

Minutes of the Governance, Search & Remuneration committee meeting GSRC19.3 held on Tuesday 12 May 2020
Long Road Sixth Form College, Cambridge

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

Clerk: Anne-Marie Diaper

Ref	Actions:
GSRC19.3.1	Apologies for absence None. <i>One Governor could hear and be heard by all other parties throughout, but who was for part of the meeting not on camera, and there were temporary sound challenges with one Governor.</i>
GSRC19.3.2	Declarations of Interest None.
GSRC19.3.3	Minutes of the meeting GSRC19.2. held on Tuesday 21 January 2020, and matters arising With one small amendment, the minutes of the meeting GSRC 19.2 were agreed as presented as a true and accurate record of the meeting. <u>GSRC19.2.3.</u> As national salary negotiations were progressing and there was an update to the Board meeting scheduled for 19 May, the committee recommended that a meeting of the Remuneration Committee should occur shortly afterwards.
GSRC19.3.4	Board composition and Governor vacancy review, including succession planning The Clerk presented the paper, pausing when the committee wished to discuss the various points. The following matters were noted: <ul style="list-style-type: none">• Governor interviews scheduled for 13 May had reduced from three candidates to two, with one interview being deferred until 22 May.• Independent Governor, Charlie Brown, would be leaving the Corporation at the end of his term in early 2020/21. The committee discussed a range of factors around filling the resulting vacancy, to include reviewing what if any skills may be lacking on the Corporation following the May interviews, also the various possible options and any actions to take during the summer. The committee would discuss again at its June meeting.• The Parent Governor was coming to the end of his term of office in the summer 2020. The Clerk would be following the standard process electing a new Parent Governor as soon as possible in early 2020/21.• Two 'curriculum' Governors would be leaving the Corporation at the end of their terms of office in late 2020/21 and early 2021/22. Initial approaches to possible suitable candidates had not proved fruitful. The Clerk would be following the usual mechanisms for trawling widely but it was agreed to add this as an agenda item for

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	<p>discussion at the Chairs' Working Group with possible wider membership as appropriate.</p> <ul style="list-style-type: none"> • The Corporation Chair would come to the end of his second term of office in July 2021. Some early thinking had been carried out on possible options for a successor. It was agreed to return to this discussion later, to take account of governing body membership and skills. • A student Governor would reach the end of his term of office at the end of the current academic year, creating a vacancy to be filled from new intake in early 2020/21.
GSRC19.3.5	<p>New Corporation member application form/refresh of existing data</p> <p>The Clerk had drafted an application form for committee consideration. The meeting discussed the various positives and negatives of the example put forward, and some amendments were proposed. In particular all agreed that it was not desirable to create an onerous or off-putting process. A Governor suggested that the form could best be designed to draw out information on what motivates candidates to apply to become a Governor.</p> <p>The Clerk proposed a second use of the form. She wished to obtain the committee's thoughts on refreshing Corporation member data held in the Clerk's office. The committee agreed summer was a good time to collect/refresh data and Part 1 of the form could be used for this purpose. Governors had already completed a privacy notice but this could be sent out again as part of data collection.</p>
GSRC19.3.6	<p>Governors R&D scheme update</p> <p>The Clerk presented papers setting out the progress to date with Governor reviews due during 2019/20. The committee noted that some progress had been made since the last report, however, during College lock down the Clerk reported it was proving a challenge to establish members' diary slots for reviews to take place. It was agreed that appraisees and appraisers could be put in direct contact to find diary dates/times to suit themselves, with the Clerk's providing the paperwork before the review meetings. The Clerk would contact the relevant Governor for this purpose.</p> <p style="text-align: right;">Clerk</p>
GSRC19.3.7	<p>Feedback on Governors annual training day February 2020</p> <p>The Clerk had provided a paper showing an analysis of Governor feedback on the February 2020 strategy/training day. Comments suggested a progressive approach, and a wide range of knowledge in the governing body. The committee agreed there were some key points to be addressed for the next training event including:</p> <ul style="list-style-type: none"> • Possibility of a virtual event should be factored in as part of planning for the February 2021 event. External venues for the event in 2021 would be considered and booked later when restrictions on movement were eased due to social distancing measures. There were many advantages to virtual meetings, when time and cost of travel was factored in, but it was not desirable to continue to conduct all meetings by VC which have limited social benefit and

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	<p>which would probably suit more established members than new ones.</p> <ul style="list-style-type: none"> • A day and a further half day as follow up had been suggested by a number of Governors.
GSRC19.3.8	Evaluation of committee structure 2019/20, considerations from the Clerk <p>The Clerk had produced a paper proposing a change in committee structure for 2020/21. The Clerk recommended that the ‘Governance, Search and Remuneration committee’ be split at the end of the current year with a separate ‘Remuneration committee’ (Rem Com). The paper set out the rationale for this, and the committee agreed the change made sense. The Clerk would draft new Terms of Reference for the new Rem Com for Corporation consideration in the summer.</p>
	Clerk
	<p>Along with the annual reports from all committees and the governance annual self-assessment of effectiveness (SAR), the Clerk had suggested some additional questions to support a process of further evaluation of committee function. Whilst it was in no way intended to add further burden on committee Chairs nor the Clerk, Governors felt it important to keep committee effectiveness under review, not least to recognise the balancing act between decisions being made at committees vs full Corporation. The discussion touched on the relationship and interaction between the Audit committee with other committees, in the context of effectively tying together the delegated responsibility in risk assurance.</p>
	Corporation Chair/Clerk
	<p>The committee suggested the questions drafted by the Clerk could be used as part of the governance SAR taken forward in the summer.</p>
	Corporation Chair/Clerk
	<p>The Chair asked if anybody present wished to raise for discussion any of the agenda items that had been deferred, due to lockdown. The Clerk reminded the meeting that the risk register usually taken to the committee included one risk assigned to GSRC which the committee agreed was not of any heightened concern at the present time. Vacancies on the Corporation were minimal (one vacancy) and prospective Governor candidate interviews were imminent.</p>
GSRC19.3.9	Date of next meeting <p>The committee commented that despite reservations, and some technological challenges, virtual meetings were proving to be effective. The committee confirmed adding an additional meeting to the Corporation schedule for the GSRC, on Tuesday 23 June 2020, at 2.30pm. The meeting closed at 5pm.</p>

Signed

Date