

**Minutes of the Governance and Search committee meeting GSC22.1 held on Tuesday 15 November 2022, Long Road Sixth Form College, Cambridge**

Present: Gemma Long (GSC Chair), Gerry Bolton, Yolanda Botham (Principal) and Karen Everitt

Clerk: Anne-Marie Diaper

**Ref**

**GSC22.1.1 Apologies for absence**

None.

**GSC22.1.2 Declarations of Interest**

None

**GSC22.1.3 Request for any other business**

None

**GSC22.1.4 Minutes of the meeting GSC21.4 held on Tuesday 7 June 2022**

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

**GSC22.1.5 Matters arising from the minutes not covered elsewhere on the agenda**

None

**GSC22.1.6 Governor attendance for 2021/22 and EDI data 2022**

The Clerk had provided a spreadsheet and a summary paper showing detailed Governor attendance data for meetings held in 2021/22. Attendance overall during the year was significantly lower, and had been affected by a small number of Governors whose attendance had been poor, but who no longer remained with the Corporation. The committee would continue to monitor attendance in year, especially since some meetings were starting to be held in person, in College. The committee briefly touched on part year attendance figures, noting the impact on the 80% benchmark target.

The committee discussed EDI data. The Clerk reminded the committee that this was a snapshot. The age profile had improved significantly since the last data collection. On ethnicity, whilst the Corporation profile seemed slightly more balanced, the committee acknowledged the difficulty in attracting BAME candidates and discussed various ways, including asking Corporation members to help with the search, across their own professional/personal networks.

**GSC22.1.7 Board composition and Governor vacancy review, including succession planning**

The Clerk spoke to her written paper which gave an overview of the Board composition and current committee membership.

Governor vacancies/upcoming vacancies and elections update. She outlined that the last time the committee had met that there were 5 vacancies but at this time only two Independent Governor vacancies

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remained. Since the committee had last met, one Independent Governor had been recruited, and two elected offices had been filled (those of Parent Governor and Student Governor).

The skills audit had been completed, and whilst a little subjective, this data would help when recruiting. The Clerk/Principal informed the committee that a new application was imminent.

Governor re-appointment. The Clerk reminded the committee of upcoming vacancies and prompted a discussion regarding the re-appointment of a valued Independent Governor, Jenny O'Hare, who was a member of the Standards committee and who was coming to the end of her first term of office. **The committee confirmed the wish to retain this Governor on the Corporation, and asked the Clerk to approach the Governor regarding her wish for a second term of office, with the intention of recommending her re-appointment at the Board meeting in December 2022.**

Clerk  
GSC Chair

Other key roles. Vice Chair roles were discussed. With one Vice Chair currently, one Vice Chair vacancy remained. This had been advertised and one Independent Governor had come forward for appointment by the deadline set by the Clerk. **The committee agreed to recommend Independent Governor, Hugo Macey, for appointment as Corporation Vice Chair at the December Board meeting.**

GSC Chair

*The Principal joined the meeting at this point.*

The committee discussed the role of Corporation Chair. Independent Governors had been invited to apply for the substantive role, following the resignation of Tony Humphrey, and the appointment of Gerry Bolton as interim Corporation Chair. The Clerk advised the meeting that by the deadline set, only one nomination for the role of substantive Corporation Chair had been received.

*Gerry Bolton declared an interest in this agenda item.* The committee felt that there was no need for further detailed discussion.

**The committee agreed to recommend Independent Governor, Gerry Bolton, for appointment as substantive Corporation Chair at the December Board.**

GSC Chair

Committee membership. The committee reviewed the number of vacancies on each committee. The committee noted that due to the governance model adopted the Clerk advised that committee vacancies were likely to remain indefinitely. The Audit committee (AC) had been strengthened by the appointment of the Parent Governor, however vacancies remained on this committee. The Governance & Search committee (GSC) also carried vacancies and a further vacancy would arise on the GSC in March 2023. The FRC carried one vacancy only and the Standards committee (STC) was at full complement. The committee therefore agreed that any further recruitment ought to favour the GSC and AC.

