

**Minutes of the Governance and Search committee meeting GSC20.3 held on Tuesday 11 May 2021
Long Road Sixth Form College, Cambridge**

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

In attendance: Tinashe Chitakasha (Governance Assistant)

Clerk: Anne-Marie Diaper

Ref **Actions:**

GSC20.3.1 Apologies for absence
None

GSC20.3.2 Declarations of Interest
Ian Wilson declared an interest in agenda item 5.

**GSC20.3.3 Minutes of Governance and Search committee (GSC) meetings
GSC20.2 Tuesday 19 January 2021 and GSC20.y Thursday 11 March
2021**
With no suggested amendments, the committee agreed that the minutes of the GSC20.2 and GSC20.y meetings were true and accurate records of those meetings.

**GSC20.3.4 Matters arising from the minutes not covered elsewhere on the
agenda**
The committee revisited a point that had been raised by the Clerk at the pre-meeting about evidencing Governor training and development, relevant to agenda item 7.

The committee agreed that delivering some training, for around 30 minutes at the start of a Board meeting, was effective. The committee was keen to support ways of further managing and encouraging training, and suggested that in addition to mandatory training, and pre-Board sessions, Governors suggested drop-in sessions be diarised in 2021-22 including recorded SFCA webinars, linked to information that could be filed on the Governor online portal.

Clerk

GSC20.2.5 Conflicts of Interest. The committee had previously discussed the Conflict Of Interest Policy. The committee noted that the current policy adopted by the Corporation was a standard policy based on an Eversheds Sutherland template, and adequate for current use. In view of recent discussions at the Board, the Corporation Chair had provided an alternative new model Conflict Of Interest policy for consideration, to cover wider matters such as loyalty, in addition to the usual material gain. The new draft specified various ways of handling these, and a more in-depth reference to the Charity Commission guidance on 'conflicts'.

The committee discussed the strengths and drawbacks of each policy, and deemed that further work would be of benefit before presenting a preferred model to the Corporation for approval. A Governor with legal expertise offered to review the new policy in greater detail before bringing back for further committee discussion at the start of the 2021-22 academic year. This would allow the summer to review the policies more fully.

GSC20.3.5 Board composition and Governor vacancy review, including succession planning

The Clerk prepared a paper on Board composition and succession planning. A range of interconnected matters on new appointments, re-appointments, committee membership, and succession planning, were discussed by the committee. At present there were no vacancies on the Corporation, however, the Clerk outlined when the vacancies were expected to arise. The committee noted the 3 Governor applications/CVs on hold.

The committee considered key roles and vacancies arising between July and December 2021.

Corporation Chair. The committee noted that the role of Corporation Chair would become a formal vacancy with effect from 7 July 2021, on the retirement of Chair, Ian Wilson. The opportunity had been advertised to Independent Corporation members.

Independent Governor, and Corporation Vice Chair, Tony Humphrey had expressed an interest in becoming Corporation Chair. The GSC were very positive about his offer, noting his excellent contribution to the work of the Audit committee and the Corporation as a whole since appointment.

Board

Ian Wilson expressed to the GSC a willingness to stay for a transition/handover period until December 2021. In addition, he had also communicated that he would be willing to remain on the Corporation for a short period longer, if necessary, beyond December 2021.

Standards committee Chair. The role of Standards committee Chair would become a vacancy with effect from October 2021.

Two Governors had originally expressed an interest in the role of Standards committee Chair but Jenny O'Hare had confirmed her interest; she was already a Standards committee member and had been contributing in a considerable way to the work of the committee. **The GSC were supportive of her ambition, and agreed to recommend her appointment as Standards committee Chair to the Corporation for approval, to take effect from 1 November 2021.**

Board

It was noted that Jenny was intending to remain as designated Safeguarding Governor as well as Standards Chair. To support a period

of transition, the GSC was grateful to note that John Godwood had offered to support Jenny up until Christmas 2021.

At this point Ian Wilson left the meeting to allow the GSC to discuss fully.

The committee discussed the benefits and drawbacks of an extended period of handover for the role of Corporation Chair. The GSC felt that, due to Tony Humphrey's experience as a Corporation member, a period of July to December 2021 was sufficient handover. However, the committee also noted that his current role as Audit committee (AC) Chair and Corporation Vice Chair would end, and with many Governors only recently appointed to the Corporation, particularly on the AC, succession planning for the AC Chair role would need to come back for further discussion once the Board had been consulted on the matter of his appointment as Corporation Chair.

