Preston College

Redacted and abridged[1] Minutes of the Search and Governance Committee Meeting held on 25 September 2025
MB101B, Preston College at 5.30pm

Present:

Mr Neil Fletcher	Chair
Mr Simon Nixon	Principal and Chief Executive
Mr Cal Leonard	
Mr Jose Sedano-Martinez	

In attendance:

Mrs Clare Rayner	Director of Governance

1. Welcome and apologies

The Chair welcomed everyone to the meeting.

It was noted that all members were present.

2. Declarations of Interest

No declarations of interest were declared.

3. Minutes of previous meeting

The minutes of the meeting held on 5 June 2025 were agreed as a correct record

Resolved: The minutes of the meeting held on 5 June 2025 were agreed as a correct record.

4. Matters arising

The Committee noted the matters arising report. In response to queries on the minutes, the Committee noted:

- Mr Marshall-Slater retired from the Board on 15 September 2025;
- conversations with a local secondary school;
- the Director of Governance would revisit the action of contacting College alumni about governor vacancies when the new recruitment pack was available;
- plans to use Smartlog for governor training going forward which would be discussed later in the meeting.

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 Recruitment – Independent Governors and Co-opted Members Recruitment

The Director of Governance referred members to the Board Recruitment – Independent Governors and Co-opted Members report. The Director of Governance reported:

- that the plan to advertise the governor vacancies over the summer and the reason for the postponement;
- the recruitment pack was currently being refreshed and would be published as soon as possible;
- on the current membership gaps on the Quality and Standards Committee;
- on an application for the role of co-opted member at Appendix 1 and that she had suggested he apply for a co-opted role on the Resources Committee.

The Committee discussed that whilst the Resources Committee already had nine members, a co-opted a member would increase this committee's skills set and build in succession planning for the future.

The Committee agreed that the applicant should be invited to attend an interview.

The Committee also discussed the other gaps in committee membership, particularly for governors with a background in charity law and education. The Committee also considered approaching head teachers from feeder schools for potential candidates.

Resolved: The Committee noted the report on Board recruitment and agreed to invite the applicant for an interview for co-option to Resources Committee.
Actions: The Director of Governance to contact the applicant and arrange an interview. The Principal and Chief Executive to speak to headteachers from other local feeder schools.

6. Board and Committee Membership

The Director of Governance referred members to the Board and Committee Membership report. The Director of Governance reported:

- on the current Board and Committee Membership at Appendix 1;
- on the Board Equal Opportunities and Monitoring and Diversity and Inclusion report at Appendix 2. The Director of Governance highlighted that the Board was more diverse than the FE sector in some diversity categories and had achieved gender parity;
- that over 70% of Board members were in their first year of office and no members were in their second term;
- that Mrs Mason's first term would end in January 2026;
- that the draft governor recruitment pack at Appendix 3 would include a welcome from the Chair of the Governing Body and a designed version would be produced before it was published;
- on the induction reviews for Mrs Janet Harrison at Appendix 4 and Mr Neil Fletcher at Appendix 5;

- on the report on Board and committee attendance for 2024/25 at Appendix 6, which showed that the College's overall governor attendance for 2024/25 was ahead of the FE sector average;

- the report on changes to members' register of interest at Appendix 7. The Director of Governance highlighted that Mrs Helen Curtis worked for the University of Lancashire and as part of her role would be working with Preston College during 2025/26;

- on plans for forthcoming student governor interviews and proposed interview questions at Appendix 8.

The Committee discussed the report and:

- completed the induction review for Mrs Janet Harrison. The Committee discussed the Induction review report at Appendix 4 which included a summary of Mrs Harrison's training and attendance since her appointment. The Committee agreed to recommend to the Board that Mrs Harrison had completed a successful induction year and should complete her term of office;

- was of the view that the change to Mrs Curtis's register of interest was not significant enough that Mrs Curtis would have to leave the Quality and Standards Committee. The Committee noted that Mrs Curtis would leave meetings if there was ever a conflict of interest;

- noted the Director of Governance would correct a typo on Board attendance;

- noted that Mr Fletcher intended to step down as Chair of Governors at Hutton Grammar School.

