

**Minutes of the Governance and Search committee meeting GSC21.1 held on Tuesday 2 November 2021, Long Road Sixth Form College, Cambridge**

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

Clerk: Anne-Marie Diaper

**Ref** **Actions:**

**GSC21.1.1 Apologies for absence**  
None

**GSC21.1.2 Declarations of Interest**  
None

**GSC21.1.3 Request for any other business**  
None

**GSC21.1.4 Minutes of the meeting GSC20.4 held on Wednesday 23 June 2020**  
With no amendments, the minutes of the GSC20.4 meeting were agreed by the committee as a true and accurate record of the meeting.

**GSC21.1.5 Matters arising from the minutes not covered elsewhere on the agenda**  
The Corporation Chair wished to add the composition of the Strategic Future Working Group (SFWG) for discussion. This was reported under item 7.

**GSC21.1.6 Governor attendance for 2020/21**  
The Clerk had provided a spreadsheet and a summary paper showing detailed Governor attendance data for meetings held (all virtually) in 2020/21. Figures demonstrated a further improvement in overall attendance at 93% for both Board and committees, significantly higher than the national average. The committee discussed attendance at training sessions.

The Clerk advised that with effect from this year figures for attendance Board and Audit committee meetings would be reported in the annual financial statements.

**GSC21.1.7 Board composition and Governor vacancy review/succession planning**  
The Clerk presented her paper focussing on upcoming Governor vacancies and elections.

Upcoming Governor vacancies. The committee noted no current vacancies, but that it was possible that 4 Independent Governor vacancies would arise in the new year. The committee reviewed the numbers on committees noting which committees would need to be prioritised for new members. Audit committee was to be prioritised for new members with two vacancies currently.

Whilst the GSC currently carried no vacancies numbers were expected to deplete come 2022. The committee discussed different options including changing the governance model but deemed that fewer committees can mean far longer Board meetings and possibly less close scrutiny.

The GSC noted that the Remuneration Committee (Rem Com) membership would need to be reviewed on the changes across the Corporation and on the loss of a couple of key Governors. A Governor informed the committee that national negotiations on pay might be concluded by Christmas when the Rem Com could meet to discuss SPH and Clerk remuneration. Committee members agreed it would be preferable to have some continuity of membership.

The Corporation Chair would join the Rem Com.

Standards committee had a full complement of members.

For the time being the FRC membership seemed fairly stable.

The committee reviewed the results of the skills audit carried out and discussed the subjective nature of it. A more nuanced approach was needed and could positively impact on recruitment and E&D. The Clerk was taking a targeted approach through local businesses and communities. Whilst the College didn't rely on the professional expertise Governors bring, it is helpful to have those skills on the Board. The meeting agreed that as important as technical skills are, the personal qualities of Governors willing or able to apply their attributes to their roles was very valuable.

A non-GSC Governor was in the process of sharing the details of a possible contact with the Clerk, and the Principal had recently forwarded an enquiry to the Clerk. The Clerk was following up on these. The Clerk was also pursuing publicising LRSFC vacancies across the whole biomedical campus (possibly reaching up to 10,000 people).

Elections. The Clerk alerted the committee to the progress with the student election and informed the committee of a support staff Governor vacancy.

From item 5. The Corporation Chair had requested an addition to the agenda. He was pleased with the composition of the Strategic Future Working Group which has a good mix of experienced Governors and recently appointed Governors. The SFWG would report to the Board at the training day in February.

Whilst Independent Governors Ian Wilson and John Godwood would be stepping down from the Corporation at Christmas having both served over 8 years each, he proposed that they remain as co-opted members from January 2022 until at least the Spring and for Ian Wilson possibly until the end of the 2021/22 academic year.

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Appointing those Governors at the December Board as co-opted members would allow recruitment to go ahead and would help to avoid temporary shortages of Corporation members. **The committee agreed to make that recommendation at the next Board meeting.**

**Board****GSC21.1.8 Governor skills audit and training questionnaire, and Governor R&D scheme output 2020/21**

The Clerk had provided a written paper focussing on the data gleaned from Governors' training needs forms recently completed. This paper was retrospective.

