

Preston College

Redacted and Abridged¹ Minutes of the Search and Governance Committee Meeting held on 9th June 2022 via Zoom teleconferencing at 5pm

Present:

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

In attendance:

Mr M Goulding	Application for independent governor vacancy (for Minute 3)
Mrs C Rayner	Clerk to the Board
Ms G Thornton	Head of Human Resources (for Minute 6)

1. Welcome and apologies

The Chair welcomed members to the meeting. It was noted that a quorum was present.

2. Declarations of Interest

The Chair declared an interest in her re-appointment under item 7. It was noted that the Committee could not make a formal recommendation to the Board for this item as it would be inquorate.

No other declarations of interest were noted from independent governors.

It was noted that the Principal and Chief Executive and the Clerk would leave for the Committee's discussion on Item 6 - Special Purposes Committee.

3. Board Recruitment – Prospective Governor Interview

The Clerk referred to the following documents:

- the revised Governor Role description and Person Specification;
- the draft interview questions;
- the scoring system;
- the terms of reference of the Audit Committee.

The Committee discussed and agreed the draft questions. The Committee discussed and noted the application and CV submitted by Mr Goulding for the role of independent governor.

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 noted that the next independent governor the Committee recommended to the Board must have the skills to serve on the Audit Committee and be content to serve on this committee. The Clerk confirmed that she had shared the terms of reference of the Audit Committee with Mr Goulding in advance of the interview.

Mr Goulding joined the meeting.

The Committee interviewed Mr Goulding for the role of independent governor, asking questions based on the Governor Person Specification for independent governors.

Mr Goulding left the meeting.

The Committee discussed the interview and also the Board's current skills and experience gaps.

Following discussion the Committee agreed to recommend to the Board the appointment of Mr Goulding to the Governing Body for a term of four years and that Mr Goulding should join the Audit Committee and the Search and Governance Committee. The Committee agreed that if Mr Goulding only wanted to serve on one committee, then the Audit Committee must be prioritised.

Resolved: The Committee agreed to recommend to the Board:

- **the appointment of Mr Goulding to the Board for a term of four years;**
- **the appointment of Mr Goulding to the Audit Committee and the Search and Governance Committee.**

4. Minutes of the previous meeting

The Committee agreed the minutes of the meeting held on 3rd February 2022 as a correct record.

Resolved: The Committee agreed the minutes of the previous meeting held on 3rd February 2022 as a correct record.

5. Matters arising

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

Ms Thornton joined the meeting.

6. Formation of a Special Purposes Committee

Ms Thornton, Head of Human Resources, presented a report which outlined the proposal for the formation of a Special Purposes Committee. Ms Thornton referred to:

- the rationale for forming a Special Purposes Committee and historical background information;
- the role of the Appeals Committee;
- the draft terms of reference of the Special Purposes Committee at Appendix C;

- the importance, from an employment law perspective, of ensuring that any governors involved in considering the formal disciplinary action or the case for dismissal of senior post holders could not consider appeals relating to this;
- that the Special Purposes Committee would not be a standing committee and would only meet with the approval of the Board as required;
- the impact of the introduction of a Special Purposes Committee on related College policies and procedures. Ms Thornton explained that the Resources Committee would review proposed changes to Appendix Four of the Disciplinary Procedure which related to Senior Post Holders and also a potential change to the Resolution of Grievance Policy and Procedure.

The Committee noted further proposed changes from management to the draft terms of reference:

- typographical change to paragraph 1 to insert “shall” and delete the “to” references;
- to make it clear in paragraph 1 (i) and (ii) that the terms of reference would apply to the Clerk where the Clerk was employed by the College but not a designated Senior Post Holder, as already outlined in paragraph 12;
- to add the word ‘findings’ to paragraph 12 for clarity.

The Principal and Chief Executive and the Clerk left the meeting.

Following discussion, the Committee agreed to recommend to the Board:

- that a Special Purposes Committee should be formed;
- that the draft terms of reference for the Special Purposes Committee with the amendments highlighted by management should be recommended to the Board.

The Committee noted that, as the Resources Committee would review Appendix Four of the Disciplinary Procedure at its next meeting, there might be some proposed changes to the draft Special Purposes Committee terms of reference following this meeting.

