

Minutes of the Governance and Search committee meeting GSC21.3 held on Tuesday 29 March 2022, Long Road Sixth Form College, Cambridge

Present: Alison Miles (GSC Chair), Gerry Bolton (Corporation Vice Chair), Yolanda Botham (Principal), Karen Everitt, Tony Humphrey (Corporation Chair), Gemma Long and Ian Wilson

Clerk: Anne-Marie Diaper

Ref **Actions:**

GSC21.3.1 Apologies for absence
None. The GSC Chair welcomed newly appointed Independent Governor, Gemma Long to the committee, and Gerry Bolton who had also joined the committee.

GSC21.3.2 Declarations of Interest
None

GSC21.3.3 Minutes of the meeting GSC21.2 held on Tuesday 11 January 2022
With no amendments, the minutes of the GSC21.2 meeting were agreed by the committee as a true and accurate record of the meeting.

The GSC had met additionally on 9 March 2022, but the notes of that meeting were not considered formal minutes; they were however approved by the committee as succinct and accurate. Following that meeting the Corporation Chair had followed up with individual conversations with Governors. The Corporation Chair added that Hugo Macey was also a member of the Remuneration Committee in addition to his membership of the Audit committee. The Clerk agreed to add this point to the notes of that meeting.

Clerk

GSC21.3.4 Matters arising from the minutes not covered elsewhere on the agenda
None

GSC21.3.5 Board composition and Governor vacancy review, including succession planning
Upcoming vacancies: The GSC Chair handed over to the Clerk to lead this item. The Clerk reminded the committee that new Governor applications needed to be shortlisted. She highlighted that there was currently one Independent Governor vacancy, and a second would arise at the end of the academic year when an Independent Governor comes to the end of her term of office.

Review new applications. The committee reviewed in detail the skills, experience and skills of two candidates, both of whom were from a teaching background, and the various relevant matters (including any conflicts). **The committee agreed to meet both candidates and asked the Clerk to set up a panel to interview both during the summer term.**

Clerk

Ref

Actions:

The committee discussed a third applicant, one with whom had been in touch with the Clerk, and confirmed no further action was to be taken at the present time.

Committee membership. It was noted that Audit committee held the greatest number of vacancies, but the committee members remarked that the loss of a number of educational practitioners also raised the prospect of finding successor candidates with operational backgrounds in education a priority.

Other roles. The GSC noted the varying possible 'specialist' Governor roles, and deputy committee Chair roles, and discussed the timeframe by which the wider Corporation might be reminded of those opportunities. The committee agreed that deputy committee Chair roles useful for succession planning, and that Governors taking on the additional 'lens' of a particular area of interest (eg. EDI, SEND etc) could support the work of the College and provide additional assurance in those areas, despite no role being currently a statutory requirement. It was agreed to come back to the discussion at the earliest at the start of the next academic year.

Clerk

Karen Everitt joined the meeting at 5.40pm.

Gemma Long commented that governance was a particular interest for her and she would be willing to consider the role of GSC Chair to succeed Alison Miles who would be leaving the Corporation at Easter. According to the standing orders, decisions on appointment of committee Chairs remained with the Corporation. **This would go forward as a GSC recommendation at the May 2022 Board.** Gemma had already engaged with the AC Chair, and Ian Wilson also agreed to support Gemma's early days in the GSC Chair role by having an offline discussion.

Board

GL/IW

GSC21.3.6 **Governor & Governance Professional training and development update**

The paper on training focussed on upcoming training scheduled for 11 May and evaluation of the 9 February session, pre-Board sessions, Governor visits, induction of new Corporation members, and training available through SFCA and AoC for Corporation members and Clerks.

11 May strategy/training day. The day was likely to be divided into two, with a session on Sustainability and Climate Change and with a update and report from the Strategic Future Working Group (SFWG). The Principal, VP and College careers lead had recently attended an AoC event on Sustainability/Climate Change. The committee discussed action to be taken in advance of the 11 May event, including touching base with the guest speaker, and what targets and approach College might take following that session, to support the strategic plan, including the governance role in that.

