

Preston College

Redacted and abridged Minutes of the Search and Governance Committee Meeting held on 5 June 2025 at 5.30pm at Preston College¹

Present:

Mr Neil Fletcher Chair
Mr Simon Nixon Principal and Chief Executive
Mr Cal Leonard

Apologies:

Mr Jose Sedano-Martinez

In attendance:

Mrs Clare Rayner Director of Governance

1. Welcome and apologies

The Chair welcomed members to the meeting and welcomed Mr Cal Leonard to his first meeting.

The Director of Governance reported apologies had been received from Mr Jose Sedano-Martinez.

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

It was noted that a quorum was present.

2. Declarations of Interest

No declarations on interest were made.

3. Minutes of previous meeting

It was noted that as only two members of the Committee were present at the meeting on 30 January 2025 the minutes of this meeting would need to be agreed by written resolution.

Resolved: The Committee noted that the minutes of the meeting on 30 January 2025 would be agreed by written resolution.

4. Matters arising

The Committee discussed and noted the matters arising report.

Following a query, the Director of Governance advised that the governor to be appointed to fill the vacancy created by the resignation of Mrs Walters would serve on the Quality and Standards Committee, would need ideally to have an educational background, knowledge or experience.

The Committee noted that the last Peridot search had focused on identifying candidates with the experience, background and knowledge to serve on either the Resources Committee, the Audit and Risk Committee or the Search and Governance Committee.

Resolved: The Committee noted the matters arising report.

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.

5. Board and Committee Membership

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

- on the current Board and Committee Membership at Appendix A; The Director of Governance undertook to correct a spelling error in the report;
- that Mrs Walters, independent governor, had resigned from the Board at the end of May for personal reasons;
- that Mr Robert Marshall-Slater, independent governor first term would end in September 2025 and he had indicated that he did not wish to serve a second term. However, he had indicated he could remain on the Board to assist with succession planning and she would contact Mr Marshall-Slater to discuss further;
- the governor vacancies would be advertised over the summer with a view to the Committee interviewing candidates at its September meeting;
- on Board and Committee attendance for 2024/25 to date at Appendix B. and that the overall attendance was 85% which was above the KPI of 80% set by the Board;
- that the Board had been asked to approve the appointment of two members to the Senior Post Holder (SPH) Remuneration Committee. The Committee still carried two vacancies, which needed to be addressed, but the Committee was larger than many colleges remuneration committees;
- explained the role of the Committee in reviewing induction reviews of governors that had served for a year.

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

- as there would be two vacancies on the Quality and standards Committee, a search would take place over the summer for candidates with experience, background or knowledge in education;
- candidates with knowledge of apprenticeships could also be encouraged to apply;
- that the Principal and Chief Executive would speak to headteachers at local feeder schools to ascertain if there was any interest;
- that, in line with best practice, there would be a transparent recruitment process with a closing date for applications and the Committee could either shortlist or interview at its autumn meeting.

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

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

The Committee reviewed the consultation feedback on the proposed changes to the student governor constituencies, length of office and introduction of interviews. The Director of Governance reported:

- that no students had registered any feedback on the online consultation;
- on the feedback from the Student Council meeting at which students had welcomed the proposed changes which was included in her report.

Following discussion, the Committee agreed to recommend to the Board the introduction of student governor interviews and the changes to the student governor constituencies with two student governor (16-18) and one student governor (19+). Following a suggestion, the Director of Governance undertook to add the number of candidates to the tables on election turnout.

The Committee reviewed the feedback from the consultation with staff on the introduction of staff governor interviews for staff governor appointments. The Director of Governance:

- reported that eight staff members had registered feedback on the online consultation; with seven staff being in favour of the proposals and one staff member being against the proposals;
- referred to the written responses from staff to the consultation and read the four responses from staff which were not included in the report as the consultation had closed on 4 June 2025. She circulated copies of the response which was not in favour of the introduction of interviews. She explained that normally she would not circulate information at meetings. However, to maximise responses, she had set the closing date for the consultation until after half term, which was after the Committee's pack had been issued.

