

Preston's College

Redacted and Abridged Minutes¹ of the Search and Governance Committee Meeting held on 10th June 2021 via Zoom teleconferencing at 5pm

Present:

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| Mr J Taylor | Chair |
| Mr J Boydell | |
| Mrs L Doswell | Principal and Chief Executive |
| Miss G Turner | |

Apologies

Ms J Jones

In attendance:

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| Mrs C Rayner | Clerk to the Board |
| The candidate | Applicant for independent governor (for item 2) |

1. Welcome, apologies and declaration of interest

The Chair welcomed members to the meeting.

No declarations of interest were noted. However, the Clerk referred to references in the report on Compliance with the Code of Good Governance for English Colleges (Item 7) which related to the performance of the Chair and the Clerk.

2. Board Recruitment – Prospective Governor Interview

The Committee noted the application and CV submitted for the role of independent governor. It was noted that the candidate had seen the vacancy on the College's website.

In preparation for the interview the Clerk's shared some good practice ideas from a recent training session she had attended on governor recruitment in relation to Equality, Diversity and Inclusion (EDI).

The Committee noted:

- the Governor Role description and Person Specification;
- the draft interview questions and proposed changes;
- the scoring system.

The Committee discussed and revised the draft questions.

The candidate joined the meeting.

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.

The Committee interviewed the candidate for the role of independent governor, asking questions based on the Governor Person Specification for independent governors
The candidate left the meeting.

Following review and discussion, the Committee agreed to recommend to the Board the appointment of the candidate to the Board for a term of four years.

Resolved: The Committee agreed to recommend to the Board the appointment of the candidate to the Board for a term of four years.

3. Minutes of the previous meeting

The Committee agreed the minutes of the meeting held on 4th February 2021 as a correct record, subject to the amendment of a typographical error.

Resolved: The minutes of the previous meeting held on 4th February 2021 as a correct record, subject to the amendment of a typographical error.

4. Matters arising

The Committee discussed and noted a report on progress on the actions from previous meetings.

Resolved: The Committee noted a report on progress on the actions from previous meetings.

5. Board and Committee Membership

a) Board membership and Terms of Office and Committee Membership

The Clerk presented her report on Board and Committee Membership. The Clerk referred members to a report on Board membership, Terms of Office and Committee membership as of June 2021 at Appendix A.

The Clerk provided an update on governor recruitment, she reported:

- that Mr Taylor would retire from the Board in July 2021;
- that the promotional material for the role of independent governor, at Appendix B, and had been shared with members and also via the College's LinkedIn site;
- that subject to the Board's approval of the appointment of the candidate, there would three vacancies for independent governors from July 2021;
- that the governor vacancy had been added to the Charity Job website, in addition to the sites it was already registered with;
- that she had held two Zoom meetings that week to discuss the governor role with potential applicants;
- that she had revised the Governor Person Specification and Role Description in light of recent EDI training she had attended and referred to the revision version at Appendix C for review;

- the Search and Governance Committee and Resources Committee would need to appoint new chairs in autumn;
- on Board and committee attendance 2020/21 to date at Appendix D.

The Clerk also referred to a CV for the independent governor role she had received from Albania. The Committee agreed that unless the applicant was planning to relocate the application should not be progressed.

The Chair referred to the importance of members sharing the promotional leaflet with their professional networks.

The Committee discussed the report and considered the revised Governor Role Description and Person Specification. Members agreed the revised version should be recommended to the Board and also asked the Clerk to emphasise the benefits of joining the Board for potential applicants, and in particular how serving as a governor could benefit career development. Members provided positive feedback on the new promotional materials to advertise the vacancy.

The Committee reviewed Board and Committee attendance to date for 2020/21. It was noted that as the Board was carrying two vacancies, the membership of some committees was smaller than usual.