Ms Thornton left the meeting.

The Principal and Chief Executive and the Clerk re-joined the meeting.

Resolved: The Committee agreed to recommend to the Board:

- **that a Special Purposes Committee should be formed;**
- **the draft terms of reference for the Special Purposes Committee with the amendments highlighted by management.**

7. Board and Committee Membership

a) Board and Committee Membership – June 2022

The Committee noted the Board and Committee Membership – June 2022.

The Clerk reported:

- Miss Jessica Hopwood (student governor FE) had resigned from the Governing Body;
- Mr Steve Edwards (independent governor) had resigned from the Governing Body;
- there had been no nominations to date from learners to stand as HE student governor and she would repeat the campaign at the start of the 2022/23 academic year.

The Committee discussed:

- that the Board had approved a sabbatical for a member of the Board until the end of June 2022;
- that Mr Edwards had resigned from the Board;
- the necessity to increase the size of the Senior Post Holder Remuneration Committee and the challenges relating to this as the Board had a number of new members and many of the longer serving members were already chairing other committees and could not join;
- a change to a members' register of interest and agreed a recommendation to the Board.

The Committee agreed that a review of committee membership would be helpful and the Clerk undertook to write to all governors over the summer break for feedback.

The Clerk reported that, as per its terms of reference, the Search and Governance Committee advised the Corporation Board on the appointment and reappointment of Board members.

The Clerk reported that Mrs Lynda Mason's first term of office would end on 3rd October 2022 and that Mrs Mason has indicated she would like to serve for a second four year term. The Clerk explained that Mrs Mason had requested that she would like to review this after two years. The Clerk referred to a summary of Mrs Mason's contribution, training and attendance, at Appendix C, for review. The Committee noted Mrs Mason's contribution to the Governing Body, particularly as Vice Chair and the Safeguarding and Prevent Link Governor, and agreed to recommend Mrs Mason's re-appointment to the Board for a second term.

The Clerk reported that Ms Joanne Jones' first term of office would end on 10th October 2022 and that Ms Jones had indicated she would like to serve for a second term of two years. The Clerk referred to a summary of Ms Jones's contribution, training and attendance at Appendix D for review. The Clerk explained that, as the Committee would be inquorate for this item, it could not make a formal recommendation to the Board.

Ms Jones left the meeting.

Members noted Ms Jones's contribution to the Governing Body, particularly as Chair of Search and Governance Committee and a member of Resources Committee, and were supportive of the proposal for a second term of two years. It was noted that whilst a formal recommendation could not be made these views could be shared with the Governing Body.

Ms Jones re-joined the meeting.

b) Board Attendance – 2021/22 to date

The Committee noted the report on Board and committee attendance 2021/22 to date. The Committee discussed that the flexibility of joining remotely or in person had reduced the number of apologies for meetings when compared to pre Covid governor attendance. It was noted that attendance had been even higher when all meetings were held on Zoom. However, during parts of this period the country had been in full lockdown.

Resolved: The Committee:

- **noted the Board and Committee Membership report;**
- **agreed a recommendation to the Board regarding a change in a members' register of interest;**
- **noted the governor recruitment update and succession planning update;**
- **noted Board and Committee attendance for 2021/22 to date;**
- **recommended to the Board the re-appointment of Mrs Lynda Mason for a second four year term and;**
- **noted the re-appointment report for Ms Joanne Jones.**

8. Governance Handbook

The Clerk presented her report on the development of the Governance Handbook. She referred members to the draft policies and associated procedures she had developed for the Appointment and re-appointment of governors. The Clerk referred to the:

- draft Policy for Appointment and Re-appointment of Governors at Appendix B;
- draft Procedure for the Appointment and Re-appointment of Governors at Appendix C;
- Procedure for Election and Appointment of Student Governors at Appendix D;
- Procedure for Election and Appointment of Staff Governors at Appendix E.