The Clerk/Principal/Corporation Chair would touch base with the guest speaker in advance of the event.

Clerk

Governors commented that the guest speaker would probably have an idea how he would wish to run the session, but a Governor was particularly keen to learn about the College case studies as well as about the national imperative.

Tony Humphrey left the meeting at 6.05pm.

Governor visits update. The Clerk updated the committee on the progress of scheduling of Governor visits. A Governor commented on the range of activities possible as part of a visit. The Clerk pointed out that the visits policy/procedure is shared widely before visits occur, but more work could be done to more closely connect Governors with staff/Heads of Department.

Tony Humphrey returned to the meeting at 6.11pm.

Evaluation of recent training and induction. The Clerk outlined the positive feedback from the recent training/induction. Governors asked if the feedback was shared with the relevant staff in the College, which the Clerk confirmed was correct.

The meeting discussed the benefits of the College induction. Governors drew on their own experience, and the other opportunities for and benefits of further training in key subjects, with induction simply being an introduction to fundamental topics on which Governors would learn more during the course of their role. Governors would need to take personal responsibility for their own development/CPD. Mentoring/buddying had worked in the past. The Clerk would be doing more work on this, to include whether the Cintra module could be made available to Corporation members in developing training records.

Clerk

SFCA/AoC training modules. SFCA governance webinar modules continued to run and were communicated to Governors. The AoC Governance Development Programme (GDP), would be moving to a new platform and the Clerk advised that all Governors' College email addresses would be shared for this purpose.

GSC21.3.7 Governors R&D scheme update

The paper produced by the Clerk updated the committee on progress with Governor reviews. With one slight amendment, the committee agreed that the programme appeared to be running smoothly with reviews occurring according to the schedule.

GSC21.3.8 Committee review of key policies

Governor recruitment policy and procedure. The committee was presented with an updated version of the policy/procedure which contained minor self-explanatory amendments.

The committee was happy to recommend the updated policy for Board approval. Board approval.

Ref**Actions:****GSC21.3.9****Governance**

The Governance Improvement Plan (GIP) 2021/22 update. The committee had already received an update to the GIP at the March Board, but the Clerk had further updated some sections. There was no discussion on the GIP.

Corporation meeting format for 2022/23. The Clerk had included some prompts for committee consideration on meeting format, and attendance, for the next academic year, including options for the Corporation to consider. Committee Chairs had already been discussing the benefits of virtual vs physical and hybrid meetings. It was likely that committees would determine their own plan for the next year, with Board meetings returning to physical ones in College. The Clerk would ensure that each committee would discuss this during the summer term meetings before the schedule of meetings for 2022/23. Decisions may be likely to lead to purchase of kit to enable hybrid meetings.

Update on the review of the (AoC) Code of Good Governance for English Colleges, and Draft guidance on external reviews of governance.

The committee had a brief discussion on the benefits of the various codes and their link to the external reviews of governance and the guidance currently in draft. There was a brief discussion about the opportunity to feed into consultation on the draft guidance.

The Corporation Chair was keen to work with the Vice Chair, the GSC Chair and the Clerk to take the work forward on the College's adoption of the Code with the aim of benefitting governance self-assessment, and improvement planning, whilst also to prepare for an external review.

Clerk**GSC21.3.10****Risk moment**

The GSC Chair touched on the risks relevant to the committee. The committee agreed that those risks were fully covered in the work of the committee. The meeting touched on the requirement of external reviews that were not fully defined or resourced and so could be considered a risk, also robust training records, and the need to demonstrate the development of Corporation members.

A Governor commented that the measures discussed during the meeting (external reviews, Governor training, local skills needs) identified by the FE & Skills Bill aimed to strengthen governance.

GSC21.3.11**Any other business**

The Corporation Chair thanked Independent Governor, Alison Miles, for effectively steering the committee over the last few years, as this would be her last meeting. Alison agreed to share her personal email address with the incoming new GSC Chair.

GSC21.3.14**Date of next meeting**

GSC21.4 Tuesday 8 June 2022, 5pm. The meeting closed at 7pm.