Resolved: The Committee noted:

- **the Board and Committee Membership Report including current Board membership, Term of Office and committee membership;**
- **the governor recruitment update and succession planning update;**
- **Board and Committee attendance to date for 2020/21.**

Action: The Clerk to:

- **review the Governor Person Specification and Role Description and further emphasise the benefits of being a governor.**

6. Developing the Governance Handbook

The Clerk reported on the development of the Governance Handbook and referred members to the development of draft role descriptions for: Chair of Corporation Board (Appendix B), Vice Chair/s of Corporation Board (Appendix C), Chair of Audit Committee (Appendix D), Chair of Resources Committee (Appendix E), Chair of Search and Governance Committee (Appendix F), Chair of Senior Post Holder Remuneration Committee (Appendix G), Chair of Quality and Standards Committee (Appendix H), Link governor Careers (Appendix I) Link governor Partnerships (Appendix J) and Link governor Safeguarding and Prevent (Appendix K).

The Clerk reported that before preparing the drafts she had reviewed examples from other colleges and consulted with sitting officeholders where possible. She proposed that, in line with good governance best practice, the terms of office should be added to the role descriptions. She recommended a four year term for the Chair and two year term for the Committee chairs and link governors. She explained that she would ask office holders to provide guidance on the time commitment for the role.

The Committee agreed that the proposed role descriptions should be recommended to the Board for approval.

The Clerk advised that during development of the Governance Handbook she had reviewed the governors' expenses policy. She suggested that the policy could be extended to cover costs relating to childcare and other dependent costs for attending governance meetings or training. Members agreed that the proposal would make the Board more inclusive by removing a potential barrier for prospective governors. The Committee agreed that a proposal to extend the expenses policy to reimburse costs relating to care of dependents should be recommended to the Board.

The Clerk reported that, following the request of the Committee at the previous meeting, she had reviewed the Code of Conduct to see if any changes were required in respect of virtual meetings. She referred members to a small number of proposed revisions, shown in track changes at Appendix L, to align with staff and learner guidance on virtual meetings.

The Clerk referred to the discussion at the previous meeting regarding governor accountability in virtual meetings and explained that as the definition of a 'meeting' in the Instrument and Articles included video and teleconference meetings she advised that no further amendment was required to the Code of Conduct relating to governors' accountability.

The Committee reviewed the proposed track changes and asked the Clerk to further clarify and strengthen the proposed wording relating to safeguarding and review the location of the text.

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

- **the draft role specifications for Chair of the Corporation Board, Committee Chairs and link governors;**
- **a proposal to extend the expenses policy to reimburse costs relating to care of dependents should be recommended to the Board.**

Action: The Clerk to further revise proposed changes to the Code of Conduct for Corporation members relating to Safeguarding.

7. College Compliance with Association of Colleges Code

a) AoC Code Compliance Review 2021

The Clerk presented her report on the College's Compliance with the Association of Colleges (AoC) Code of Good Governance for English Colleges 2020/21 (the Code). She reported that she had reviewed progress against the Code with the Executive Leadership Team, at Appendix A, and highlighted:

- the review was a work in progress and further progress could be made before the report was presented to the Board;
- additional comments which had been added since the last review in July 2020 were shown in red text;
- progress of some areas of best practice which ELT had undertook to progress, such as the development of annual members' report to complement the Report and Financial Statements, had been hampered by Covid and would be revisited for 2021/22;

- further to a discussion with a member of the Committee prior to the meeting, she would update the reference to Board structures in 7.6 and provide an alternative compliance example;
- a proposal to change the RAG rating on the objective on member voice in partnerships (7.8) from Red to Amber as this would be addressed in routine reporting to the Quality and Standards Committee each year, with the first report scheduled for July 2021;
- as the Board had approved the College's Equality, Diversity and Inclusion (EDI) objectives for 2021 – 2025 in March 2021, the RAG rating relating to Equality and Diversity (8.2) might need to be changed from Green to Amber until a new EDI strategy was developed and approved. She reported that a new Inclusion Cross College Working Group had been set up and she had joined to provide a governance perspective;
- subject to progress by the year end, the objective relating to induction (9.31) RAG rating might be changed from Green to Amber as the govern induction programme required further development and progress of this had been affected by Covid, partly because new governors had not been able to tour campus or meet key management in person;
- a proposal that the RAG rating for objectives relating to the implementation of the AoC SPH Remuneration Code, (9.9. and 9.10) which had not previously been rated, could now be rated Green as the implementation of the Remuneration Code had been completed in 2020;
- the Clerk and ELT had not reviewed objectives relating to the Board and Committee.