The Clerk highlighted the following matters for consideration:

- the College operated a self-nomination process for staff and student elections. She explained that in the other colleges' policies and procedures she had reviewed included a requirement for staff and students to be nominated by a staff/students from the same electoral constituency. The Clerk reported that she had consulted with Eversheds and there was no requirement for peer nomination. The Clerk explained that whilst she had not proposed to remove self-nomination she highlighted it to the Committee as her research indicated that the College appeared to be an outlier on this matter;
- in line with the staff and student election procedures which she had reviewed from other colleges, she had included a clause in the draft that the decision of the Returning Officer on election matters was final. She explained that the Clerk acted as Returning Officer in staff and student elections. She asked the Committee to consider if it wanted to add provision for an appeal to the Governing Board in the case of a dispute.

The Committee considered the drafts. The Committee was of the view that self-nomination for staff and student elections was sufficient.

The Committee discussed whether or not the Clerk, as Returning Officer, should have the final decision on election disputes. It was noted that a clerk, as Returning Officer, had independence from staff and students as clerks were accountable to the Board. However, as the clerk at the College was also an employee of the College, members discussed whether it would be prudent from a governance perspective for the Governing Body to make the final decision on election matters in the case of a dispute. Following discussion, the Committee agreed that it was good governance to include in the draft procedures the opportunity for staff or students appeal to the Governing Body on the decision of the Returning Officer.

The Clerk explained that the information requested from candidates before interview would need to be increased in order to adhere to the new procedures, for example requesting equality, diversity and inclusion information from candidates ahead of interviews.

The Committee agreed, subject to adding provision of an appeal to the Governing Body on staff and student election disputes to the draft Procedure for Election and Appointment of Student Governors and the draft Procedure for Election and Appointment of Staff Governors, to recommend to the Board the draft:

- Policy for Appointment and Re-appointment of Governors;
- Procedure for the Appointment and Re-appointment of Governors;
- Procedure for Election and Appointment of Student Governors;
- Procedure for Election and Appointment of Staff Governors.

Resolved: Subject to the amendment agreed, the Committee approved, for recommendation to the Board the draft:

- **Policy for Appointment and Re-appointment of Governors;**
- **Procedure for the Appointment and Re-appointment of Governors;**
- **Procedure for Election and Appointment of Student Governors;**
- **Procedure for Election and Appointment of Staff Governors.**

Action: The Clerk to add provision for an appeal to the Governing Body on any disputes relating to staff and student governor elections.

9. Key Government Governance Reforms

The Clerk presented her report on Key Government Governance Reforms. The Clerk reported that the Department for Education's (DfE) updated Governance Guidance was still to be published. She referred members to a summary of the College's compliance to date with the DfE's Interim Governance Guidance at Appendix A.

The Clerk referred members to the DfE's External governance reviews: *Guide for FE college corporations and designated institutions*, published on 20th May 2022, at Appendix B. She referred to the DfE requirement for colleges to have an external governance review every three years. The Clerk reported that the market for external independent reviewers continued to develop in response to this requirement.

The Clerk proposed that the College's external governance review took takes place in the 2022/23 academic year, ideally at some point between January and June 2023. It was noted the DfE guidance stated that the chosen independent reviewer should be approved by the Board and that, as stated in the College's Financial Regulations, at least two quotes would be required. The Clerk proposed that, as the remit of the Search and Governance Committee included advising the Board on all governance matters, the Board was asked to delegate to the Search and Governance Committee:

- working with the Clerk and College management to draft terms of reference for the external governance review and draft a list of preferred suppliers for recommendation to the Board;
- approval of the tender document to be sent to preferred suppliers;
- review of all bids received and to make a recommendation to the Board on the preferred external reviewer.

The Committee agreed this approach.

The Clerk proposed that the Board and Committee self-evaluation timetable was brought forward as this would:

- focus the review on the 2021/22 academic year;
- allow more time for feedback to be incorporated in the Leadership and Management section of the College's Self Assessment Report (SAR);
- allow the Search and Governance Committee to review the feedback as part of proposed governance SAR;
- ensure the Board/committees review of 2021/22 would be completed and any actions progressed before the external review commenced in 2023.

The Committee agreed the timetable should be brought forward. The Committee discussed the importance of increasing governor participation in the questionnaires. It was noted that as some members were on more than one committee, it was difficult to keep track of which they had completed and the Clerk could not confirm this as the questionnaires must be anonymous. Following a suggestion, the Clerk undertook to merge all the forms onto one questionnaire to assist with this.

