

Preston College

Redacted and Abridged¹ Minutes of the Search and Governance Committee Meeting held on 3rd February 2022 via Zoom teleconferencing at 5pm

Present:

| | | |
|---------------|-------------------------------|---------------------------|
| Ms J Jones | Chair | |
| Mrs L Doswell | Principal and Chief Executive | |
| Mr J Boydell | | Until Minute 8 |
| Mrs L Mason | | Until the end of Minute 7 |
| Miss G Turner | | |

In attendance:

| | |
|---------------|---|
| Mrs C Rayner | Clerk to the Board |
| Ms R A Dalton | Application for independent governor vacancy (for Minute 5) |

1. Welcome and apologies

The Chair welcomed members to the meeting.

2. Declarations of Interest

No declarations of interest were noted.

3. Minutes of the previous meeting

The Committee agreed the minutes of the meeting held on 1st December 2021 as a correct record.

Resolved: The Committee agreed the minutes of the previous meeting held on 30th September 2021 as a correct record.

4. Matters arising

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

5. 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 Committee discussed and agreed the draft questions. The Committee discussed and noted the application and CV submitted by Ms Dalton 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.

Ms Dalton joined the meeting.

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

Ms Dalton left the meeting.

The Committee discussed the interview and also the Board's current skills and experience gaps. The Board discussed the importance of a diverse Board.

Following discussion, the Committee agreed to recommend to the Board the appointment of Ms Dalton to the Board for a term of four years and that Ms Dalton should join the Resources Committee.

The Committee discussed the current skills and experience gaps on the Board and agreed that the remaining vacancy should be filled with an applicant from an audit, risk, background or experience.

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

6. Board and Committee Membership

a) Board and Committee Membership – January 2022

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

The Principal and Chief Executive referred to a reference in the report on including local stakeholders, such the local authority, when developing succession plans in light of requirements for Local Skills Improvement Plans (LSIPs). She suggested that the search for new governors from local stakeholders was widened beyond the local authority.

The Clerk referred to a proposal outlined in her report that biannual chairs' meetings should be held with the Chair of the governing body, the Vice Chair of the governing body, committee chairs, the Principal and Chief Executive and the Clerk. The Clerk explained that the main purpose of the meetings would be for the Principal and Chief Executive to update chairs on key matters between meetings and for chairs to raise matters from their committees. She explained that in the longer term the meetings would assist with governor succession planning and governor appraisal. The Committee supported the proposal.

b) Board Attendance – 2021/22 to Date

The Committee noted the report on Board and committee attendance 2021/22 to date. The Committee discussed an attendance issue. Members noted that under the Instrument and Articles a member could not miss more than six months of meetings without the approval of the Board and also considered the governance implications of a sitting governor that had not yet attended any meetings. The Committee agreed the Clerk should contact the member regarding the possibility of a sabbatical until after the Easter holidays.

The Clerk suggested that during the next review of the Board's governing documents it would be helpful to include additional procedures regarding member absence.

Resolved: The Committee:

- **noted the Board and Committee Membership report;**
- **agreed to recommend to the Board that biannual chairs' meetings should take place.**

Actions: The Clerk to:

- **contact the member as agreed;**
- **to contact committee chairs regarding the suggestion to hold chairs meetings.**

Mrs Mason left the meeting.

7. Skills and Experience Audit

a) Collated Board Skills and Experience Audit

The Clerk presented her report on the Skills and Experience Audit. The Clerk referred members to the collated Skills and Experience Audit at Appendix A. She reported:

- the outcomes of the Skills and Experience Audit would inform the Board's training programme and succession planning;
- a summary of the background and experience of sitting governors;
- the top ten scoring responses;
- the bottom ten scoring responses;
- that all members, except the two new members and student governors, had completed the audit;
- on why she had not asked the two students governors to complete the audit;
- plans for CPD activities for governors and how these plans would be adapted to address the lower scoring areas in the skills and experience audit;
- all members had access to the Education Training Foundation's Governance Development Programme.

The Clerk highlighted that the Committee had agreed to appoint a member with an audit or risk background for the remaining Board vacancy. The Clerk highlighted that once the Committee had filled the outstanding vacancy the Committee could move towards proactive succession planning. She highlighted that the outcomes of the skills and experience audit indicated that the Committee should identify potential governors from Local Enterprise Partnerships, local government or from local business. The Clerk highlighted that traditionally the Board membership included a member connected to Preston Council, however this was not a constitutional requirement.

