

## Preston College

### Redacted and Abridged<sup>1</sup> Minutes of the Search and Governance Committee Meeting held on 30<sup>th</sup> September 2021 Preston College Boardroom

#### Present:

Ms J Jones                      Chair  
Mr J Boydell  
Mrs L Doswell                Principal and Chief Executive  
Miss G Turner

#### In attendance:

Mrs C Rayner                Clerk to the Board

#### 1. Welcome, apologies and declaration of interest

The Clerk welcomed members to the first meeting in College since the Covid pandemic started.

It was noted that a quorum was present.

#### 2. Declarations of Interest

The Committee noted that Miss Turner would leave the meeting for discussion of her Induction Review. No other declarations of interest were noted

#### 3. Appointment of Chairperson

The Committee appointed Ms Jones as Chairperson.

**Resolved: The Committee appointed Ms Jones as Chairperson to the Search and Governance Committee.**

#### 4. Minutes of the previous meeting

The Committee agreed the minutes of the meeting held on 10<sup>th</sup> June 2021 and 26<sup>th</sup> August 2021 as correct records.

**Resolved: The Committee agreed the minutes of the previous meeting held on 10<sup>th</sup> June 2021 and 26<sup>th</sup> August 2021 as correct records.**

#### 5. Matters arising

The Committee noted a report on progress on the actions from previous meetings. The Committee discussed a report from the Clerk which explored the development of a staff engagement link governor. The Clerk discussed the following considerations with the Committee:

<sup>1</sup> Please note that any matters which the Corporation is satisfied should be dealt with on a confidential basis have been removed from these minutes.

- she had consulted her Governance Professionals network and no other colleges had responded to say they had a staff engagement link governor role, although one college did have a stakeholder link governor and one college had a wellbeing governor;
- her view that the current link governor roles should be more established before an additional link governor was added. The Committee noted that the partnership link governor role in particular was new and needed further development in 2021/22;
- during 2021/22 year the number of governor engagement activities with staff and learners would be increased. The Committee discussed activities such as: additional Zoom engagement sessions to ensure governors can meet with staff and learners directly, to repeat the Governor Question Time event with learners held just prior to lockdown, to introduce 'Meet the Governors' lunches with staff and learners, a governor attending a meeting of the Student Council and ensuring all governors had access to Learner Voice surveys, which were currently considered by Quality and Standard Committee. The Committee noted plans to introduce display material in College to raise the profile of governors and the role of the Board. The Committee agreed that raising the profile of governors and the ELT at the College was important from a safeguarding perspective.

Following discussion, the Committee agreed the activities discussed should be progressed during 2021/22 in the first instance and the suggestion of a stakeholder link governor should be reviewed at the end of the 2021/22 academic year.

**Resolved: The Committee noted a report on progress on the actions from previous Meetings and agreed to progress engagement activities with the Board and stakeholders during 2021/22, particularly with staff and learners and review the suggestion of a stakeholder link governor at the end of the 2021/22 academic year.**

## 6. Board and Committee Membership

### a) Board 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 September 2021 at Appendix A.

In discussion with the Committee, the Clerk confirmed she had not received any volunteers to join the Search and Governance or Senior Post Holder Remuneration Committee. The Clerk explained that part of the reason for lower committee membership size than normal was due to the independent governor vacancies the Board carried during 2020/21 and because new members normally joined one committee. The Clerk also explained that the College's Senior Post Holder Remuneration Committee membership, at six members, was much larger than many colleges where it was c. three members. During discussion the Clerk explained that the College had established a Remuneration Committee as part of its adoption of the Association of Colleges (AoC) SPH Remuneration Code. However, she undertook to see if there could be a possibility of aligning meetings with other committee meetings, e.g. Search and Governance Committee.

The Committee noted an update from the Principal and Chief Executive and the Clerk on potential applications for the independent governor role. The Clerk explained that

she would send details and a short application form to anyone who requested information and then send one follow up email.

The Clerk reported on the progress of applications from two new governors following approval by the Board by written resolution in September 2021.