Mr Fletcher left the meeting

- completed the induction review for Mr Fletcher. The Committee discussed the Induction review report at Appendix 5 which included a summary of Mr Fletcher's training and attendance since his appointment including that he had been appointed as Chair of the Search and Governance Committee. The Committee agreed to recommend to the Board that Mr Fletcher had completed a successful induction year and should complete his term of office. In particular, the Committee highlighted Mr Fletcher's attendance at College events for staff and students during his first year;

Mr Fletcher re-joined the meeting

- agreed the proposed student governor interview questions;

- agreed that as the interviews could be daunting for some students, the interview questions should be shared in advance;

- agreed that as Mr Sedano-Martinez and Mr Fletcher could not attend the provisional interview date, that a Search Panel should be set up to include Mr Nixon, Mr Leonard and to invite Mrs Mason or Mrs Curtis to join the Search Panel;

- noted that it might be necessary to postpone the interviews and shortlist applications if a high number of students applied.

The Committee noted the report.

Resolved: **The Committee**
- **noted then Board and Committee Membership report;**
- **completed the induction review for Mrs Janet Harrison and made a recommendation to the Board;**
- **completed the induction review for Mr Neil Fletcher and made a recommendation to the Board;**
- **noted a summary of Board and committee attendance 2024/25;**
- **agreed arrangements for student governor interviews.**

Actions: The Director of Governance to set up a Search Panel for student governor interviews.

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 on the:

- legal advice on the introduction of staff and student governor interviews at Appendix 1;

- proposed changes to the Instrument and Articles and Standing Orders at Appendix 2 and 3;

- rationale for the introduction of interviews for staff and student governors which was detailed in the report;

- additional changes suggested by the College's solicitors to the Instrument and Articles and other documents and the reasons that she had not progressed some of the changes;

- proposed changes to the Schedule of Delegation at Appendix 4 and that the Procurement Strategy and Reserves Strategy also needed to be added;

- minor changes to role descriptions for chairs and vice chairs at Appendix 5 to 11;

- proposed changes to the role descriptions for independent Governors and Co-opted members at Appendices 12 and 13;

- proposed changes to the staff governor role description at Appendix 14;

- proposed changes to the Code of Conduct for Corporation Members and Co-opted Members at Appendix 15;

- proposed changes to the Policy for Appointment, Re-appointment of Governors and Co-opted Members, which would be renamed the Recruitment, Appointment, Re-Appointment and Succession Planning Policy for the Board and its Committees; (Appendix 16);

- proposed changes to the associated procedures (Appendices 17 to 19) which included changes to allow the introduction of interviews for staff and student governors and changes to student governor constituencies;

- proposed changes to the terms of reference of the Quality and Standards Committee (Appendix 20) and the Senior Post Holder Remuneration Committee (Appendix 21);

- that she had taken legal advice about the College's duty of care for student governors that were under 18 as they could now vote on all matters, including financial and contractual matters and summarised the legal advice given.

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

- feedback from the Director of Governance on legal advice;

- the Director of Governance would review use of upper and lower case in the documents to ensure consistency.

Following discussion, the Committee agreed to recommend to the Board the proposed changes to the governing document and related documents (Appendices 2 to 21).

The Director of Governance referred members to the legal advice on the provision to allow staff and student governors to be asked to leave committee and Board meetings when sensitive items were discussed that did not fall under a conflict of interest or other existing provisions. She reported that she was liaising with a legal adviser on the final proposed wording and, as this would require a change to the Instrument and Articles, consultation with students and staff would be required. She highlighted the importance of ensuring that wording was not introduced in governing documents which allowed staff and students, as governors and trustees, to be routinely excluded from meetings. She outlined the proposed process was for the Board to approve when staff or student governors were asked to leave meetings for sensitive items on a case by case basis.

The Committee noted the draft wording provided in the report and agreed to recommend the changes to the Board in principle, with final wording to be confirmed with the legal adviser and shared with the Board.

The Director of Governance undertook to clarify a reference to parent governors in the legal advice.

The Director of Governance and the Principal and Chief Executive referred to a proposal to update the dismissal and appeal process in respect of the consideration of appeals from staff following a dismissal. The Committee considered a proposal that the remit of the Appeals Committee at Appendix 22 and associated HR policies and procedures were changed to allow vice principals to have the authority to dismiss staff and for the Principal and Chief Executive to hear the appeal. The Committee noted that:

- the Appeals Committee would continue to hear appeals related to senior post holders and if a conflict of interest prevented the Principal and Chief Executive from hearing an appeal;

- it was apparent that the College was an outlier in its current approach.

