Preston College

Redacted and Abridged[1] Minutes of the Search and Governance Committee Meeting held on 29 January 2026
MS Teams at 5.30pm

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 everyone to the meeting.

The Chair reported that apologies had been received from Mr Jose Sedano-Martinez and the Director of Governance shared feedback from Mr Sedano- Martinez on the applications for governor and co-option roles.

2. Declarations of interest

No interests were declared.

3. Minutes of previous meeting - 25 September 2025

The Chair reported that the minutes from the previous meeting on 25 September 2025 had been amended slightly by the Director of Governance since the draft version had been considered by the Board on 16 October 2025 and the proposed changes were shown in track changes.

The Committee approved the minutes of the meeting on 25 September 2025 as a correct record.

Resolved: The Committee approved the minutes of the meeting on 25 September 2025 as a correct record.

4. Matters arising

The Chair referred to the matters arising report at Appendix 1.

The Director of Governance reported:

[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.

- that the role descriptions for committee chairs would be considered by the Board on 19 March 2026 to allow time for the Quality and Standards Committee to review the proposed changes as its meeting in the autumn term had not taken place;

- on progress on the publication of minutes on the College website;

In response to a query, the Director of Governance confirmed that some items listed in the table had been closed and she undertook to update the spreadsheet.

The Committee noted the report.

The Chair referred members to the Decisions Taken and Information Sent Between Meetings report. Following a query, the Director of Governance confirmed that for a written resolution to pass, three members needed to approve the resolution. The Director of Governance undertook to correct the report.

The Committee noted that the following resolutions had passed:

- the recommendation to the Board to appoint the three student governors: Sylwia Jurasz as the Student Governor 19+ (one year term) Katie Page student governor 16 - 18 (two year term) Scarlett Woodruff student governor 16-18 (one year term));

- the proposed changes to the Appeals Committee terms of reference;

- the re-appointment of Mrs Laura Mason for a term of four years.

The Director of Governance undertook to correct the report.

Resolved the Committee noted the matters arising report and Decisions Taken and Information Sent Between Meetings report.
Action: The Director of Governance to update the reports.

5. Board Recruitment - Independent Governors and Co-opted Members

The Chair referred members to the Board Recruitment - Independent Governors and Co-opted Members report.

The Director of Governance:

- referred to the skills and experience gaps on the Board, emphasising the need for members on the Quality and Standards Committee;

- discussed recruitment efforts to date and that the vacancies had been published on: College's website, LinkedIn, Charity Job and with Governors for Schools;

- reported on applications received to date;

- reported that Governors for Schools had changed their business model to a paid service;

- referred to the applications received at Appendix 1 and 2.

Following discussion, the Committee agreed:

- not to progress the application received from abroad;

- not to progress candidate 1;

- to invite applicant 2 for an interview, with a view to this person being a candidate for co-option to the Resources Committee.

The Committee discussed how best to identify two members with the skills, experience or knowledge to serve on the Quality and Standards Committee. Members agreed that the appointments needed to be made as soon as possible.

The Committee noted that the DfE Governor Recruitment Service was currently closed and that the College might not fit the criteria for further support. The Committee discussed that the Director of Governance did not have time to search for potential candidates and there were also potential reputational risks in doing so if the candidates were then not appointed. The Committee also discussed that the challenges with identifying members with the appropriate skills, knowledge and experience that did not have a conflict of interest.

The Committee agreed that given the difficulties discussed, an external recruitment agency should be appointed to identify potential candidates. The Principal and Chief Executive agreed that budget could be made available. The Committee noted that a procurement exercise would be required before an appointment could be made.

Resolved: The Committee noted the report.
Action: The Director of Governance to
- **invite candidate 2 for an interview.**
- **progress arrangements for the appointment of an external recruitment service.**

6. Board and Committee Membership

The Chair referred members to the Board and Committee membership report.

The Director of Governance:

- provided an overview of the current Board and Committee membership at Appendix 1 and highlighted that the membership of the Senior Post Holder (SPH) Remuneration Committee required review as there were still two vacancies;

- referred to the induction year reports for Ms Giulia D'Ambrosio at Appendix 2 and Mrs Andrea Willimott at Appendix 3.

- referred to the draft staff governor interview plan at Appendix 4;

- referred to the Board and committee attendance to date for 2025/26 at Appendix 5.

The Committee:

- completed the induction review for Ms D'Ambrosio. The Committee discussed the induction review report at Appendix 2 which included a summary of Ms D'Ambrosio's training and attendance since her appointment. The Committee agreed to recommend to the Board that Ms D'Ambrosio had completed a successful induction year and should complete her term of office;

- completed the induction review for Mrs Willimott. The Committee discussed the induction review report at Appendix 3 which included a summary of Mrs Willimott's training and attendance since her appointment. The Committee agreed to recommend to the Board that Mrs Willimott had completed a successful induction year and should complete her term of office;

- noted the extensive training and commitment of both Ms D'Ambrosio and Mrs Willimott since their appointments;

- agreed that if two members could not be appointed to the SPH Remuneration Committee by the next Board meeting on 19 March 2026, the Search and Governance Committee should review the size of this committee. It was noted that the College's SPH Remuneration Committee membership was larger than many other colleges in the sector.

The Committee reviewed the draft timetable for the staff governor appointments. As the Director of Governance and other governors would be involved in the Principal and Chief Executive recruitment during this period, the Committee was of the view that it would be preferrable to extend Miss Amanda Morey's term of office until July 2026. The Director of Governance undertook to check with Miss Morey if she would be prepared to serve a slightly longer term. The Committee agreed that if Miss Morey was able to continue on the Board until July 2026, it would recommend to the Board that Miss Morey's term was extended.

