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| Committee(s) Governance Committee of the Board of Governors of the City of London School for Girls Board of Governors of the City of London School for Girls | Dated: 2 March 2021 11 March 2021 |
| Subject: Annual Review of Terms of Reference | Public |
| Which outcomes in the City Corporation's Corporate Plan does this proposal aim to impact directly? | 3, 8 & 10 |
| Does this proposal require extra revenue and/or capital spending? | N |
| If so, how much? | N/A |
| What is the source of Funding? | N/A |
| Has this Funding Source been agreed with the Chamberlain's Department? | N/A |
| Report of: The Town Clerk | For Decision |
| Report author(s): Kerry Nicholls, Committee and Member Services Officer | |

Summary

This is the Board of Governor's Annual Review of its terms of reference and composition, where Governors are invited to recommend any changes to the Policy and Resources Committee and the Court of Common Council for consideration.

Focus for discussion is centred on the Board's composition.

Recommendation(s)

Members of the Governance Committee (for onward approval by the Board of Governors) are invited to:

- Agree, subject to any comments, the terms of reference of the Board (as set out in **Appendix 1**) for consideration by the Policy and Resources Committee and Court of Common Council;
- Consider whether the current frequency of meetings of the Board remains appropriate;
- Consider the current composition of the Board; and
- Delegate authority to the Town Clerk, in consultation with the Chairman and Deputy Chairman, to consider any further changes to the Terms of Reference for 2021/22.

Main Report

Background

1. Each Grand Committee of the Court of Common Council is invited to review its terms of reference annually and to provide any suggested amendments to the Policy and Resources Committee and Court of Common Council for approval at their respective March and April meetings.
2. Members are also invited to comment on the frequency of meetings of the Board, and to consider whether the Board could usefully be convened on more or fewer occasions during 2021/22.
3. In light of recommendations from both the Tomlinson and Lisvane (Governance) Review, this report sets out options for Governor consideration focussing on the Board's composition. Governors should note that any changes to the Board's Terms of Reference will need the approval of the Board, Policy and Resources Committee and then Court of Common Council.

Current Position

4. **Terms of Reference.** The Board's current terms of reference which set out its delegated powers and responsibilities from Court, are set out in **Appendix 1** for Governor consideration and remain unchanged from previous years.
5. **Frequency of Meetings.** The Board is scheduled to meet on four occasions during 2021 but has already met once on an exceptional basis (February 2021). Governors are invited to comment on whether they feel this frequency of meetings allows for proper consideration of business or whether the Board could meet more frequently or infrequently.
6. **Composition.** The following recommendation is quoted from the *Report of Inquiry into the funding of education by the City of London Corporation (Sir Mike Tomlinson)*

*"There needs to be further changes to the governance arrangements for schools, most notably in the case of the independent schools. There needs to be a common period of office across the Family of Schools and a limit placed on the total number of years any Member may serve on the one governing body. Members appointed to governing bodies should have the skills needed by the school, thus reducing the need to appoint so many independent governors. **The size of the governing bodies should be limited ideally to 12 members with a maximum of 15.**"*
7. Sir Mike Tomlinson also comments on the need for a common fixed term of appointment across the City's Family of Schools.
8. Governors may also wish to bear in mind the key recommendations from the [Governance Review](#) conducted by Lord Lisvane KCB DL. The key paragraphs involving the School are 459-472. The recommendations were as follows:

- *An independent Board of Governors, of 12 to 15 persons, with an appropriate mix of skills;*
 - *For Governors to be selected according to current best practice, following advertisement, with the process of selection involving both the current Chair and the Head;*
 - *For the Board to elect the Chair (who need not be a Member of the Court of Common Council);*
 - *For any retiring Chair not to remain on the Governing Body;*
 - *For Governors' terms of office to be of four years, renewable once, with no re-appointment for the four years then ensuing.*
9. For context, the Board of Governors of the City of London Freeman's School (CLFS) has already met to discuss its terms of reference. In summary, Governors of CLFS were supportive of a reduction in the Board's total membership, with a recommendation that the number of Common Councillor Governors be reduced to eight, with six co-optees (bearing in mind the need to maintain a Court of Common Council majority membership). In light of this, they also requested that the Board's quorum be reduced to four Governors, of which not more than one may be co-opted.
10. With this information in mind, Governors are invited to consider the Board's composition and agree any changes it wishes to make in this vein. Alternatively, the Board may choose not to make any changes this year and instead await the broader implementation of the other aspects of the City's Governance Review across the Corporation.
11. The draft terms of reference are provided within the appendix for your consideration. Additions are underlined and redactions are ~~struck-through~~.
12. The membership as listed on the appendix is correct as of July 2020. Any changes to membership in the last year will be picked up in the 2021 Court report.

Corporate & Strategic Implications

13. Members should consider the current scope of the Board's Terms of Reference, and bear in mind the impact of any proposed changes, particularly resource, legal and equalities implications.

Conclusion

14. Amendments to the Terms of Reference are put forward for the consideration by the Governance Committee and Board of Governors, for onward approval at Policy & Resources Committee and the Court of Common Council

Appendix 1 – Draft Terms of Reference of the Board of Governors of the City of London School for Girls 2021/22

Kerry Nicholls

Committee and Member Services Officer

E: Kerry.Nicholls@cityoflondon.gov.uk

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| RUSSELL, Mayor | RESOLVED: That the Court of Common Council holden in the Guildhall of the City of London on Thursday 16 th July 2020, doth hereby appoint the following Committee until the first meeting of the Court in April, 2021. |
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BOARD OF GOVERNORS OF THE CITY OF LONDON SCHOOL FOR GIRLS

1. **Constitution**

A Non-Ward Committee consisting of,

- up to two Aldermen nominated by the Court of Aldermen
- up to 12 Commoners elected by the Court of Common Council at least one of whom shall have fewer than five years' service on the Court at the time of their appointment
- the following ex-officio Members:-
 - the Chairman of the Board of Governors of City of London School
 - the Chairman of the Board of Governors of City of London Freeman's School
- up to six co-opted non-City of London Corporation Governors with experience relevant to the Board

The Chairman of the Board shall be elected from the City Corporation Members.

2. **Quorum**

The quorum consists of any five Common Council Governors.

Any decision taken by the Board of Governors shall require the agreement of a majority of Common Council Governors present at the meeting and voting.

3. **Membership (until July 2021)**

ALDERMEN

- 3 Emma Edhem
- 2 Prem Goyal, O.B.E., J.P.

COMMONERS

- 2 (2) Mary Durcan *for two years*
- 12 (4) Clare James, Deputy
- 3 (3) Dhruv Patel, O.B.E., *for three years*
- 3 (3) Peter Gordon Bennett *for three years*
- 2 (2) Mark Bostock *for three years*
- 7 (3) Nicholas Michael Bensted-Smith, J.P.
- 6 (2) Randall Keith Anderson
- 19 (2) Tom Hoffman, M.B.E., Deputy
- 19 (2) Sylvia Doreen Moys, M.B.E.
- 4 (1) Rehana Banu Ameer
- 2 (1) Shravan Jashvantrai Joshi
- 20 (1) Richard David Regan, O.B.E., Deputy

together with :-

Prof. Anna Abulafia
 Dr. Stephanie Ellington
 Soha Gawaly
 Mary Ireland
 Elizabeth Phillips
 Vacancy

together with the ex-officio Members referred to in paragraph 1 above.

4. **Terms of Reference**
To be responsible for:-

- (a) all School matters;
- (b) the management of the School land and buildings belonging to the City of London Corporation;
- (c) the appointment of the Head and, where appropriate, the deputies and the bursar.