The Committee welcomed the proposal and agreed to recommend to the Board that it was supportive of a change in approach from a governance perspective. Members that had served on an Appeals Committee commented that it had not seemed appropriate for governors to be involved in operational matters. It was noted that the Resources Committee would be asked to consider the proposal from an HR perspective and a recommendation would be made to the Board.

The Committee discussed the need for training for governors involved in appeals. It was noted that as there could be significant time gaps between appeals, governor training would be arranged once it was evident an Appeals Committee would be required. It was agreed to add reference to this training requirement in the Appeals Committee term of reference.

The Committee noted that staff involved in staff investigations had recently had training with ACAS.

Resolved: The Committee agreed to recommend to the Board the proposed changes to:
- **Instrument and Articles at Appendix 2;**
- **Standing Orders at Appendix 3;**
- **Schedule of Delegation at Appendix 4;**
- **Chair of Governing Body at Appendix 5;**
- **Vice Chair of Governing Body at Appendix 6;**
- **Chair of Audit and Risk Committee at Appendix 7;**
- **Chair of Quality and Standards Committee at Appendix 8;**
- **Chair of Resources Committee at Appendix 9;**
- **Chair of Search and Governance Committee at Appendix 10;**
- **Chair of Senior Post Holder Remuneration Committee at Appendix 11;**
- **Independent Governor role description and person specification at Appendix 12;**
- **Co-opted member role description and person specification at Appendix 13;**
- **Staff governor role description and person specification at Appendix 14;**
- **Code of Conduct for Corporation Members at Appendix 15;**
- **Recruitment, Appointment, Re-Appointment and Succession Planning Policy for the Board and its Committees at Appendix 16;**
- **Procedure Appointment and Re-Appointment of Independent Governors Co-opted Members at Appendix 17;**
- **Procedure for the Appointment of Student Governors at Appendix 18;**
- **Procedure for the Appointment of Student Governors at Appendix 19;**
- **Quality and Standards Committee terms of reference at Appendix 20;**
- **Senior Post Holder Remuneration Committee at Appendix 21.**

The Committee agreed to recommend to the Board that it was supportive of the proposed change to the dismissal and appeal process.
Actions: The Director of Governance to:
- **clarify a reference to parent governors in the legal advice;**
- **add reference to a governor training requirement in the Appeals Committee term of reference.**

8. External Governance Review Action Plan

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

The Committee reviewed the progress of the external governance review action plan, noting that most actions were completed, with a few remaining in amber due to ongoing reviews. It was noted that the outstanding matters would be reviewed by the Board at its governance self assessment on 23 October 2025.

The Committee agreed it would be helpful to colour code the non applicable actions.

Resolved: The Committee noted the External Governance Review Action Plan report.
Action: The Director of Governance to change the colour code for non applicable actions

9. Compliance with AoC FE Code of Good Governance

The Director of Governance presented her report on the College's compliance with the Association of Colleges (AoC) Further Education Code of Good Governance (the Code). The Director of Governance 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 2024/25.

The Director of Governance referred to the report of compliance to date at Appendix 1. The Director of Governance referred members to the final column in the table which referred to actions to take forward.

The Committee discussed the report and agreed:

- to add reference that the governors had access to the Chair of the Governing Body, the Principal and Chief Executive and the Director of Governance if they had queries or required support;

- to include reference to the newsletter that the Director of Governance published termly on training opportunities.

Following discussion, the Director of Governance undertook to update other references highlighted by members and to add the outstanding Board and committee minutes to the College website as soon as possible;

Resolved: The Committee:
- **reviewed the College's compliance with the AoC Further Education Code of Good Governance report 2024/25 at Appendix 1 and agreed to recommend it to the Board for approval, subject to the amendments agreed;**
- **noted the College's compliance with the AoC Senior Post Holder Remuneration Code and that the Senior Post Holder Renumeration Committee would review the College's compliance with the AoC Senior Post Holder Remuneration Code in autumn.**

Actions:
The Director of Governance to:
- **add the outstanding Board and committee minutes to the College website as soon as possible;**

- **add reference that the governors had access to the Chair of the Governing Body, the Principal and Chief Executive and the Director of Governance.**
- **add reference to the training and development newsletter.**

10. Equity, Diversity and Inclusion Governing Body Objectives

The Director of Governance referred to the report on progress of the Governing Body's Equity, Diversity and Inclusion Objectives and outlined progress to date.

