

Minutes of the Governance, Search & Remuneration committee meeting GSRC19.2 held on Tuesday 21 January 2020
Long Road Sixth Form College, Cambridge

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

Clerk: Anne-Marie Diaper

Ref **Actions:**

GSRC19.2.1 Apologies for absence
 Apologies were received from Karen Everitt.

GSRC19.2.2 Declarations of Interest
 None

GSRC19.2.3 Request for any other business
 The committee discussed the scheduling of the annual meeting of the Remuneration Committee (Rem Com) meeting. It would be important to schedule the meeting at the right time but with national negotiations on pay still at an early stage, it would be unlikely that the Rem Com would need to meet imminently. The Corporation Chair and Clerk would continue to liaise on this and establish a meeting of the Rem Com as soon as it was possible to have a productive meeting.

The College annual Staff Pay Award for 2019/20 would be discussed at the next full Board meeting. **Board**

GSRC19.2.4 Minutes of the meeting GSRC19.1 held on Tuesday 12 November 2019
 The minutes of the meeting GSRC 19.1 were agreed as presented as a true and accurate record of the meeting.

GSRC19.2.5 Matters arising from the minutes not covered elsewhere on the agenda
19.1.7 Governor E&D statistics. The committee discussed the 2019/20 data collection exercise on Equality & Diversity, and confirmed that, for 2020/21, data around 'religion or belief' should be included in the data collected for Governors. **Clerk**

GSRC19.2.6 Board composition
 The committee considered the paper presented by the Clerk which covered the composition of the Corporation, the current position with vacancies (currently one) and the upcoming ends of terms of office. The Clerk had also included in the papers 3 new CVs from Governor applicants with financial/accountancy expertise, and another for a prospective candidate that had been considered previously by the committee whose CV had subsequently been held on file.

Actions agreed following significant detailed discussion:

Ref

Actions:

- A working group of existing Governors would be established to devise a sensible plan for filling significant upcoming vacancies in 2021. A range of approaches was discussed but a 6-9 month lead-in time would be required in order that vacancies may be filled in time.
- The committee advised that all 3 prospective candidates with financial expertise should be invited to interview. No action was to be taken on the remaining candidate who had previously applied.
- The committee asked the Clerk to develop an application form for prospective Governor candidates' future use. Whilst CVs were useful, it was agreed a more consistent and fair approach would help draw out additional useful information that CVs didn't. It would be more difficult to establish a person specification and the Role Description for Corporation Governors covered the required attributes somewhat.
- Independent Governor, Paula Heaney, had indicated her intention to step down as Corporation member at the end of the current academic year. She had expressed an interest in remaining on the Corporation as a co-opted member. The committee discussed the matter in full.

Clerk

Clerk

Clerk

The GSRC agreed to recommend Paula Heaney be re-appointed but as co-opted member on the Corporation to take effect at the start of the academic year 2020/21.

Board

- Independent Governor, Anne Adamson, was due to reach the end of her first term of office in July 2020. She had expressed an interest in re-appointment for a second term of office.

The committee agreed to recommend Anne Adamson be re-appointed for a further term at the March Board meeting.

Board

- Another Governor was approaching the end of his term of office and the Clerk prompted the committee to discuss. An approach was agreed, and the Clerk would make contact with the Governor.

Clerk

The committee was reminded that Charlie Brown would soon be coming to the end of his term at LRSFC. In March 2020, when Maria Ferguson would take over the role of Audit committee Chair, Charlie would also give up his Corporation Vice Chair role but remain an Audit committee member until the end of the academic year. The vacant role of Corporation Vice Chair would be made known to Corporation members.

Board

GSRC19.2.7 Governor training plan

The Clerk had provided an updated schedule of Governor training to take place throughout the academic year along with an updated agenda for the annual Governors' strategy/training day. She asked the committee to consider what if anything was missing from the updated schedule.

Small changes were made to the Governors' strategy day agenda.

Ref		Actions:
	<p>The GSRC Chair asked about training in ‘chairing skills’, and the Clerk reminded the meeting that this featured in both the SFCA suite of webinars and the AoC ETF training programme, for individual Governors who wished to take up this training. The Clerk would circulate the direct weblink on both the live and recorded SFCA sessions.</p> <p>The meeting briefly discussed the bespoke Audit committee training scheduled for 11 March, after which guidance on cross-Corporation risk assurance would be devised.</p> <p>On other training it was suggested that, apart from the annual strategy day, there might be an appetite for another session on ‘operational governance’. A Governor suggested using ‘organisational psychology’ in a future session.</p> <p>Another Governor suggested that training on the use of technology for meetings might be possible, and that the Clerk should liaise with the IT Department on what technical equipment (such as spider phone) was available.</p>	<p>Clerk</p> <p>Clerk</p>
GSRC19.2.8	<p>Governor visits plan update</p> <p>The Clerk reminded the committee that 4 Governor visits were due during the current year. At this point all visits were yet to be scheduled. It was likely that the Governance Assistant would focus on these in March, to take place between March and July 2020.</p>	
GSRC19.2.9	<p>Governor review & development scheme</p> <p>The Clerk reminded the committee that 11 Governor reviews were due to take place during the year. At this point all reviews were yet to be scheduled. Whilst the majority of reviews would be conducted between the Corporation Chair and the FRC Chair (Vice Chair), the Audit committee Chair (Vice Chair) also agreed to be involved. It was likely that the Governance Assistant would focus on these in March, to take place between March and July 2020.</p>	
GSRC19.2.10	<p>Compliance with Codes</p> <p>The Clerk advised that work had been done at the start of the academic year to assess the current position against the Code of Good Governance for English Colleges (CGGEC). Reporting now needed to be done on this to the committee along with a review of other codes and their relevance/suitability. This would be ready for the next meeting of the committee and would include a link to, or a copy of, a recent document comparing codes, published by the SFCA.</p>	
GSRC19.2.11	<p>New draft reporting template</p> <p>A new draft reporting template for committee and Board use had been drafted by the Clerk. It had been used by some committee Chairs for the recent Board meeting. Whilst some Governors had made positive comments about the new draft template, it was agreed to make reporting a topic for discussion at the Chairs’ Working Group on a date yet to be confirmed. The Corporation Chair had drafted an alternative template for consideration to encourage committee reporting to Board</p>	

Ref

Actions:

in the simplest way without overburdening committee Chairs with the overall driver being consistency, and to restrict the report to 3 headings:

- 1 discuss and make a decision
- 2 discuss if necessary and important
- 3 don't discuss unless you have some vital new insight.

Agendas and minutes could also be shared as part of reporting.

References to the strategic plan, development plan, risk register and any other publications could be added by the Clerk.

GSRC19.2.12 Governance improvement plan

The committee reviewed the updated governance improvement plan and agreed there was nothing featured in the plan which hadn't already been covered in the meeting under other agenda items. With no comments, the committee confirmed it was content with the update.

GSRC19.2.13 Any other business

None. The meeting closed at 6.28pm.

GSRC19.2.15 Date of next meeting

Tuesday 12 May 2020.

Signed

Date