The Committee discussed the most appropriate format of training, making reference to the feedback from Board members at Appendix B, and agreed that a mixture of face to

face, webinars and distance learning was best practice. The Committee agreed that the format of training would depend on the subject matter, as some topics would work better as face to face training. The Committee agreed that the Board's Equality, Diversity and Inclusion training would be better as in person training in College.

Members also provided feedback that sessions held before Board or committee meetings where not always ideal for working governors and that alternative dates should be offered.

In response to a query, the Clerk confirmed that a small number of members were still to complete their Safeguarding and Prevent training and confirmed that she had issued reminders to these members.

Members suggested it was helpful to record training sessions where possible as members could then watch on another occasion if they could not attend. The Clerk undertook to explore this suggestion. Members noted that the decision whether or not to record a training session would depend on the subject matter and format of training, particularly as it was much easier to record webinar training.

Resolved: The Committee noted the Skills and Experience Audit and noted the actions in train.

Action: To explore the recording of Board training sessions where appropriate.

Mr Boydell left the meeting.

It was noted that the Committee was inquorate and all other items could be for discussion only.

8. Key Government Governance Reforms

The Clerk presented her report on Key Government Governance Reforms and referred members to the Department for Education's (DfE) Interim Governance Guidance at Appendix A. The Clerk explained that she had reviewed the guidance and provided an update in her report on the College's compliance to date and future plans and actions.

For the mandatory reports, the Clerk referred to:

- her proposal for the Committee and the Board to consider the timings of the external self assessment at the end of the academic year and the rationale for this, including the necessity to implement the actions from the last Board Effectiveness review and the internal audit of Corporate Governance in the first instance. The Clerk also highlighted that the market for these reviews by companies and individuals was still developing;
- the requirement for any person selected for appointment as head of governance/clerk to have a relevant qualification. The Clerk explained that whilst this requirement did not apply to those already in post, boards were encouraged to support governance professionals to obtain a relevant qualification. She reported that she held an Advanced Certificate in Corporate Governance from the Governance Institute and was also part qualified on the Governance Institute's Chartered Governance Qualifying Programme. She explained that she intended to continue her private study for the full chartered qualification however, due to ongoing ill health she did not plan to sit a further exam until the end of 2022;

- the requirement for boards to provide a summary in the annual report on activity undertaken over the year to develop governors/trustees and the head of governance/clerk. She reported that this had already been implemented in the annual report 2020/21 and would continue going forward.

The Clerk also referred to the additional optional reforms including;

- the DfE's development of a competency framework to support governors and governance professionals and the availability of the ETF governance Development Programme which all Preston College governors already had access to,
- plans to develop a Board recruitment policy/procedure document and a succession planning policy/procedure;
- plans for the DfE to refresh its guidance on recruitment process for college leaders;
- the DfE were liaising with the Charity Commission on streamlining the process for paying chairs in certain circumstances.

The Clerk also referred members to the Guidance on External Reviews at Appendix B. It was noted this would be considered further at the Committee's June meeting.

Members noted the report on Key Governance Guidance.

Action: The Clerk to ask the Committee to consider the proposals by written resolution if an additional meeting was not held before the next meeting in June.

9. Revised Association of Colleges Code of Good Governance

The Clerk presented her report on the revised Association of Colleges (AoC) Code of Good Governance. She reported:

- the Board had agreed, at its meeting on 9th December 2021, to adopt the revised Code;
- 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 consider reporting against compliance with the previous code for 2021/22; academic year whilst working towards compliance with the new Code for 2022/23;
- on plans for the Principal and Chief Executive, Executive Leadership Team and the Clerk conduct an initial review of the new Code and report back to the Committee with a proposal on timescales.

Members noted the report on the revised Code of Good Governance and plans for the Principal and Chief Executive, Executive Leadership Team and the Clerk conduct an initial review of the new Code and report back to the Committee with a proposal on timescales.

10. Internal Audit Plan 2021/22

The Clerk referred members to the Internal Audit Plan report and plans for internal audits from 2021/22 onwards. She referred to the request from the Audit Committee for all committees to review the Audit Needs Assessment (ANA) produced by Wylie and Bisset, the College's new auditors, and provide any feedback from the prospective of their Committee. Members noted that a Corporate Governance Audit had just been completed and agreed to contact the Clerk with any further sessions.

The Principal and Chief Executive suggested that the report be updated to include a list of internal audits completed in the last two years to assist committees with their review.

Members noted the Internal Audit Plan report and the ANA.

Action: The Clerk to include a list of previous internal audits in future reports.

11. Date of Next Meeting – 9th June 2022

Members noted that the date of the next meeting would be 9th June 2022. However, it was noted that if any further applications were received for the governor vacancy a meeting would be arranged on Zoom between meetings.