The Committee discussed the draft and agreed to recommend to the Board the proposed changes to RAG ratings. The Committee discussed the induction activities and discussed the Clerk's plans to introduce a more formal induction process for a governor's induction year.

The Committee agreed that the Student Council should be encouraged to invite governors as well as ELT and management to meetings of the Student Council and the comment on objective 3.5 should be amended to reflect this. It was noted that the Chair of the Student Council was one of the Board's student governors.

b) AoC Consultation on the Code of Good Governance for English Colleges

The Clerk reported that the AoC had launched a light touch consultation on proposed changes to the Code. She explained that whilst proposed changes have been made throughout the Code, the most substantive changes included:

- the introduction of a section on Environmental Sustainability;

- revisions of the Equality and Diversity section including widening the scope and adding inclusion (Section 9);
- revisions on the Effective Governance Structures (Section 10) – in particular to emphasise review and evaluation processes and clarification of key roles;
- additional requirements on safeguarding.

The Clerk explained that due to the tight timescales, governors had been asked for feedback on the proposed changes via email. The Clerk had collated feedback which had been reviewed by the Chair of the Search and Governance Committee before submission to AoC. The College's response to the consultation, which included feedback from governors and the Clerk, was at Appendix B for information.

The Clerk explained that the College would need to review compliance against the new Code for the 2021/22 academic year and an action plan could be considered that the next meeting of the Search and Governance Committee.

Resolved: The Committee:

- **reviewed the College compliance with the AoC Code of Good Governance report and agreed to recommend to the Board the proposed changes to RAG ratings subject to progress between now and the year end;**
- **noted the update on the AoC consultation on revisions to the Code.**

Action: The Clerk to amend the comment on 3.5. and ensure the Student Council were aware they could invite governors to attend Student Council meetings.

8. Evaluation – Board and Committee Effectiveness Reviews

The Clerk outlined plans for Board and Committee Effectiveness Reviews for 2020/21 academic year. The Clerk recommended that the Board return to the process introduced in December 2019 which included separate Board and committee reviews. However, this time the questionnaires would be staggered between July and November. She referred members to the Board questionnaire at Appendix A and explained that whilst the questionnaire was lengthy it was comprehensive and members would submit responses using MS Forms which made completion quicker and easier.

The Clerk outlined her intention for the collated information to be presented in a more dynamic way to aid debate. She suggested that the collated report would only form part of the evaluation and a further session could be arranged for the Board, separate from the formal Board meeting, to allow the Board to complete its evaluation in a more creative environment. Members noted that this approach would be subject to Covid restrictions.

Members discussed possible reasons for a lower response rate for the Board questionnaire in 2020 including changes in Board membership and Covid related pressures. The Clerk explained that as the questionnaire was anonymous, she could not confirm to members if they had completed it or send reminders to individual members. During discussion she explained why she was of the view that anonymity was important as the questionnaire included questions on the support and advice she provided to the Board and committees. Following discussion, the Clerk undertook to ascertain if members could receive automated confirmation via MS Forms once they had completed the questionnaire.

The Committee considered the questionnaire and agreed:

- further information should be provided in the comments section to prompt more quantitative feedback;
- a question should be included on Covid;
- a question should be included to seek governor views on virtual meetings;
- to correct the reference to the Executive Leadership Team.

The Clerk proposed that for the committees the questionnaires from 2019 were used and the responses considered by committees as part of the normal schedule of meetings with any actions points agreed as appropriate. She referred members to the Search and Governance questionnaire at Appendix B as an example.

Following discussion, the Committee agreed to recommend to the Board separate Board and Committee reviews for 2020/21.

The Clerk explained that for 2020/21 academic year the Board agreed to build its Board Evaluation into the College's Corporate Self-Assessment Report as part of the Leadership and Management section and she would work with Ms Haworth, Vice Principal Quality, Teaching, Learning and Learner Support, on this.

The Clerk also reported that the government's FE White Paper Skills for Jobs: Lifelong Learning for Opportunities and Growth referred to new requirements for annual board self assessment and regular external governance reviews. She suggested that the Committee and the Board could consider timescales for this as part of its 2020/21 review.

