

Minutes of the Governance and Search committee virtual meeting GSC22.4 held on Tuesday 13 June 2023, Long Road Sixth Form College, Cambridge

Present: Gemma Long (GSC Chair), Yolanda Botham (Principal) and Ishan Cader

Clerk: Anne-Marie Diaper

Ref

GSC22.4.1 Apologies for absence

Gerry Bolton had sent his apologies for absence. The Clerk confirmed that the meeting was quorate.

GSC22.4.2 Declarations of Interest

None

GSC22.4.3 Minutes of the meeting GSC22.3 held on Tuesday 25 April 2023

With no suggested amendments, the minutes of the last meeting were agreed as a true and accurate record of the meeting.

GSC22.4.4 Matters arising from the minutes not covered elsewhere on the agenda

None

GSC22.4.5 Board composition and Governor vacancy review, including succession planning

Update on Governor vacancies. The Clerk presented her written paper setting out that the Corporation, following the one new Independent Governor appointment that occurred in May 2023, now had no remaining vacancies.

In the Autumn term of 2023/24 there would be one student Governor vacancy, and one vacancy (from 17 October 2023) for a teaching staff Governor. These elected offices would be filled in the usual manner.

The Clerk updated the meeting on the Governor applications on file. No further action was necessary at this point.

Committee membership. All Governors were now allocated to at least one committee, but there remained two vacancies on the Governance & Search committee, and one vacancy on the Finance & Resources committee. It was understood that the AC Chair was very happy that numbers had increased on that committee. Few Governors served on two committees, but Corporation members would be alerted to the numbers of vacancies and encouraged to join more than one, if possible. The GSC Chair would raise this at the July Board meeting.

GSC Chair

The Principal reminded the meeting about the academisation project which would be likely to change the whole context/narrative, quiet possibly by September 2024. The meeting touched on the possible governance structure of a MAT.

GSC22.4.6 Committee review of key policies

Policy for decision making in exceptional circumstances. This policy was due for periodic review. The Clerk had suggested in her written paper that since the Board and committees had other mechanisms for decision making outside of scheduled meetings, such as ad hoc meetings (online usually via MS Teams) and written resolutions, and the Instrument & Articles of Government had been updated to provide for decision making outside of formal Corporation meetings, rendering this procedure obsolete, she suggested that the committee may consider withdrawing the policy.

A Governor asked what the possible downside would be, if any, of leaving the policy in place. The committee discussed the possible scenarios for not being able to take a decision outside of scheduled Corporation meetings. The Clerk suggested that were it not possible to obtain a quorate decision on an important matter either in an additional meeting or by written resolution, then the 'policy for decision making in exceptional circumstances' allowed for an additional emergency mechanism for that, through the Chairs' Working Group.

The GSC agreed that tightening up the wording in the policy to allow for an emergency facility (Chairs' action) would be preferable at this time to withdrawing the policy. To do this the Standing Orders would need to be updated initially and then the policy amended to align with the Standing Orders.

Clerk

GSC22.4.7 Governor development update

No cover paper had been provided for this item. The Clerk spoke to the various items relating to this for which written papers had been provided.

Governor induction. This College induction would run in the autumn term maybe in a slightly different format (twilight short event, perhaps from 4pm) and other online sessions as appropriate. The Clerk would forward the Governor induction plan to a newly appointed Governor. Signposting was also useful for new Governors.

Clerk

The Clerk reminded the meeting about a forthcoming SFCA webinar that would give a useful update on key sector issues. The Clerk would send out joining instructions and a link to the recording after the event.

Clerk

Governor reviews. The report showed that 6 out of 8 scheduled Governor reviews had already occurred, paperwork was complete, and the Clerk would review/analyse their content in the summer for training needs. The remaining two Governors due their review had been sent the paperwork.

Governor visits. The written update showed that 4 successful Governor visits had occurred, but where visits hadn't occurred these would be rolled over to take place at the next available opportunity. The meeting discussed these. Visit reports were awaited.

GSC22.4.8 Governance

External review of governance. The papers included in the pack included:

- an overview paper, linking to the DfE guidance for external reviews, reminding the committee of the timeframe of the review and other particulars, updating the committee on discussions with potential reviewers, and asking the committee to consider asking the Board to approve the preferred reviewer.
- A high level project plan, setting out the timeframe and the steps of the review, and
- A proposal from the preferred reviewer, Stone King, specifying the approach, methodology, price of their offer, and details of the individuals who would lead the review, which could be shared with the Board.

There was discussion about the scope/depth of the review. The committee was reminded that the reviewer would be aware that the College had been aligning itself to the Code of Good Governance for English Colleges, since 2015, the elements of which were already embedded in the existing self-assessment processes.

The committee touched on the benefits of a questionnaire for all Board members, mentioned in the proposal from Stone King, which was an optional extra. The reviewer had suggested that a questionnaire would be a good option for the College due to the composition of the Board. This cost of would need to be clarified before the Board meeting.

Clerk

The College's financial regulations, the Clerk confirmed, already allowed the Finance Director to sign off the expenditure for this external review, without having to ask the Board to consider costs.

A Governor asked if the impending MAT project would affect the necessity to have the review carried out at this time. The committee agreed that the exercise of the external review would probably add value in any case, despite any impending strategic change at local level.

The committee was content to recommend that Stone King is appointed by the Board to carry out the external review of governance in 2023/24.

The GSC saw its role as taking the lead on the external review of governance for the Corporation, supporting the project plan to enable the review to stay on track, to ensure that the Board receives a resulting review report in December 2023.

Governance improvement plan (GIP) 2022/23. The committee reviewed the updated GIP and then went onto talk about the Corporation's year-end self-assessment of governance, which would need to be ready in the summer to be available for the external review of governance. The committee was satisfied that areas for improvement had been addressed within the 2022/23 GIP. The GSC, as well as the Standards

committee and the Finance & Resources committee, was keen also to consider *impact* as part of the self-assessment process. A Governor suggested approaching a small random group of Corporation members to feed back on their experience.

**GSC Chair/
Clerk**

GSC22.4.9 GSC Terms of Reference, meeting dates and business plan for 2023/24

The committee considered its ToR for 2023/24 as amended/updated by the Clerk. Once approved, the ToR would be included in the standing orders for Board approval.

For now the committee agreed to continue with 4 meetings during 2023/24 but acknowledged that the two summer term meetings may be combined into one, as appropriate.

With no further discussion, the GSC approved its ToR, meeting dates and business plan for 2023/24.

GSC22.4.10 Review risks

The GSC reviewed the one risk on the risk register (1.3, rated low) and agreed that the committee had already sufficiently taken this risk into account in its work throughout the year.

GSC22.4.11 Any other business

None.

GSC22.4.11 Date of next meeting (2023/24)

GSC23.1 Tuesday 18 October 2023, at 5pm.