The Clerk undertook to explore a suggestion of, if possible, contacting College alumni, to see if they would be interesting in volunteering as a governor.

The Clerk updated the Committee on the Student Governor elections for 2021/22 and referred members to the link to the new webpage for student governor elections. The Committee discussed the election process for student governor elections. The Committee discussed the term of office of student governors and whether there could be any flexibility for longer terms. However, this had to be balanced against the importance of ensuring the opportunity to stand for election was open to all learners. The Committee agreed that this should be explored, including consultation with learners.

The Clerk and the Principal and Chief Executive responded to a query on potential conflict of interest if an employee of one of the College's partners submitted an application.

**b) Governor Role Description and Person Specification**

The Committee noted the updated Governor Role description and person specification at Appendix B.

**c) Board and Committee Attendance for 2020/21**

The Committee reviewed the report of Board and Committee Attendance for 2020/21, at Appendix C. The Clerk explained that she had provided percentages for total attendance for scheduled meetings during 2020/21, which was 87.8%, and total attendance for all meetings during 2020/21 which was 94.4%. The Clerk explained that during 2020/21 additional Board meetings had been convened by Zoom to discuss time dependent issues where a Board discussion had been considered beneficial or important, rather than ask members to consider the matter by written resolution. Some items had also been moved to these meetings from scheduled Board meeting to reduce the size of the agenda of scheduled Board meetings. Members were supportive of this approach.

The Committee noted that attendance had improved during 2020/21 due to the flexibility of Zoom meetings and was also slightly ahead of the national benchmark.

The Committee discussed the advantages and disadvantages of hybrid meetings with some members joining in College and some virtually. However, it was agreed that it

was preferable for members to join remotely rather than miss the meeting and the remote option provided flexibility, particularly for working governors.

*Miss Turner left the meeting*

**d) Induction Year Review**

The Clerk explained that as stated in Standing Orders, the Search and Governance Committee should review the performance and contribution of members throughout their Induction Year and make a recommendation to the Board. The Clerk asked members to review the Induction Year Review report for Miss Turner, at Appendix D.

. Members discussed Miss Turner's Induction review and agreed feedback to the Board. The Committee noted it could not make a formal recommendation to the Board as the meeting was not quorate at this juncture.

*Miss Turner re-joined the meeting*

**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;**
- **the induction review for Miss Turner;**
- **an update on student governor elections;**
- **Board and Committee attendance 2020/21.**

**Actions: The Clerk to:**

- **review if there was a possibility of aligning the SPH Remuneration Committee with other committee meetings, e.g. Search and Governance Committee.**
- **explore if it would be possible to contact College alumni, to see if they would be interesting in volunteering as a governor;**
- **to review the possibility of extending the length of student governor terms of office.**

**7. Developing the Governance Handbook**

The Clerk reported that she had almost completed Part 1 of the Governance Handbook. The Clerk outlined proposed changes to the Code of Conduct for Corporation Members, which were shown in track changes at Appendix A. The changes included:

- additional text to reflect the continued use of virtual meetings which the Clerk had revised following suggestions from members at the previous meeting;
- including the Public Interest Governance Principles used by the Office for Students as an appendix;
- changes to reflect updates published by Eversheds on their Code of Conduct template.

The Committee approved all the proposed changes for recommendation to the Board.

**Resolved: The Committee noted the report and agreed to recommend to the Board the proposed changes to the Code of Conduct for Corporation Members.**

## **8. College Compliance with Association of Colleges Code**

The Clerk presented her report on the College's Compliance with the AoC Code of Good Governance for English Colleges 2020/21 (the Code), at Appendix A, and explained that updates since the Board's consideration of the report had been added in red text. The Clerk reported that:

- at its meeting on 8<sup>th</sup> July 2021, the Board had agreed the Committee's proposed changes to RAG ratings and a summary of these changes, which were areas for further governance development, would be included in the College's annual report and financial statement 2020/21 which would be reviewed by the Board in December 2021;
- a formal governor induction plan had been developed for new members which would be considered by the Committee under agenda item 10;
- as under the Code it was governance best practice for Board members to serve a maximum of two terms, it would be highlighted in the annual report that the Board had agreed in December 2020 to re-appoint Mr Browne for a third term and to extend the office of Mr Taylor by 4 months and to briefly outline the extenuating circumstances for these decisions.