Resolved: The Committee noted the report on Board and Committee Effectiveness Reviews and agreed to recommend to the Board the proposal outlined for separate Board and Committee reviews for 2020/21.

Action: The Clerk to add the additional questions to the questionnaire.

9. Governor Training and Development 2020/21

The Clerk presented her report on Governor Training and Development in 2020/21. She made reference to:

- induction activity in 2020/21;
- governor training opportunities in 2020/21 including the pilot of online Safeguarding training;
- plans for governor training in 2021/22;
- an update on the Clerk's research of an ethics and compliance mandate. Members noted that whilst alternative arrangements were already in place for staff a training mandate could be helpful for governors depending on their role. e.g members of the Search and Governance Committee and selection panels might find it helpful to attend College recruitment training;

- her proposal to conduct a governor skills and experience audit over the summer of 2021 using the questionnaire at Appendix A as a number of new members on the Board since the last skills and experience audit was conducted.

The Committee discussed the rationale for repeating the skills audit and experience audit and agreed to recommend to the Board that the skills and experience audit was repeated during the summer of 2021. It was noted that the outcomes of the Skills and Experience audit would inform governor training plans for 2021/22.

The Committee discussed the proposed approach for governor training and development for 2020/21 and the ethics compliance mandate. The Committee discussed a suggestion that governors could work through a formal development programme which followed the proposed induction programme. It was suggested that formalising the training programme might be attractive for prospective governors. It was also noted that this would align with references in the FE White paper for the development of governors once in post.

The Committee:

- **noted the Governor Training and Development 2020/21 update;**
- **agreed to recommendation that the Board should conduct a Skills and Experience Audit in 2021 and approved the questionnaire;**
- **noted the update on the ethics compliance mandate.**

Action: The Clerk to explore the development of a formal training and development programme for governors.

10. Governance Meeting Dates and Locations 2021/22

The Clerk referred to the proposed meeting dates for governance meeting in 2021/22 at Appendix A.

The Clerk referred to meeting location options for 2021/22 meeting including:

- introducing a hybrid calendar with a mixture of face to face and virtual meetings dependent on the theme of the meeting. e.g. committees held virtually and Board and strategic meetings held face to face;
- hybrid meetings with some members attending College and others joining virtually;
- all meeting held virtually and activities in College relating to engagement with staff and learners;
- the Board and individual committees to decide whether they meet virtually or in College.

The Clerk referred to publications listed in her report which provided background information on approaches taken by the FE sector and other sectors when planning governance meetings schedules following the impact of Covid.

The Committee noted that options which included meeting in College were subject to government and College Covid rules in place.

The Committee discussed the options and discussed that governors should only return to College if they felt comfortable doing so and any plans to return to College should be agile in

case of the necessity for members or staff to join remotely. Members discussed the advantages and disadvantages of virtual meetings. Members were of the view that it was important for team building for members to meet face to face. It was suggested that meeting content was considered on a matrix as some discussions, or meetings, would benefit from face to face communications whilst others could be completed remotely. It was agreed that it would be helpful to have an initial discussion at the Board in July.

The Committee:

- **approved the governance meeting dates 2021/22 for recommendation to the Board;**
- **discussed meeting arrangements for Board and Committee meetings for 2021/22 and agreed it would be helpful to have an initial discussion at the Board in July on possible models.**

11. Any other business

a) Staff link governor

A member suggested that the Board could consider the appointment of a staff link governor to champion the Board's engagement with staff. It was agreed that this should be explored and in particular to consider how this role could work alongside the important role played by staff governors.

b) Valediction

Members noted that this was the Chair's final Search and Governance Committee meeting as he would retire from the Board in July 2021. The Chair of the Board thanked the Chair on behalf of the Committee for his contribution to governance at the College in his role as Chair of the Search and Governance Committee.

The Chair thanked the Chair for his comments and wished the Committee well for the future.

Resolved: The Clerk to explore the introduction of a staff link governor role.

12. Date of Next Meeting

The Committee noted that meeting dates for 2021/22 would be confirmed at the July Board meeting.