The Clerk reported that on 31st May 2022 the Office of National Statistics (ONS) announced a review of the status of colleges as private sector organisations. The Clerk referred to advice from the Association of Colleges (AoC) on this announcement. The Clerk also outlined potential changes if colleges were reclassified from private to public sector including:

- for financial and accounting purposes colleges would be treated as part of the general government sector;
- the College would be subject to HM Treasury's Managing Public Reclassification (MPM) framework which could place new expectations on colleges' accounting officers.

It was noted that the Principal and Chief Executive and the Clerk would update the Board and the Search and Governance Committee as the review progressed.

The Clerk referred to her update on the Charities Act 2022, which had received Royal Assent on 24th February 2022. She reported that she had provided the update due to colleges' status as exempt charities. The Clerk reported that the new provisions would be introduced on a staggered basis to allow charities time to implement them. The Clerk reported that the AoC was liaising with Stone King to provide guidance and support to AoC members and a link to Stone King's interim briefing note was included in her report. The Clerk reported that she

would review any further guidance and provide advice to the Board and the Search and Governance Committee should any changes be required to the College's governing documents.

The Committee noted the report on Key Governance Reforms.

Resolved: The Committee:

- **noted the report on Key Governance Reforms;**
- **noted the report on the announcement on the Office of National Statistics' review on the status of colleges;**
- **agreed to recommend to the Board that the external governance review should take place in 2022/23 and proposals for delegation of the review of the tender document and bids to the Search and Governance Committee;**
- **agreed to ask the Board to bring forward the Board/committee annual effectiveness review for 2021/22.**

Action: The Clerk to combine the Board and committees surveys for 2021/22.

Mr Boydell temporarily left the meeting. Items for information were brought forward.

10. Any other Business

The Clerk referred to a number of Continuing Professional Development governance reports and articles she had included on the Governors' Portal including:

- the Charity Commission's six main duties of trustees;
- the Governance Institute's report on The 12 Elements of Independent Judgement for a UK Board, dated July 2021;
- an article from the Governance Institute's on cognitive diversity on boards.

The Committee noted the update.

11. Corporate Governance Internal Audit Report

The Clerk reported that in January 2022 the College's internal auditors, Wylie and Bisset, had completed an internal audit of the College's corporate governance arrangements which was at Appendix A for review. The Clerk highlighted that the overall audit conclusion had been graded as 'strong' with two low grade management actions identified which were being progressed. The Committee discussed the inclusion of benchmarking with other colleges in the report and agreed that this was a helpful benchmarking measure.

The Principal and Chief Executive also referred to 18 areas of good governance practice identified in the report and commended the Clerk. The Committee welcomed the report and recorded thanks to the Clerk for her ongoing work on developing governance arrangements at the College since her appointment.

Members noted the Corporate Governance Internal Audit Plan.

Mr Boydell rejoined the meeting.

12. Compliance with the AoC Code of Good Governance

The Clerk presented her report on the College's compliance with AoC Code of Good Governance for English Colleges (the Code). The Clerk reported that:

- the Board had agreed, at its meeting on 9th December 2021, to adopt the revised AoC Code; published in September 2021;
- the AoC advised that there was no expectation that colleges report against the new version of the Code until the 2022/23 academic year which meant that the College could report against compliance with the previous code for 2021/22; academic year whilst working towards compliance with the new Code for 2022/23.

The Clerk proposed that the College report against the Code (2019) for 2021/22 and the Code (2021) for 2022/23 as this allowed time for the Executive Leadership Team (ELT) to build in the new reporting and governance requirements when planning for 2022/23. It would also allow time for the governance arrangements such as Board and committee forward work programmes and governing documents to be updated in line with the new Code before the new academic year.

The Clerk reported that, whilst the College was not currently compliant with all provisions in the new Code (2021), progress has already been made, particularly on developing Equality, Diversity and Inclusion reporting. Some areas of the new Code (2021) had already been implemented by the College as they were introduced in 2021 as Education Skills Funding Agency funding requirements, such as the inclusion of a report on the Clerk and governors' training and development activities in the College's annual report and accounts.

The Committee agreed to recommend to the Board that the College should report against the Code (2019) for 2021/22 and the new Code (2021) for 2022/23.