The Clerk reported that the Association of Colleges (AoC) had today published the new Code of Good Governance for English Colleges following a light touch review and consultation and the new Code (and SPH Remuneration Annex) was available on the AoC website. The Clerk explained that the College would need to review compliance against the new Code for the 2021/22 academic year. The Committee noted that an action plan for compliance against the revised Code would be added to the Search and Governance Committee Forward Work Programme for 2021/22.

**Resolved: The Committee:**

- **reviewed the updates made to the College's compliance with the AoC Code of Good Governance for English Colleges report;**
- **noted the compliance summary which would be included in the College's annual report and financial statements 2020/21;**
- **noted the update on the publication of the new AoC Code of Good Governance for English Colleges.**

## **9. Evaluation – Board and Committee Effectiveness Reviews**

The Clerk outlined plans for Board and Committee Effectiveness Reviews for 2020/21 which had been approved the Board on 8<sup>th</sup> July 2021. The Clerk referred to the draft Search and Governance Committee Evaluation template at Appendix A for review.

The Committee approved the draft Search and Governance Committee Effectiveness review at Appendix A.

The Clerk explained that, as the questionnaire was completed anonymously, she could not confirm which members had completed. However, members could request to be sent a pdf of their responses at the end of the questionnaire which could be kept as a record.

**Resolved: The Committee approved the draft Search and Governance Committee Effectiveness review at Appendix A.**

**Action: The Clerk to issue the questionnaire to the Committee and collate responses for the next meeting of the Search and Governance Committee.**

## **10. Governor Training and Development 2021/22**

The Clerk referred to the summary of Governor training and development in 2020/21 in hours compared to previous years. She outlined how the changing variables year on year, including Board vacancies and the number of new members, could affect this figure.

The Clerk presented her report on Governor Training and Development in 2021/22. The Clerk explained that she had not yet received sufficient responses from governors to the governor skills and experience audit to compile a collated report and she had sent a reminder email to governors.

The Clerk outlined interim plans for CPD sessions with governors in 2021/22 on:

- ongoing online Safeguarding and Prevent training;
- Equality diversity and inclusion;
- support for learners – a session on the challenges faced by the teaching staff;
- a meeting with the College's bank;
- a session with the Audit Committee and finance colleagues which would be open to all Board members.

The Clerk explained that these suggestions had arose from mandatory requirements, discussions on the Code of Good Governance with English Colleges and discussions with ELT and at committee meetings.

The Clerk referred members to the plan for new governor induction, at Appendix A, for review. The Committee reviewed the plan and agreed it was comprehensive.

The Clerk referred to a suggestion at the previous meeting that governors could work through a formal development programme which followed the proposed induction programme. She recommended that governors used the College's training system, Canvas, to monitor and complete training. Members agreed that this should be explored.

The Clerk reported that to comply with a new condition of the ESFA Funding Contract, the Board must report on activities undertaken over the year to develop governors and the Clerk. She referred members to the draft text in the report which would be included in the College's financial statements for 2020/21 on governor development.

**The Committee:**

- reviewed the summary of Governor training and development 2020/21;
- reviewed the update on Governor training and development 2021/22 including plans for induction;

- noted additional reporting requirements on governor development.

**Action: The Clerk to explore using Canvas for governor training.**

#### **11. Forward Work Programme**

The Clerk outlined the Search and Governance Committee Forward Work Programme for 2021/22 which was at Appendix A for review. The Clerk outlined her proposal to hold an additional meeting on Zoom in November 2021. The Committee reviewed and approved the Forward Work Programme.

**Resolved: The Committee approved the Search and Governance Committee Forward Work Programme 2021/22.**

#### **12. Date of Next Meeting**

The Committee noted that the Clerk would review the governance calendar and email the Committee regarding holding an additional Search and Governance Committee meeting in November 2021.