The GSC agreed to recommend the appointment of Tony Humphrey as Corporation Chair to the Board for approval to take effect from 8 July 2021. Board

The GSC noted that one vacancy would arise at the end of the academic year on the retirement of Independent Governor, Colin Greenhalgh. 3 candidates' applications remained on file following interviews in February and March.

The GSC discussed and agreed that the appointment of Hugo Macey would go forward on committee recommendation for Board approval. Board

The remaining two applications would be held on file pending further discussions about skills and succession planning.

GSC Chair role. Independent Governor and GSC Chair, Alison Miles had verbally notified her departure from the Corporation in the pre-meeting, with a potential leaving date of December 2021, however, she expressed the will to remain as Governor for an additional 3 months to support a period of transition if necessary. It was agreed to add this matter for discussion to the next GSC agenda. Agenda

The committee noted that Independent Governor, Paula Heaney would come to the end of her term of office on 3 October 2021. The committee was reminded that a recently appointed Independent Governor was to succeed this Governor on the Standards committee in October 2021. The GSC Chair agreed to discuss the Governor's intentions further with her and report back at the next opportunity. GSC Chair

The GSC concluded that an emergency meeting was needed to discuss in further detail succession planning for:

The AC Chair role
The GSC Chair role
The Corporation Vice Chair (x2)

Clerk/
Agenda

GSC20.3.6 Governors R&D scheme update

The Clerk had prepared an update on the Governor Review and Development Scheme. The paper summarised the completed and partially completed Governor reviews. Only two Governor reviews were outstanding and these would be carried out before the end of the academic year.

The Clerk agreed to follow up for the Corporation Chair's overdue review, in liaison with the co-opted Governor.

Clerk

GSC20.3.7

Governance:

The Clerk had prepared a paper covering:

- (a) possible changes to the Code of Good Governance for English Colleges, currently (at the time of producing this paper) undergoing consultation
 - The Code required a more intensive approach to self-assessment and annual reports for committees, i.e. Audit and GSC
 - Environmental commitments, inclusion, safeguarding, and diversity were covered in greater detail.

It was agreed to do a review on the new code once published after the consultation had closed.

Clerk

- (b) information on likely elements of governance proposed in the FE white paper
 - Aspirational as well as 'must do's' in the paper were highlighted in regards to external governance reviews and annual self-assessments
 - Further clarity was required on skills and the competency framework
 - Transparency on the goals of the FE White Paper (Post 16 education and skills bill) currently making its way through parliament.
- (c) The GSC Chair and Corporation Chair had prepared a proposal for the 2020-21 governance self-assessment. The Corporation Chair produced a single document outlining the new processes to be reviewed by the committee, bringing together the committee annual reports and governance SARs, thereby avoiding duplication and standardising the format.

Committees would continue to self-assess against 5 key areas and then evaluate strengths and areas of improvement over the forthcoming year.

The Committee agreed to present the proposal to the Board for consideration/approval.

Board

GSC20.3.8

Governance improvement plan (GIP) update 2020-21

The Clerk presented the GIP, drawing attention to the 2nd bullet point in section 6 the intended purpose of which had initially been to produce a document that highlighted the relevant regulatory framework. Due to a change in AC Chair, the AC no longer viewed this deliverable as necessary. The GSC had no objections and supported the decision made by the Audit committee to delete the action.

The Principal led a discussion about new ways of working effectively including remotely and minus paper in the wake of the pandemic. Meetings had been effective and attendance excellent.

Some key points included:

- Managing Governor expectations and IT constraints
- The need for laptops and equipment to facilitate meetings
- Managing IT and Data Security
- Consideration of a mixed model, implementing online and physical meeting

The committee concluded it best to set discuss the topic further at the next GSC meeting and produce recommendations to be ready for the July Board.

**Clerk/
Board**

GSC20.3.9 Review committee Terms of Reference, business plan, and scheduled meeting dates 2021-22

The GSC considered the committee draft Terms of Reference, meeting dates and business plan for 2021-22 that had been prepared by the Clerk. **No amendments were suggested and the committee agreed to recommend these for Board approval.**

Board

GSC20.3.10 Risk moment

The meeting briefly considered two risks regarding Governor recruitment, one rated low and the other medium. GSC agreed that these risks were correctly categorised and that a proactive approach had been taken to mitigating the risks.

GSC20.3.11 Any other business

Due to a significant number of long-serving Governors leaving the Corporation at the end of the calendar year, GSC agreed to consider a Christmas event and gift-giving to show appreciation to the departing Governors.

Clerk

GSC20.3.12 Date of next meeting

GSC20.4 subsequently confirmed for Wednesday 23 June 2021 at 1.30pm