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The Clerk also highlighted that two new members needed to be found for the Remuneration Committee (RC), and she asked the committee to consider possible new members from across the Corporation

*The Principal and the Clerk declared an interest in the discussion at this point*

The committee discussed the function and form of the RC (3 Independent members), the skills of various Corporation members and their suitability to become RC members, gender balance was also discussed.

**Independent Governor, Hugo Macey was already an RC member, and with his possible appointment as Vice Chair the committee agreed that he should be asked to Chair the RC. Corporation Chair, Gerry Bolton, agreed to become an RC member. Gemma Long, GSC Chair, also showed an interest in making up the membership on the RC. The Corporation Chair agreed to have follow up discussions to enable the above recommendations to be made at the Board meeting in December 2022.**

Corporation  
Chair

Committee deputy Chairs would be discussed later in the year.

Agenda

### GSC22.1.8 **Governor training 2022/23**

The GSC noted that the papers included the output from the Governor training questionnaires at the end of the summer and what Governors had identified was priority for their training needs during the current year.

The Principal commented that with a new College strategic plan, refreshed mission and values, training during the current year ought to explore local developments and challenges, understand the College's current position to include risks, the financial context, the impact of the ONS review, and other strategic factors. Additionally Governors should be encouraged to consider additional required training personal to their own development needs. The GSC Chair wished to think about how Governors might follow up proactively on their own training needs, and the meeting touched on the SFCA webinars and the AoC Governance Development Programme, and other options.

The meeting touched on the Governor review and development programme, with suggested reviews due in 2022/23, induction (new dates to be found at the start of the spring term). It was noted that some review paperwork and visit reports were missing, due to unexpected changes in Corporation membership, but the GSC noted that the meetings and visits had taken place. The committee agreed the College visits programme/plan (pages 1 and 2) for the current year as recommended in the report. **The GSC agreed to alert Governors to the opportunity of upcoming visits, at the December Board meeting, and the opportunity to benefit individual Governor development.**

GSC Chair/  
Board

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The skills audit showed that recent recruitment had strengthened skills across the Corporation and no further affirmative action needed to be taken other than seeking to fill the Independent Governor vacancies.

**GSC22.1.9**

**Governance, including external review planning, and committee annual report and SAR 2021/22**

Governance annual report/SAR. The Clerk had provided a partially completed committee annual report and SAR. She had mapped the GSC activity against the committee Terms of Reference (ToR), but she encouraged committee members to think about the self-assessment section of the report. All Governors across all committees were keen to keep the governance improvement plan for 2022/23 very focussed. Since there had been significant changes in Corporation membership, the GSC agreed that Governor induction and training would be priority for the current year in terms of governance development. The committee noted that resources were already available on the portal on induction and training. **The GSC Chair agreed to lead on further completing the SAR part of the report.**

**GSC Chair**

External reviews. The GSC was reminded that an external review of governance needed to be completed before the end of 2022/23. The committee discussed the possible impact on Governors and senior management. The GSC discussed the DfE guidance on external reviews and connection to the Code of Governance adopted, the possible tender or commissioning process for an external reviewer, and the possible scope and application of an external review. The committee would consider further if there were specific areas of governance for particular focus (such as Governor training and induction).

**The Clerk agreed to develop a draft specification and pull together a list of possible reviewers (companies/agencies) in readiness for the next meeting.**

**Clerk**

**GSC22.1.10**

**Committee review of key policies**

Governor visits policy. This policy, containing few minor amendments, shown as tracked changes, was considered by the committee. Visits had already been discussed and the GSC felt that the policy accurately reflected the purpose of visits to the College.

**The committee agreed to recommend the Governor visits policy for Board approval**

**Board**

**GSC22.1.11**

**Review relevant risks**

The committee discussed the paper prepared by the Clerk and discussed in depth the one risk currently on the College risk register relevant to the GSC (risk 1.3 on governor recruitment/skills). The committee had already discussed vacancies (in GSC22.1.6 and 7), and the impending application expected. **The GSC Chair agreed to highlight at Board the challenges of Governor recruitment, asking existing Board members to consider their own networks.**

**GSC Chair**

**Ref**

**GSC22.1.12**

**Date of next meeting**

*GSC22.2 Tuesday 10 January 2023, 5pm. The meeting closed at 6.56pm*