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The Committee discussed:

- the responses from staff and the staff governor election turnout;
- that there was a common misunderstanding on the role of staff governors and that staff governors were a staff voice on the Board rather than staff representatives;
- that the staff governor elections could be re-introduced in the future if the interview process was not considered successful.

Following discussion, the Committee agreed to recommend to the Board the introduction of interviews for staff governors.

The Committee discussed that shortlisting of candidates before interviews was unlikely to be necessary.

Resolved The Committee:

- **noted the update on Board and committee membership at Appendix A.**
- **reviewed the Board and committee attendance for 2024/25;**
- **agreed to recommend the induction reviews for Mrs Curtis and Miss Morey to the Board for approval;**
- **agreed to recommend to the Board the introduction of staff and student governor interviews, to change the term of office of student governor terms to up to two years and the changes to the student governor constituencies – the introduction of two student governor (16-18) and one student governor (19+).**

Actions: The Director of Governance to add the number of candidates to the staff and student governor election participation tables.

6. Draft governance schedule 2025/26

The Director of Governance referred to the report on the draft governance schedule for 2025/26 and reported on:

- a proposal to reduce the number of meetings of the Resources Committee from five to four each year and the rationale for this;
- a proposal to reduce the number of meetings of the Quality and Standards Committee from four to three each year and the rationale for this;
- that the changes to the number of Resources Committee meetings allowed the deep dive sessions to be better distributed throughout the academic year;
- the Resources Committee meeting would be held later in the autumn term to assist with review of the College's annual report;
- the Quality and Standards Committee and the Resources Committee would be consulted in June as part of committees' consideration of their forward work programmes for 2025/26;
- that the Chair of the Governing Body had suggested that some time is taken at the summer Continuing Professional Development (CPD) session to consider the content of deep dives for 2025/26.

Following discussion, the Committee noted the rationale for proposing a training session was held in August but suggested that members might prefer an alternative date in early September outside of the school holiday period. The Director of Governance undertook to proposed two dates to ascertain which was the most popular.

In response to a query, the Director of Governance explained that consideration had been given to introducing a joint meeting of the Audit and Risk Committee and Resources Committee to review the annual financial statements. However, as the external auditors already attended the November Audit and Risk Committee to present their external audit report and were also required by Department for Education (DfE) guidance to attend the Board to present their external audit report, the idea had not been progressed further.

7. Review of Governing Documents

The Director of Governance referred members to her report on proposed changes to the College's governing documents.

The Director of Governance reported:

- that the changes to governing documents already agreed by the Committee were available in Additional Reading section of the Governors' Portal and that these changes had not been considered by the Board on 13 March 2025 pending possible changes in relation to staff and student governor elections;
- further proposed changes to the Standing Orders introduction, at Appendix A, to ensure the definitions consistent with changes to related policy documents;
- that the Policy for Appointment and Reappointment of Governors and Co-opted Members and associated procedures would need to be updated in light of the Committee's decision to recommend the introduction of interviews for staff and student governor elections and the changes to student governor constituencies and terms of office. Members requested further amendments to Policy for Appointment and Reappointment of Governors and Co-opted

Members and associated procedures which the Director of Governance undertook to address including reviewing numbering and the approval dates and possible duplication of information;

- the Director of Governance undertook to send the revised policy and procedures to the Committee for review.

The Committee agreed the proposed changes to Standing Orders at Appendix A.

The Director of Governance reported that the Committee had agreed to add reference to the Standing Orders that, if required by a resolution of the other members present, Student Members may be asked to withdraw from part of any meeting of the Corporation or any of its committees when matters of a highly sensitive nature were discussed. The Director of Governance reminded members that, as detailed in her report, members had discussed at previous meetings if a similar approach should be taken for staff governors.