The committee discussed the impact of working remotely on attendance at training courses, and if it was possible to tell if Governors had included all training courses attended in the course of their daily life at this section of the questionnaire. It was agreed to add a few words to the next reiteration of the form to encourage Governors to add any relevant training carried out at work or otherwise. Governors remained keen to have short training sessions dovetailing with Board meetings.

The committee discussed the co-benefits of having staff Governors present at training events. Governor review meetings were also a good opportunity to reinforce the Governor role and the benefit of training.

**GSC21.1.9 Governor training plan 2021/22 including Governor annual training day/events**

The paper under this item included some analysis from the recent training questionnaires for the benefit of deciding what training was needed for the current year, Governor induction, training available through the SFCA (webinars) and AoC Governance Development sessions, and valuable College visits (under agenda item 11). GSC members commented on the presentation of the graphs that had been enabled from MS Forms.

It was no surprise to the GSC that the Strategic Character of the College and Curriculum and Quality had been identified by Board members as priority for training this year. In some ways they were not separate items.

The GSC agreed that the training day in February would be a useful opportunity for the SFWG members to lead some output sessions, present its work, and with brainstorming sessions bring all members up to speed on strategy focussing on curriculum.

As far as training at the start of Board meetings, the GSC hoped it was possible to do a session on Cyber Security before the December meeting and a session on Climate Change and Sustainable Development session at the March Board. The committee would discuss possible topics for training at the May and July Board meetings in January 2022.

Governors R&D Scheme. A spreadsheet update had been provided to the committee. The committee noted that good progress had been

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made during the year. 7 reviews had been completed virtually/online. Those Governors who had experienced reviews felt the process had gone well.

9 reviews would be due during 2021/22 to be led by the Corporation Chair and Vice Chair prompted and supported by the Clerk.

**GSC21.1.10 Annual report of the GSC committee 2020/21**

A committee self-assessment of effectiveness and report for 2020/21 was presented to the committee for consideration.

The Chair had produced the annual report using the minutes of meetings as a reference. The committee highlighted a couple of minor points that needed updating. A member found the draft report easy to read and user friendly. The report, using the redesigned form, reflected the large amount of work covered by the committee. It was agreed to further strengthen Equality, Diversity & Inclusion (EDI), and the absolute imperative to diversify the Corporation with affirmative action, particularly linked to knowledge, skills and culture, as well as race, gender etc.

The other area suggested for further emphasis and development was Sustainability.

Both EDI and Sustainability were elements driven by the new AoC Code of Good Governance and were points for the 'development' column.

**Subject to the amendments discussed, the committee approved the GSC annual report for 2020/21**

**GSC21.1.11 Governor visits protocol/policy and annual report for 2020/21 and visits plan for 2021/22**

Minor changes had been made to the Governor visits protocol. This was for Board approval.

It had been difficult to embed visits in remote working, but the committee felt visits supported Governor development, in addition to induction and other training.

The GSC discussed opportunities for visits that required coordination and pre-planning. The committee asked if it were possible to visit some teaching departments as well as support departments this year, dependent upon Covid, to raise the profile of Governors and give more information to staff on what Governors do. The Corporation Chair and Clerk would be attending a staff meeting shortly.

It was agreed to update the visit schedule and approach Governors, making visits part of the role. The structure of departments needed to be updated to reflect recent changes in College structure and it was agreed to list courses under the headings of the departments shown on the schedule.

Clerk

**Ref**

**The committee agreed to recommend the visits plan for 2021/22 subject to changes as above to the Board for approval**

**Actions:  
Board**

**GSC21.1.12 Review risks relevant to committee**

The Clerk reminded the committee of the risks owned by the committee set out in the College risk register. No changes had been made since the last meeting. The Risk Group was due to meet to discuss the risk register. There were two risks relevant to the GSC on the register.

Risk 1.3 remained rated 'low' but could be reviewed and raised to medium if Governor recruitment proved to be difficult. Risk 1.5 was rated 'medium' with two experienced Governors remaining for a short while longer on the Corporation as providing some mitigation.

The committee had a short discussion on the topic of external reviews of governance which was a current hot topic across the sector. This would need to be discussed further in year.

**GSC21.1.13 Any other business**

None

**GSC21.1.14 Date of next meeting**

*Tuesday 11 January 2021, 4.30 pm*