Committee terms of reference Appendices C to G.

Action: The Clerk to update the governing documents following the Committee's feedback.

8. Board Portal

The Director of Governance referred members to her report on the Board Portal and outlined the process agreed by the Board on 18 September 2024. The Committee noted:

- a panel would review any bids received;
- the Board had agreed that the Principal and Chief Executive, the Clerk, Rick Giagnacovo, MIS and Reporting Manager, and two members of the Board should form the Panel and Mrs Sally Little and Mrs Jen Walters had volunteered;
- changes to the list of potential companies.

The Committee approved the draft Invitation to Quote document at Appendix A.

Resolved: The Committee reviewed and approved the draft Invitation to Quote document at Appendix A.

Action: The Director of Governance to amend a typographical error.

9. External Governance Review Action Plan

The Director of Governance presented her report on the External Governance Review Action Plan report and referred members to the tables at Appendix A. She reported that:

- as the November meeting of the Search and Governance Committee had focused on shortlisting independent governor candidates, there had been a delay in the Board approving the changes to governing documents and these would now be considered by the Board on 13 March 2025;
- progress was ongoing and most actions should be completed by the end of the academic year.

Following a request, the Director of Governance undertook to colour code the tables.

The Committee noted the report and the External Governance Review Action Plan at Appendix A and the report on the College's with the Association of College's (AoC) Governance Code at Appendix B.

Resolved: The Committee noted the report.

Action: The Director of Governance to colour code the tables.

10. Governor Training and Development Update

The Director of Governance presented her report on Governor Training and Development Update. She reported that:

- the Chair of the Governing Body was currently considering options for governor appraisals;
- when the latest Governor Continuing Professional Development and Stakeholder Engagement Opportunities newsletter was published, she would remind members of the CPD training opportunities available;

- the skills and experience audit to date was at Appendix B. She proposed that the Committee discuss the report in more detail at its next meeting when the responses from all new members could be included and would include analysis of the data.

The Committee noted the report and FE Commissioner Guidance on Effective SPH Appraisal and Chair Performance Review at Appendix A.

In response to a query on whether there was a Preston College newsletter to enable governors to keep up to date on College activities, the Principal and Chief Executive referred to the staff communications issued via email which all governors should receive. Some members of the Committee confirmed they received the emails. As the Chair of the Committee was currently not receiving these emails, the Director of Governance undertook to resolve this and check that all governors received these emails.

Resolved: The Committee noted the report.

Action: The Director of Governance undertook to check if governors were receiving Global emails and other communications to their College email account.

11. Key Governance Updates

The Director of Governance referred members to the Key Governance Updates report and highlighted that:

- the chapter on fraud in the Further Reading section of the DfE and sixth-form college corporations: governance guide had been amended to reflect the fact that the Charity Commission had split its cybercrime guidance in two: one publication is on cybercrime and the other is on fraud;
- included links to the AoC Council Minutes which were also available in the Committee's Additional Reading area on the Governors' Portal.

The Committee noted the report.

Resolved: The Committee noted the report.

12. Items to be Raised with the Board

The Committee discussed items to be raised with the Board and noted that the Committee's Board appointments would be considered by the Board by written resolution in the interim.

The Committee agreed to highlight to the Board that the Board Portal tender was in train.

13. Any other business

The Director of Governance reported that Mrs Walters had joined the Search and Governance Committee temporarily and that this would be Mrs Walters last Committee meeting.

The Committee recorded thanks to Mrs Walters for her contribution to the Committee.

14. Date of Next Meeting

The Committee noted that the next full Committee meeting would be held on 5 June 2025 and if possible, a meeting would be held with a co-option candidate in the interim.