Following discussion, the Committee agreed to recommend to the Board that clause 10 (c) (i) of the Standing Orders be further expanded to include staff governors. The Committee noted that an exception would be added to ensure that staff governors could continue to consideration of staff pay and conditions, unless they were a representative any of the staff concerns in those negotiations (Instrument of Government Clause 11 (4)).

The Director of Governance highlighted that care needed to be taken to ensure that staff and student governors (as trustees) were not routinely excluded from Board/committee discussion and to mitigate this risk the Board could decide on a case by case basis.

The Committee reviewed the proposed changes to the Safeguarding and Prevent Link Governor role description, at Appendix F, to incorporate Special Educational Needs or Disability (SEND). The Committee agreed to recommend to the Board for approval, subject to any amendments proposed by the Quality and Standards Committee.

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

- **proposed changes to Standing Orders at Appendix A;**
- **expand Clause 10 (c) (i) of the Standing Orders to include staff governors.**

Action: The Director of Governance to update the Policy for Appointment and Reappointment of Governors and Co-opted Members and associated procedures.

8. External Governance Review Action Plan Update

The Director of Governance presented her report on the External Governance Review Action Plan report and referred members to the tables at Appendix A and a report with compliance against the Association of Colleges' Code of Good Governance at Appendix C. She reported that:

- the delay in the Board approving the changes to governing documents meant some actions were still colour coded amber;
- progress was ongoing and most actions should be completed by the end of the academic year;
- on proposed changes to the format of the Board/committee template at Appendix B following a year of trialling the template.

Following a request, the Director of Governance undertook to review the items that were not colour coded.

The Committee discussed the proposed changes to the Board /Committee template at Appendix B. The Committee agreed the template was helpful and agreed to recommend the revised template to the Board for approval.

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

Resolved: The Committee noted the report and agreed to recommend the revised template at Appendix A to the Board.

Action: The Director of Governance to review the items that were not colour coded.

9. Board Skills and Experience Audit

The Committee considered the collated report on the Board and Skills Experience Audit at Appendix A. The Committee noted that the report could be used to inform individual and Board CPD activities for 2025/26 and Board succession planning. The Committee noted an AI example of a governor training programme, at Appendix C, which had been produced using the average scores of the audit.

The Committee noted that as the "knowledge of the insolvency scheme" was lower scoring, a refresher had been included at the Governance Deep Dive on 24 April and insolvency regime was always covered at governor induction.

In response to a query, the Principal and Chief Executive and the Director of Governance provided an overview of the regime.

The Principal and Chief Executive referred to the low score for "local political involvement" and referred to the indirect impact of recent elections on activities for supportive internships at Lancashire County Hall. The Committee discussed whether local political agenda might need to be considered as an item for the risk register in the future.

Members suggested the possibility of identifying potential governors from local government or local Parish Councils.

The Committee noted the Board Skills and Experience Audit.

Resolved: The Committee noted the Board Skills and Experience Audit.

10. Governor Training and Development Update

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

- on activity which had taken place in 2024/25 and plans to date for 2025/26;
- proposed changes to the governor induction plan, at Appendix C, and the rationale for the changes.

The Committee discussed the activities which were all detailed in the College's Governor CPD and stakeholder engagement opportunities newsletter.

Resolved: The Committee noted the report and agreed to recommend the revised Governor induction plan to the Board for approval.

11. Board and Committee Annual Governance Self Assessment

The Director of Governance referred members to her report on the Board and Committee Annual Governance Self Assessment. The Director of Governance discussed with the Committee:

- the questionnaire which members had completed individually in advance of previous Board governance self assessments and the potential challenges with using this questionnaire for review of 2024/25 due to the number of new members joining the Board during 2024/25;
- alternative approaches which had been discussed at the governance CPD deep dive on 24 April 2024, such as using Kantor's four player model, Belbin team roles or Julia' Urwin's Board member styles which were summarised in a report at Appendix B and potential challenges with introducing these models for the review of 2024/25 as members were still getting to know each other.

