

Minutes of the Governance, Search & Remuneration committee meeting GSRC19.4 held on Tuesday 23 June 2020
Long Road Sixth Form College, Cambridge

Present: Alison Miles (Chair), Anne Adamson, Yolanda Botham (Principal), Charlie Brown, Karen Everitt, and Ian Wilson

Clerk: Anne-Marie Diaper

Ref **Actions:**

GSRC19.4.1 Apologies for absence
None. *One Governor had some technological challenges which required leaving and re-joining the meeting on occasions throughout. Quoracy was not affected at any time.*

GSRC19.4.2 Declarations of Interest
None

GSRC19.4.3 Minutes of the meeting GSRC19.3 held on Tuesday 12 May 2020, and matters arising
With no suggested amendments, the committee agreed that the minutes of the meeting held on 12 May were a true and accurate record of the meeting.

GSRC19.4.4 Matters arising
The meeting briefly discussed the deferred items.
GSRC19.3.7. The committee had discussed the February 2020 Governors' annual training day at its last meeting. A Governor wished to put forward an idea for a possible theme for training at the next Governor training day scheduled for February 2021: "life after Covid-19/blended learning". The meeting acknowledged that there may be other possible opportunities for training on that topic for the whole Corporation before then. The committee would revisit the subject of the 2021 training day during the autumn.
GSRC19.3.5. In relation to the new Governor application form discussed at the last meeting, the Clerk confirmed that a simplified version of the form would soon be available for consideration.

Clerk

The Clerk notified the committee about a new resource relevant to FE governance, which was an online repository and 'shopfront' for signposting to guidance and good practice etc specifically designed for the sector. She would circulate a link to the committee.

Clerk

The Principal joined the meeting at 2.44pm.

The Clerk also advised the committee that the Vice Chair role description needed to be updated. Whilst it was not usually the case that this document would receive an annual update, the committee agreed that it could be reviewed/updated as part of the work on the Standing Orders this year.

Clerk

GSRC19.4.5 **Board composition and Governor vacancy review, including succession planning**

A range of interconnected matters on new appointments, re-appointments, committee membership (particularly Standards and Audit committee membership), skills and experience across the Corporation, and succession planning, were discussed by the committee. The committee noted the number of retirements/vacancies expected on the Standards committee with effect from the end of 2020/21. At the present time there were no vacancies on the Corporation, nor on the Standards committee. Audit committee carried one long term vacancy.

- Independent Governor, Paula Heaney, who was coming to the end of her current term of office in October 2020 had expressed an interest in extending her term for one year. **The committee would recommend this to the Board.**
- Independent Governor, Rikki Morgan-Tamosunas, who was presently a member of the Audit committee, had expressed an interest in becoming a member of the Standards committee. **The committee discussed, and agreed to make a recommendation to the Board that she be co-opted to the Standards committee for a handover period, with a view to her becoming a full member of that committee as soon as a vacancy arose (July 2021 or before).** Until then the committee wished to preserve the independence and maintain numbers of Independent Governors on the Audit committee.
- Parent Governor, Tony Humphrey, would be coming to the end of his 2-year term of office in July. In his recent Governor review, he had expressed an interest in joining the Corporation as an Independent Governor. **The committee discussed the range of valuable skills on offer, noted the date of the next expected vacancy, and agreed to make a recommendation to the Board for his appointment to take effect from the 2020/21 Autumn term.** Procedurally he would be asked to complete an application form.
- The role of Corporation Chair was expected to become vacant at the end of the next academic year. The committee briefly discussed the opportunities for filling the vacancy internally and the prospect of external recruitment, but advised no action be taken at this stage. A Vice Chair vacancy arising in the Autumn term could be seen as a development opportunity/part of succession planning, and would be made known to Independent Corporation members.

Membership of the Remuneration Committee (RC), would be a matter for further discussion at the start of 2020/21 once the committee set-up and standing orders had received Board approval.

GSRC19.4.6 **Evaluation of committee structure, governance review 2019/20 and forward look to 2020/21**

Ref**Actions:**

A range of prompts was offered for committee discussion including any committee re-configuration in addition to that already included in the agenda for discussion, type of meetings in 2020/21 (virtual, physical, or a combination), the governance improvement plan for 2019/20 and the governance self-assessment for the current year for committees and Corporation-wide. The committee proposed:

- To plan to continue to hold virtual Corporation/committee meetings for the first term of 2020/21, or a blended model (small group on site with the remainder joining meetings from home). Virtual meetings had been helpful in maintaining governance during lockdown.
- Not to recommend any further changes, other than that already proposed and discussed previously, to Corporation committee structure for 2020/21.
- Committees self-assess the effectiveness of governance for 2019/20 by setting out progress against the governance improvement plan for 2019/20, and producing individual committee annual reports. The Chair would pull together from these a Corporation-wide self-assessment for 2019/20 and a governance improvement plan for 2020/21. All of this could be carried out during the summer and the start of the autumn term.
- The ‘procedure for decision making in exceptional circumstances’ should be reviewed, updated to take account of new technology (no requirement for hard copies/wet signatures) simplified and its purpose broadened to matters other than purely financial decisions. The procedure could be used in conjunction with (as a preamble to) the template for written resolutions already drafted by the Clerk. The Clerk would take this forward, along with the Corporation Chair and Vice Chair (CB) ready for Board approval in July.

**Clerk/
Chair/
Vice Chair**

Board

GSRC19.4.7 Review draft Remuneration Committee (RC) terms of reference 2020/21

Earlier drafts of the Remuneration Committee Terms of Reference (ToR) had been reviewed by the Corporation Chair and committee Chair. Amendments were suggested to sections 2.3, 4.2 and 4.3 of version 2 of the ToR. Section 4.1 (on policies) would be removed from RC responsibility to remain with the GSC for 2020/21.

Subject to the amendments discussed, the committee was content for the RC ToR to go forward for Board approval as part of the standing orders.

Board

Should the Board approve the establishment of a separate Remuneration Committee, the membership could be agreed later – the committee discussed possible members.

Ref

Actions:

GSRC19.4.8 Review draft Governance & Search committee (GSC) Terms of Reference (ToR), Search committee rules, business plan and scheduled meeting dates for 2020/21

Taking into consideration the comments received from the Corporation Chair and committee Chair on version 2 of the ToR, the Clerk had circulated v3 for committee consideration. The Clerk had also circulated the 'Search committee rules for the nomination, appointment and re-appointment of Corporation members'. There was considerable overlap between the committee ToR, the Search committee 'rules', and the comprehensive 'Governor recruitment policy' approved by the Corporation in July 2018. On Clerk recommendation, the committee agreed the 'rules' should be subsumed into the Governor recruitment policy.

Clerk

To support succession planning, it was agreed to formalise the deputy committee Chair role for each committee, by adding in a line to all committees ToRs.

Clerk

Equality and Diversity responsibilities for the committee had somehow got lost in the process of amending the ToR and it was agreed to add in a line about this.

Clerk

The proposed meeting dates for 2020/21 and committee business plan were noted by the committee.

Subject to the amendments discussed, the committee was content for the GSC ToR to go forward for Board approval as part of the standing orders.

GSRC19.4.9 Date of next meeting.

2020/21. The next meeting of the GSC (GSC20.1) was scheduled for Tuesday 3 November 2020. Charlie Brown reminded the meeting that his term of office as Independent Governor at LRSFC would end before that date. The committee conveyed a heartfelt thanks to Charlie for his support and valuable contribution to the work of the committee during his time at LRSFC.

Signed

Date