The Committee discussed the staff governor interview plan for staff governor appointments at Appendix 4. The Committee agreed that it was unnecessary to agree a set number of applications before shortlisting was automatically required.

The Committee discussed the Board and Committee Attendance to Date 20252/6 report at Appendix 4. Following a query, the Director of Governance explained the circumstances related to a member's Board meeting attendance. The Committee noted that this member's attendance had since improved.

Resolved: The Committee noted the report and;
- **reviewed the induction review for Ms Giulia D'Ambrosio and agreed to recommend to the Board that Ms Ambrosio had completed a successful induction year and should complete her term;**
- **reviewed the induction review for Mrs Andrew Willimott and agreed to recommend to the Board that Mrs Wilimott had completed a successful induction year should complete her term;**
- **agreed to recommend to the Board that Miss Morey's term could be extended to July 2026 if Miss Morey was able to;**
- **agreed the draft timetable for staff governor interviews with the amendment agreed;**
- **noted the report on Board and Committee attendance 2025/26 to date.**

7. External Governance Review Action Plan Update

The Chair referred members to the External Governance Review Action Plan Update.

The Director of Governance provided a progress report on the action plan, detailing the steps taken to address recommendations from the review. She reported:

- that most of the actions had been completed and some actions would continue going forward, such as ongoing efforts to reduce Board packs; review and improve agenda format and improve executive summaries;

- that whilst there had been a learning curve to using the Decisions app and its AI features, overall, she was finding the app helpful and in particular the functions to add short updates to Decisions and hyperlinks to reports had reduced the size of packs;

- that she had received positive feedback from some members on using the app to review and annotate reports ahead of meetings;

- on the draft protocol for transcription of Board and committee meetings;

- her view that the External Governance Review Action Plan should be closed by July 2026;

- that the College would need to consider the next external governance review in the autumn and suggested closing the current report in July before starting the next review process. The Committee noted the next review as required by April 2027.

The Chair noted the reduction in amber status actions.

The Committee:

- noted the current status of the review;

- agreed to recommend to the Board the proposed minor changes to the template to ensure consistency with the Decisions' app;

- agreed to recommend to the Board the draft protocol for transcription/recording of Board and committee meetings;

- agreed it would be helpful to consider at the next meeting when to start the procurement process for the next review.

The Committee noted the report.

Resolved: The Committee noted the update on progress of the External Governance Review Action Plan and agreed to recommend to the Board:

- **the draft protocol for transcription/recording of Board/committee meetings;**
- **the proposed changes to the Board/committee report template for recommendation to the Board.**

Action: To consider at the next meeting when to start the procurement process for the next review.

8. Governor Training and Development Update

The Chair referred members to the Governor Training and Development Update. The Director of Governance provided an update on training activities and development opportunities for governors. She reported:

- that she would email the new Governor Continuing Professional Development (CPD) and stakeholder engagement opportunities newsletter after Eversheds Sutherland had published its 2026 training programme;

- that the Department for Education webinar on the role of the accounting officer in colleges would be particularly helpful for the SPH Selection Panel;

- that some student governors had missed the recent induction and additional dates would be arranged;

- on the draft Board Skills and Knowledge Matrix at Appendix 1. She explained the purpose of the matrix and how it would be used to identify skills gaps and knowledge development gaps.

The Committee reviewed the draft Board Skills and Knowledge Matrix and agreed to recommend it the Board.

A member highlighted difficulty with accessing the Sexual Harassment Awareness on Smartlog training platform. The Director of Governance undertook to resolve this issue.

Members commented positively on the move to Smartlog for online governor CPD.

Resolved: The Committee noted the report and agreed to recommend to the Board the draft Skills and Knowledge matrix at Appendix 1.
Action: The Director of Governance to check and resolve issues with the Smartlog training platform.

9. Key Governance Updates

The Chair referred members to the Key Governance Updates report.

The Director of Governance provided an overview of recent governance developments including:

- changes to the DfE Further education corporations and sixth-form college corporations: governance guide;

- updates from the Charity Commission;

- FE Commissioner Intervention Assessment Summary Report: Havant and South Downs College, which contained useful recommendations on Board KPIs which she had discussed with Mr Mark Airey, Executive Director of Finance;

The Committee noted that links had been provided in the report to the Association of Colleges Council minutes from 2025.

The Committee discussed the updates and considered their implications for College governance. The Committee agreed it would be helpful to share the report with the Board via the Chair of the Search and Governance Committee’s report to the Board.

The Committee noted the report.

Resolved: The Committee noted the Key Governance Update report.
Action: The Director of Governance to include a hyperlink to this report in the Chair of the Committee’s report to the Board.

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

The Chair asked if there were any items that needed to be drawn to the attention of the Board.

The Committee agreed to draw to the attention of the Board;

- Senior Postholder Remuneration Committee membership;
- the recommendation to extend the staff governor term of office in July 2026, pending Miss Morey’s agreement to extend her term.

11. Date of next meeting - 4 June 2026

The Chair confirmed the date of the next meeting as 4 June 2026. The Director of Governance mentioned that an additional meeting was likely to be required before this date for governor/co-option interviews. The Chair suggested that Mr Neil Garnham, Chair of Resources Committee, be invited to join the Panel for the interviews, as if the candidate was appointed, they would join the Resources Committee.