

Minutes of the Governance and Search committee virtual meeting GSC23.1 held on Thursday 23 November 2023, Long Road Sixth Form College, Cambridge

Present: Gemma Long (GSC Chair), Yolanda Botham (Principal) and Ishan Cader

Clerk: Anne-Marie Diaper

Ref

GSC23.1.1 Apologies for absence
Gerry Bolton had sent his apologies for absence. The Clerk confirmed that the meeting was quorate.

GSC23.1.2 Declarations of Interest
None

GSC23.1.3 Request for any other business
None

GSC23.1.4 Minutes of the meeting GSC22.4 held on Tuesday 13 June 2023
With no suggested amendments, the minutes of the last meeting were agreed as a true and accurate record of the meeting.

GSC23.1.5 Matters arising from the minutes not covered elsewhere on the agenda
GSC22.4.6. The meeting noted that there had been no decision at the last meeting on the review of the Policy for decision making in exceptional circumstances. The provision for written resolutions included in the I&As now ensured that Corporation decisions could be made outside of formal meetings. Chair's action was something written into the policy that appeared to be superseded by written resolutions. Robust and informed decisions had been made both at Board and committee level by this method where no formal meetings had been scheduled to take place.

It was agreed that this policy would be brought back for further discussion at a later meeting.

Clerk

The Clerk wished to raise two other matters for the committee to note at this stage, that had not been included on the agenda:

Code of Good Governance for English Colleges. The Clerk notified the committee that the AoC had now launched the new Code of Good Governance for English Colleges. The College had, back in 2015, adopted the earlier version of this code. The Clerk suggested that with the MAT/academisation project currently underway, it was probably not timely for the College to consider whether or not to adopt the new code. Colleges had been asked by the AoC to consider the code for adoption from 2024/25.

The code would be included on the agenda for the next meeting for information only.

Clerk

Ref

Code of Conduct for Corporation members. The Clerk advised the committee that an updated Code of Conduct was available for adoption. The revised code takes account of the ONS reclassification of Colleges and a few other recent policy changes. This would be brought to the next meeting for committee consideration for Board approval (23.3 March 2024).

Clerk

GSC23.1.6 Governor attendance data 2022/23 and EDI data 2023

Governor attendance data 2022/23. The Clerk had drafted a paper which was supported by an Excel spreadsheet containing Governor attendance data. Analysis showed that Governor attendance for last year was above the Corporation's own benchmark of 80%, and above the national average, at Board meetings. The committee noted where attendance figures had been affected by a small number of Governors.

The committee noted that Standards committee, despite having a larger number of members, had the lowest average attendance during 2022/23. The committee wished not to take any action on Governor attendance at this time.

EDI data. The committee noted the data, which in most categories was looking more positive than previously. The committee noted/discussed the profile relative to the student body, and that of Cambridge, particularly around ethnicity. EDI was something always considered during Governor recruitment.

GSC23.1.7 Board composition and Governor vacancy review, including succession planning

Update on Governor vacancies. The Clerk presented her written paper showing one current vacancy for an Independent Governor. The committee agreed that, with the MAT project underway, and with the healthy numbers of Corporation members, no recruitment action was necessary or desirable at the present time.

Governor re-appointment. The Clerk brought to the committee's attention that one Independent Corporation member, Gerry Bolton, was coming to the end of his first term of office in May 2024. The committee discussed this in full, suggesting that the Clerk ascertain if the Governor wished to serve for a second term. The GSC were very keen to retain this Governor/Corporation Chair, particularly for continuity purposes during a time of significant strategic change. Should the Governor wish to be re-appointed, the GSC would make this recommendation at the 23.3 March 2024 Board meeting.

Clerk

Board

Elected offices. The committee noted that there had been successful elections for a student Governor (every year during the first term), and a teaching staff Governor. The members discussed the numbers involved (both for candidates putting themselves forward for election, and those having voted) and strategies for increasing the numbers.

Other key roles. The Clerk reminded the GSC that due to changes in Corporation membership no committee had presently a formal deputy

Ref

Chair arrangement. The Clerk suggested that she prompt a discussion on the subject at each next committee meeting.

Clerk

The Clerk had listed a number of roles/cross cutting themes/subjects assurance/more indepth knowledge of the College. These were deemed useful roles for both Governors and the College but they would need to be defined a little more clearly along with reporting on the themes. The committee agreed that it was an area worthy of further exploration for the academisation project with the exception of employability/careers that might be more relevant for picking up sooner. These areas of interest, and other areas, may be useful to attract new members later, and useful for Governor visits. For academies some roles would perhaps be useful at LGB level, some at Trust Board level.

GSC23.1.8 Governor training

The Clerk spoke to her written paper setting out an analysis of 12 Governor training forms, and 10 responses to the skills audit. Governors discussed the data. The usual key areas came out as priority for training this year (strategy, curriculum), plus a larger number of Corporation members this year had identified Finance as a priority area. The report also identified the wide range of skills on the Corporation. The governance (committee) model in place at the College had been identified in the external governance review report as key to the way the Board operates and makes decisions.

The Clerk brought the committee's attention to the external training available (SFCA etc). Information on this had already been circulated to Corporation members at the start of the academic year. Governors noted that if they are unable to attend the live session, that the recorded sessions are available.

The Clerk updated on the AoC/ETF Governance Development programme that would move with effect from the end of December from FutureLearn to the ETF's own platform.

Governor reviews. The report showed that 7 reviews were carried out last year. 6 Governors were due for a review in 2023/24. The Clerk would be completing the paperwork and notifying those Corporation members.

Governor visits. The Clerk presented the usual rotation of departments due for a visit. The committee noted that all departments/areas were of equal importance. The GSC Chair agreed to make a mention at the Board encourage members to volunteer making a note of the cross-cutting themes discussed earlier.

The meeting agreed that there were some good governance matters identified by the paper that could be picked up as part of the transition to academy status, were that to go ahead.

GSC23.1.9 Governance

Ref

External review of governance. The committee noted the paper prepared by the Clerk, which provided an update on the external review of governance, occurring during this first term of the year. There had been a handful of 1:1 meetings between the reviewer and key Governors. All other Corporation members had been asked to contribute via a short questionnaire. The GSC Chair referred to her meeting with the reviewer; the reviewer had asked lots of questions on governance and processes, and they had been interested in the balance between the Board and committees. The resulting report from the review was expected imminently, once quality assured, by the firm providing the service, and the meeting with the reviewer was scheduled for 7 December. The GSC Chair commented that overall, the external review would have been useful for external assurance, and for development of governance going forward. The committee thanked the Clerk for helping the review keep to the project timeframe and for all the additional work brought by the review.

GSC23.1.10 Committee review of key policies

Governor visits policy. The Clerk advised that there were no material changes to the policy. The list of departments shown on page 3 had been reconfigured according to the new/updated College organisational chart.

The GSC Chair would recommend Board approval of the updated policy at the 23.2 December Board meeting, at the same time asking Governors to volunteer to undertake a visit.

Board

GSC23.1.11 Review risks

The GSC reviewed the one risk on the risk register (1.3, rated low). The committee had discussed vacancies (only one at the present time) and skills and were confident that there was sufficient assurance and discussion around this risk.

GSC23.1.12 Any other business

A Governor was keen to know when MAT draft governance structures would be discussed. The November additional Board meeting would be an opportunity to discuss the various levels of governance within the potential MAT and scrutinise key documents etc.

GSC23.1.11 Date of next meeting

GSC23.2 Tuesday 10 January 2023, at 5pm. The meeting closed at 6.30pm.