The Clerk referred to the Committee's annual assessment of the College's compliance with the Code and advised the Board of any changes. The Clerk referred to the report of compliance to date at Appendix A. As in previous years, the Clerk and ELT had reviewed the College's compliance with the Code (2019) and had recommended changes to the RAG rating for some provisions and the rationale for the proposed changes. The Clerk highlighted some provisions which had not been reviewed as they should be reviewed by the Search and Governance Committee rather than the Clerk or ELT.

The Clerk referred to the compliance report which also included areas for further development. The Committee noted Covid had impacted ELT and the Clerk's planned improvements to reporting which would be revisited.

Due to progress made, the Committee agreed to change the following RAG ratings to green:

- 3.3. The Board, through constructive and supportive challenge, should monitor policy Implementation;
- 3.6 Students should be actively engaged in the college and ways should be found to ensure that the student voice is heard through both college and student-led processes. The Board should receive regular reports on how students are being engaged and what impact their voice is having on college life.

- 4.7 The Board must see the results of student surveys and be able to monitor improvement plans.
- 6.12 The Board should use the College annual report to account to all stakeholders for the performance and prospects of the College, as well as to demonstrate compliance with statutory and regulatory requirements.
- 7.4 New ventures (such as setting up a multi-academy trust, acquiring new companies or creating colleges in other countries) present colleges with both opportunities and significant challenges and risks. The Board must ensure that not only does it approve such strategic developments, but also that the executive produces regular reports on the performance of all strategic partnerships and external businesses.
- 8.1 The Board must meet and should aim to exceed its statutory responsibilities for equality and diversity through its own actions and behaviour in all aspects of its affairs. The Board must promote equality and diversity throughout the other nine principal responsibilities.
- 8.3 The Board has a number of legal obligations in relation to equality and diversity, which it must understand and comply. These go much further than avoiding discrimination and require the active promotion of equality in a number of defined areas. The Board must, therefore, ensure that agreed policies are progressed and actioned throughout the College. The Board may also wish to consider advice issued by government departments and other agencies on equality, diversity and safeguarding.
- 8.4 As a minimum, the Board should receive an annual equality monitoring report detailing work during the year, identifying the achievement of agreed objectives and summarising data on equality and diversity that colleges are required to produce (e.g. on staff recruitment and promotion).
- 8.5 The Board should ensure that the HR strategy takes into account equality and diversity. Specific equality and diversity responsibilities fall on the Remuneration Committee (or equivalent) in respect of the determination of pay and other rewards. This committee's report to the Board should explain how its decisions take account of the Colleges' equality and diversity policy.
- 8.6 The Board and, where it exists, the Search Committee (or equivalent) should agree its own approach to equality and diversity in relation to appointing new members, and should take full regard of the implications of the College's overall equal opportunity and diversity policy, including any measurable objectives that may be relevant.
- 9.4 The full Board should meet as often as is required to undertake its responsibilities. The Board should have rules for the conduct of its meetings. Members should attend all meetings, where possible, and the Board must establish the number and category of members constituting a quorum.
- 9.18 All members should be able to allocate sufficient time to undertake their duties effectively. The Board should agree an indication of the time expected of its members, together with an appropriate role description.

- 9.28 The Search Committee should produce an annual report which describes the work of the committee, including the Board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set, together with progress in their implementation. If there is not a separate report, then the College's annual report should cover these areas
- 9.31 The Chair and Clerk should ensure that new Board members receive a full induction on joining the Board, and should regularly refresh their skills and knowledge through developmental activities and briefings funded by the College.

The Clerk referred to the necessity to continue to develop the governor induction programme and she was now using the plan the Committee had previously reviewed. She referred in particular for the need to support student governors and plans would be reviewed in preparation for the new academic year.

Resolved: The Committee agreed to recommend to the Board:

- **that the Governing Body should report on compliance with the 2019 Code in the annual report and accounts for 2021/22;**
- **the agreed changes to compliance RAG ratings.**

13. Governor Training and Development

The Clerk presented her report on Governor training and development. The Clerk reported:

- the return to virtual governance meetings from November in response to Omicron had delayed plans to return to face to face CPD training, however access to online training and Eversheds webinars had provided other opportunities in the interim. It was noted that Eversheds webinars were recorded and shared and could be watched by governors for a short period;
- plans for the remainder of the academic year, including management training on Zoom and in College;
- plans for 2022/23 training activities which had been designed to address the lowest scores in the Board Skills and Experience Audit and also included EDI training which had been postponed from 2021/22. The Clerk highlighted that the Principal and Chief Executive had suggested the College invite representatives from Local Enterprise Partnerships and also AoC to attend a Board meeting in the autumn term.