Following discussion, the Committee agreed to recommend to the Board that individual questionnaires and collated reports were not used for the Board and committees governance self assessment for 2024/25 and instead the Board and committees should discuss key themes/topics at the self assessments.

The Committee discussed:

- that it would be helpful to arrange a social event for members get to know each other and for team building. The Director of Governance reported that the Chair of the Governing Body had suggested that an activity could be added on the Board CPD events in the summer;
- that an activity around the October Board meeting could be helpful;
- that the Board could consider holding a meeting with the chair and governors. The Director of Governance reported that only governors attended the Board and Committee Annual Governance Self Assessment with the Director of Governance attending to take minutes;
- on proposals for the Chair and Vice Chairs to conduct individual board appraisals.

Resolved: The Committee agreed to recommend to the Board that to recommend to the Board that questionnaires were not used for the Board and committees' governance self assessment for 2024/25 and instead the Board and committees should discuss key themes/topics at the self assessments.

12. Board Portal

The Director of Governance referred members to her report on the Board Portal. She reported that:

- on quotes received and that the panel had reviewed demonstrations of four board portals;
- an update on progress to date:

The Director of Governance referred to the feedback form, at Appendix A, and the price comparison report at Appendix B.

The Committee discussed the feedback from governors, the co-opted member and Executive Leadership Team on the use of recording/transcribing in Board and committee meetings. The Director of Governance confirmed that meetings would be transcribed rather than recorded and a transcription was available immediately after the meeting which could be used to draft minutes.

From speaking to a colleague in another College , they removed the transcript immediately. The transcript was deleted once the minutes were approved to ensure only one formal record of the meeting was retained. She explained that care would need to be taken if guests attended a virtual meeting, as they could receive a copy of the transcript.

Following a query, the Director of Governance undertook to query the breakdown of the quote.

Following discussion, the Committee agreed its recommendation to the Board on the board portal.

Resolved: The Committee agreed to recommend to the Board for the boardportal .

Action: Director of Governance to query the quote. .

13. Key Governance Updates

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

- correspondence from Shelagh Legrave CBE DL Further Education Commissioner, on good governance, at Appendix A, which followed recent failings in governance in a small number of colleges;
- a report on the FE Commissioner's intervention assessment of Weston College and the governance learning from this case. She referred to her report, at Appendix B, which summarised the key governance matters she had identified from the report and the College's existing arrangements. She reported that she planned to add an annual report on changes to governors' register of interest to the Committee's autumn meeting;
- an Office for Students regulatory case report on the University of Sussex and the governance learnings from this case. She referred to her report, at Appendix C, which summarised the key governance matters she had identified from the report and the College's existing arrangements;
- an update on Association of Colleges Council Minutes.

The Committee discussed the report with the Director of Governance and noted the report.

Resolved: The Committee noted the report.

14. Forward Work Programme

The Director of Governance referred members to the draft Search and Governance Forward Work Programme for 2024/25. The Director of Governance reported:

- an additional meeting might be required in October for the interviews for student governors;
- an update on the Governor Equity, Diversity and Inclusion objectives would be added to the September meeting.

The Committee discussed the benefits of meeting in person and noted that, if, the College might need to purchase some microphone equipment to assist with transcription of in person meetings.

The Committee agreed it would like to either meeting in person or virtually and to avoid hybrid meetings where possible.

The Committee agreed the Forward Work Programme.

Resolved: The Committee agreed the Forward Work Programme.

15. Items to be Drawn to the Attention of the Board

The Committee agreed to highlight thanks to Jen Walters for her contribution to the Committee and that once the governor vacancy communications had been issued, to ask governors to share the vacancies across their networks over the summer.

16. Date of Next Meeting

The Committee noted that the date of the next meeting would be confirmed after the Board meeting on 3 July 2025.