The Committee noted the report.

Resolved: The Committee noted the report Governing Body Equity, Diversity and Inclusion Objectives

11. Governor Training and Development Update

The Director of Governance presented her report on Governor Training and Development 2024/25 and plans for Governor Training and Development 2025/26.

The Director of Governance reported that the College had purchased Smartlog for online staff training and that this system could also be used for governor training. She had reviewed the mandatory courses and suggested that the Committee consider recommending to the Board that Cyber Security, Basic General Data Protection Regulation (GDPR), Sexual Harassment Awareness and Fire Safety Awareness and outlined the rationale for this. She highlighted that in particular the Audit and Risk Committee had previously recommended that governors complete online GDPR training. She suggested that governors would be expected to complete the units over a period of time rather than all at once to provide flexibility.

Following discussion, the Committee agreed to recommend to the Board that governors should complete the proposed additional online training and that this training should be mandatory.

Following discussion, the Committee also agreed it would be helpful to introduce training for governors on the College's operational structure including College schools.

Following queries, the Committee noted that:

- governors would be asked to confirm in the autumn term that they had read the updated version of the Department for Education's (DfE) Keeping Children Safe in Education;

- the Board had agreed that governors would alternate annually between online and in College Safeguarding and Prevent training and in College training had taken place in August 2025;

- reminders had been issued to new governors that had not yet completed Safeguarding and Prevent training.

The Committee discussed the plan for individual governor reviews which would be implemented during 2025/26. However, due to the number of governors, the vice chairs would support the Chair of the Governing Body. It was noted that in the interim, the Chair of the Governing Body had spoken with many governors over the summer.

Resolved: The Committee:

- **reviewed a summary of Governor Training and Development 2024/25;**
- **reviewed Governor Training and Development plans for 2025/26;**
- **agreed to recommend to the Board the introduction of further mandatory governor training.**

Action: The Director of Governance to develop training for governors on the College's operational structure.

12. Key Governance Updates

The Director of Governance referred members to the Key Governance update report.

The Committee noted:

- the changes made to the Further Education corporations and sixth-form college corporations: governance guide;
- an update on senior pay controls in the public sector and colleges;
- press coverage following the publication of Burnley College's Ofsted report which included comments on its board's limited experience of further education or the skills sector;
- links to the AoC National Chair's Council Minutes held to date in 2025.

The Committee discussed the report and agreed it would be helpful to appoint a governor with experience of data management experience in an education context.

The Committee also discussed that the new balanced score card, provided to the Board at each meeting, provided useful data on achievement rates. The Committee agreed it would be helpful for the Board to spend more time reviewing the document at Board meetings.

The Committee noted the report.

Resolved: The Committee noted the report.

13. Updated Committee Forward Work Programme

The Director of Governance referred members to the updated Search and Governance Forward Work Programme 2025/26, at Appendix 1, which included the dates agreed by the Board on 3 July 2025.

The Committee approved the updated forward work programme 2025/26.

Resolved: The Committee approved the updated Search and Governance Committee Forward Work Programme 2025/26.

14. Governance Self Assessment

The Director of Governance explained why questionnaires had not been issued for the Board and Committee self assessments of 2024/25. The Director of Governance highlighted suggested topics the Committee might wish to discuss alongside any other matters members wished to raise. It was noted that the membership of the Committee had changed significantly during 2024/25 and the Committee would be able to complete a more comprehensive self assessment of 2025/26.

The Committee completed its annual governance self-assessment and review of its terms of reference.

15. Items to draw to the attention of the Board

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

- the excellent governor attendance at meetings during 2024/25;
- that the Committee had noted that the number of training hours had increased during 2024/25 and to encourage governors to continue to take advantage of training opportunities;
- to thank governors for the time and commitment they had given to the College during 2024/25;
- to ask governors to contact the Director of Governance if they were aware of anyone with an education background that might be interested in applying to be a governor. The Committee noted that any approaches would need be handled sensitively as applicants would be considered as part of a wider governor recruitment process.

16. Date of Next Meeting

It was noted that, if possible, an additional meeting would be arranged in the autumn term to interview the candidate for the co-opted member role.