The Committee noted the report.

Following a request the Clerk undertook to issue a reminder about the management accounts training the week of the event and to share the slides from the session if any slides were available.

Following a query, the Clerk reported that in addition to the newly appointed member, two members had not yet completed their Prevent training to date. The Committee noted that there had been some technical issues when the online unit, which was hosted by the Home Office, was first issued to members. Members noted that members were asked to complete Safeguarding and Prevent as part of their induction and then refresh this training biennially. Following discussion on the importance of all members completing Safeguarding and Prevent

training, the Committee agreed to explore introducing greater emphasis on this training by making completion during first six months of appointment and ongoing refreshers a condition of appointment.

The Committee agreed that the training by Tina Southworth, Designated Safeguarding & Prevent Lead, which had been delivered pre Covid was also very helpful. The Committee noted that the Board would receive the annual safeguarding report at its next meeting.

The Committee:

- reviewed the summary of recent governor training and development activities;
- considered initial governor training and development plans for 2022/23;

Action: To explore making completion of Safeguarding and Prevent training a formal condition of appointment.

To issue a reminder on Management Accounts Training and issue slides – if available.

14. Governance Meeting Dates and Locations 2022/23

The Clerk presented her report on Governance Meeting Dates and Locations 2022/23. The Clerk referred to the proposed changes to the usual meeting programme which were outlined in the report:

- the final Board meeting of the 2022/23 had been moved to June 2023 to ensure that the College's new strategic plan, which would be developed during 2022/23, could be formally launched with staff, and other stakeholders, before the end of the 2022/23 academic year;
- a governor/staff lunch has been added in each term;
- three Board strategy sessions had been provisionally included: October (afternoon), December (afternoon) and January (afternoon or evening). A draft timetable would be prepared for the development of the new strategic plan and the Board would decide at its July meeting which date/s would be most suitable to consider the plan as it develops. The other proposed dates could be used for the Board to review its new statutory duty on how well the education or training provided meets local needs or optional CPD/stakeholder engagement;
- a deep dive/training/workshop /chairs' network session has been added in each term as it had been suggested at the last deep dive workshop that it would be helpful to have dates in diaries at the start of the academic year
- the proposed date of 8th September 2022 for the Board's Equality, Diversity and Inclusion CPD training;
- learner walks with governors would be re-introduced during 2022/23.

The Committee discussed the report on Governance Meeting and Locations for 2022/23 and agreed the proposed dates.

Resolved: The Committee discussed meeting arrangements for Board and Committee meetings for 2022/23 and approved the governance meeting dates 2022/23 for recommendation to the Board.

15. Forward Work Programme

The Clerk presented her report on the Search and Governance Committee Forward Work Programme for 2022/23. She outlined the proposed changes for 2022/23:

- the final Search and Governance Committee of the academic year had been moved from June to May in 2023 to allow the Board meeting to take place earlier, in June;
- the review of the College's governing documents to move from June to September to allow the Clerk to prepare over the summer. For 2022 this will also allow the Clerk time to review if any changes were required as a result of the Skills and Post 16 Education Act 2022 and the Charities Act 2022;
- to introduce a Governance Self Assessment Report to be considered at the September meeting;

The Clerk reported that further additions might be required as the new AoC Code of Good Governance for English Colleges is adopted by the College.

The Committee approved the Search and Governance Committee Forward Work Programme 2022/23.

Resolved: The Committee approved the Search and Governance Committee Forward Work Programme 2022/23.

16. Board and Committee templates

The Clerk reported that her project to revise the Board and Committee report templates was ongoing but had been delayed due to other work priorities. The Clerk reported that she had started the research, including reviewing templates from a number of other colleges, and she would prepare some draft prototypes over the summer break.

17. Date of Next Meeting

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

The meeting ended at 7.45pm