

**Minutes of the Governance and Search committee meeting GSC21.4 held on Tuesday 7 June 2022,
Long Road Sixth Form College, Cambridge**

Present: Gemma Long (GSC Chair), Gerry Bolton, Yolanda Botham (Principal), Tony Humphrey,
and Ian Wilson

Clerk: Anne-Marie Diaper

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GSC21.4.1 Apologies for absence
Apologies were received from Karen Everitt.

GSC21.4.2 Declarations of Interest
None.

GSC21.4.3 Minutes of the meeting GSC21.3 held on Tuesday 29 March 2022
With one small amendment to the top of page 2, the minutes of the GSC21.3 meeting were agreed by the committee as a true and accurate record of the meeting.

GSC21.4.4 Matters arising from the minutes not covered elsewhere on the agenda
GSC21.3.6. The committee noted that new Governor induction would take place on 30 September and 7 October 2022. These would take account of the feedback from the last inductions.

Clerk

GSC21.3.9. Further work would need to be done between the Corporation Chair, the Vice Chair, the GSC Chair and the Clerk on governance and the College's adoption of the Code of Good Governance for English Colleges, with the aim of benefitting governance self-assessment, and improvement planning, whilst also to prepare for an external review. A separate 'governance' brainstorming meeting would take place on Monday 20 June 2022.

A long standing member of the committee suggested that the GSC's role in governance self-assessment and planning and external governance reviews may be strengthened in the GSC ToR in future. Another Governor suggested that 4 meetings a year should be maintained for 2022/23. That Governor also mentioned the impending ONS review of Colleges, the outcome of which was unknown, but was a potential structural change to the sector which would be likely to have greater implications than purely 'accounting', new duties in relation to the Post 16 and Skills Act, and new duties for Ofsted on the horizon.

GSC21.4.5 Board composition and Governor vacancy review, including succession planning
The Clerk presented this written paper. She informed the committee of a recent Independent Governor resignation and commented that there were currently 2 vacancies on the Corporation. She reminded the committee that interviews were due to take place on 15 June 2022 for two candidates with a 'education' specialism.

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In July 2022 there would be 3 Independent Governor vacancies, and in the autumn term of 2022/23 vacancies for the elected offices of Parent Governor and a Student Governor would arise.

It was noted that the loss of Corporation members recently resulted in an 'HR' specialism deficit, and one vacancy on the FRC, although it was noted that the College did not rely on the professional specialism of each Governor, it was their wider knowledge, breadth of experience and application which was most valuable. The committee discussed the importance of this, also noting that the AC carried the greatest number of vacancies – the GSC discussed this briefly. The challenge of finding Governors with various specialisms was discussed by the committee and the Clerk shared some information on her processes and knowledge on this. Diversity was also a priority.

The Clerk advised that a possible new Independent Governor had put forward an enquiry, and an application was awaited.

GSC21.4.6 Instrument & Articles of Government 18th edition

The Clerk had advised that the advice from the sector specialist law firm on the updated annotated I&As (edition 18) had amounted to commentary only and very few amendments. The committee reviewed the suggested amendments shown by tracked changes. A Governor wished to query the apparent lack of reference to GDPR in the I&As; it was agreed to take the discussion off line on this (*subsequently the Clerk and the Governor concerned agreed that the references to GDPR were more relevant for and where included in the standing orders, and not something for the statutory instrument*).

With no further discussion the GSC would recommend adoption of the updated (18th edition) of the I&As.

GSC21.4.7 Governor visits plan update

The written update on Governor visits showed that of the 9 visits listed as priority, 6 had already occurred, and 3 visits were imminent. From the visits that had occurred 2 visit reports were awaited, and other visits reports received were provided for information. Feedback from Governors and staff from visits that had occurred had shown that they had been effective, valuable and positive.

At a prompt from the committee Chair the committee discussed the purpose and benefit of visits. Governors were not operationally coming to inspect or judge the effectiveness of a department or function. Whatever the purpose, it was important that both Governors and College staff were fully aware. The Governor visit policy was due for review in the autumn term.

Visits reports would be made available for reading on the Governor portal.

Clerk

GSC21.4.8 Governor review & development (R&D) scheme update

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The Clerk, referring to the paper, updated the committee on those reviews that had occurred. Some paperwork was awaited from those reviews that had been carried out.

One Governor who would shortly be leaving, whose review was overdue, confirmed that an exit interview would be helpful and relevant.

Clerk

GSC21.4.9 Governance

Governance improvement plan update. The committee noted the updates in the GIP starting at section 6. Some of the deliverables had already been discussed earlier in the meeting.

The Governors noted the EDI matter in Governor recruitment which was ongoing. The committee discussed possible ways of being more open when improving diversity and attracting candidates, including through student, parent and staff networks.

There was a short discussion about who might lead on drafting the governance SAR for 2021/22, with the earlier involvement of committees. Corporation Chair confirmed he felt responsible for drafting the governance SAR, with the support from GSC Chair, and Clerk. This would be picked up in the governance meeting on 20 June.

Corporation
Chair/Clerk

External governance review guidance. The Clerk advised that the amended guidance had been published, much improved from the earlier iteration. The purpose of a review was clearly set out, first external review would need to take place in 2022/23, a reviewer needed to be found, scope to be agreed, and the budget to be set aside, so that the Corporation and the College could best benefit from it. There were many interlocking issues relating to external reviews of governance that could be discussed on 20 June.

GSC21.4.10 Committee Terms of Reference (ToR), meeting dates and business plan for 2022/23

The committee noted that the ToR had included a reference to external reviews of governance discussed earlier in the meeting but that its role in leading on drafting the governance SAR each year and producing GIP could come through more clearly in the standing orders. The Clerk would update the ToR at that point (4.8, 4.9). The committee suggested a small amendment in 4.7 about adoption of codes.

Clerk

The amended version of the committee ToR would go forward for Board inclusion in the standing orders.

After a short discussion, the committee agreed to keep to the usual 4 meetings in 2022/23 with external reviews of governance added to the agenda at each meeting.

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GSC21.4.11 Review relevant risks

The committee discussed the two risks relevant to the committee shown on the College risk register (1.3 and 1.5) and were comfortable with the assurances and the current rating.

The committee reminded itself that the risk register was operational to the College. The committee discussed the various risks associated with an external governance review which could be considered more carefully and framed more clearly by the separate group to meet on 20 June.

GSC21.4.12 Date of next meeting (2022/23)

GSC22.1 Tuesday 18 October 2022, 5pm.