

Committee(s)	Dated:
Board of Governors of the City of London School	24 February 2016
Subject: Governance Self-Review	Public
Report of: Town Clerk	For Decision
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Summary

This report provides the Board of Governors of the City of London School with a summary of the results and suggestions arising from the recent self-review of governance. Governors were asked to complete a governance self-review survey questionnaire during December 2015 to ensure that the Board was following best practice and exercising its oversight of the School effectively. The responses to the self-review have been summarised and are provided in Appendix 1 and the report sets out some options for Governors' consideration.

Recommendation(s)

The Board is asked to consider whether to make any changes to the current constitution and governance structure of the Board, in line with the responses and comments arising from the recent survey as set out in Appendix 1.

Main Report

Background

1. In June 2015, the Board of Governors agreed to undertake a review of governance at the School following a report of the Association of Governing Bodies of Independent Schools (AGBIS) representative. A Governance Working Party was appointed, to be led by Edward Lord and comprising the Chairman, Deputy Chairman, the Head and Senior Deputy Head, to review the current governance of the Board.
2. In December 2015, Governors were asked to anonymously complete a self-review form to assess the current governance structure of the Board. It was agreed that the Town Clerk would collate the results and present a summary of the responses to the Board. The responses are summarised in Appendix 1 and suggested changes to the constitution and governance structure of the Board are outlined below.

Current Position

3. The Board currently consists of up to 18 Governors: 1 Alderman, 10 Common Councilmen, 5 Co-opted individuals, and 2 Ex-Officio Members (Chairmen of the Board of Governors of the City of London Freeman's School and School for Girls).
4. The current constitution was agreed by the Board in January 2005 and then by the Policy and Resources Committee in June 2005, following a review of the governance of the City of London School carried out by the Association of Governing Bodies of Independent Schools (AGBIS) in June 2004. Prior to 2005, all three City of London School Boards of Governors consisted of 2 Aldermen, 12 Common Councilmen, 6 Co-opted individuals, and 2 Ex-Officio Members. The AGBIS review, however, concluded the following:-

The current membership of the Board is 12 Members of the Corporation (previously 16), together with two Aldermen. Six co-opted members are also allowed, on the recommendation of the Head and with approval by the Board. A Board of about 14 or 15 members should be about right for the School. Meetings are also attended by the Head, the Deputy Head and the Bursar, two or three representatives of the Town Clerk's office and – on occasion – representatives of the Personnel, Technical Services and Chamberlain's Department, the Chief Commoner and the chairmen of the other two City Schools. If all attended, there could be 30 present at a meeting. This is too large, even if several are just in attendance or as advisers.

5. The same conclusion was presented to the Boards of Governors of the City of London Freeman's School and the School for Girls during 2005 but Governors of these two Boards decided not to support a reduction in size.
6. The Board currently has a separate Bursary Committee and a Teachers Pay Panel. However, comments arising from the governance self-review suggested that the Board may also benefit from a Sub-Committee(s) to consider financial and property matters. This is a common practice amongst Boards of Governors of other Independent Schools. It should be noted, however, that it is difficult to compare the City of London School with any other institutions, aside from the City of London Freeman's School and School for Girls, due to its unique support from the City of London Corporation.

Options

Constitution

7. The options for amending the constitution of the Board are outlined below:-
 - a. To increase the number Governors to up to 19 by increasing the number of Co-opted individuals from 5 to 6.
 - b. To increase the number of Governors to up to 20 by increasing the number of Co-Opted individuals from 5 to 6 and the number of Aldermen from 1 to 2.

- c. To review the decision made by the Board in 2005 following the AGBIS review in 2004, with a view to returning to a Board comprising 22 Governors: 2 Aldermen, 12 Common Councilmen, 6 Co-opted individuals, and 2 Ex-Officio Members.
 - d. To maintain and make no changes to the current constitution of the Board, comprising 1 Alderman, 10 Common Councilmen, 5 Co-opted individuals, and 2 Ex-Officio Members, as agreed by the Board of Governors in January 2005 following the recommendation of the AGBIS review.
8. If Governors are minded to make any change to the constitution of the Board, then consideration should be given to option c as it would increase levels of relevant expertise, return to consistency with the current constitutions of the Boards of Governors of the City of London Freemen's School and School for Girls, and maintains the appropriate balance between City Corporation and Co-Opted Governors. Governors should note that any changes made to the constitution of the Board require subsequent approval from the Policy and Resources Committee and Court of Common Council.
9. Options a, b and c may require an increase in the quorum from 5 to 6 City Corporation Members to ensure there is not a majority of Co-opted individuals at any one meeting. Governors should also note that the Board's Terms of Reference also specifies that any decision taken shall require the agreement of a majority of Common Council Governors present at the meeting and voting.

Sub-Committee

10. The creation of a Finance, General Purposes and Estates Sub-Committee of the Board of Governors of the City of London School, comprising the Chairman, Deputy Chairman, and up to 4 other Governors appointed by the Board (one of whom must be a City Corporation Member), would enable Governors with relevant expertise to oversee the School's finances and facilities. This type of Sub-Committee would usually meet once a term in sufficient time to report to the next Board meeting regarding any matters that require agreement. The Sub-Committee could have power to agree action to be taken on arrears of fees and make recommendations for the Board's approval regarding the following matters:-
- the annual budget, including the level of tuition fees and other charges;
 - consideration of any proposals for major capital spending;
 - the review of any investments and reserves held by the School;
 - major premises developments;
 - compliance with health and safety requirements; and
 - any other finance issues which may arise.
11. Boards of Governors of Independent Schools may also wish to create Academic and Education Sub-Committees to consider important curricular and staffing issues, such as sabbatical leave requests and the review of policies relating to educational provision to ensure compliance with legal or good practice requirements. This type of Sub-Committee would also usually have to meet once

a term in sufficient time to report to the next Board meeting regarding any matters that require agreement.

Conclusion

12. This report provides details of the outcome of the governance self-review questionnaire that was completed by Governors during December 2015 and provides options for amendments to the constitution and governance structure of the Board if Governors see fit. Governors are now invited to note the responses in Appendix 1 and to consider whether to pursue any changes.

Appendices

- Appendix 1 – Responses to the Board of Governors of the City of London School Governance Self-Review

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BOARD OF GOVERNORS OF THE CITY OF LONDON SCHOOL
GOVERNANCE SELF-REVIEW

The Board of Governors sees the need to act as a team and to take collective responsibility for its decisions

A majority of the respondents agreed with this statement. Two respondents disagreed but no explanation or comments were provided.

The Board of Governors ensures that the structure of governance is capable of providing the quality of information needed to exercise effective oversight of the School

A majority of the respondents agreed with this statement. However, comments suggested that the Board is too remote to exercise effective oversight of the School. Governors suggested that this might improve with a small number of Sub-Committees to consider financial matters and matters relating to the School premises. One Governor added that Board Members should challenge Officers if they consider the information provided to them to be inadequate, as the oversight of the School was down to the Governors themselves not the structure of the Board.

Governors seek to attend the majority of meetings, they prepare effectively and contribute appropriately to discussion

All respondents agreed with this statement apart from one, who remained uncertain. Comments suggested that there were some notable absentees at some meetings.

Decisions are taken, recorded and actioned which properly reflect the consensus view of meetings

All respondents agreed with this statement although comments suggested that the role of the City of London Corporation and the ability for the Head to approve certain matters under her own delegated authority was sometimes opaque. One Governor added that more business outside the City Corporation's remit as a Local Authority should be considered during the Non-Public Agenda.

No significant decisions are taken outside of Governors' meetings without specific, delegated authority

A majority of the respondents agreed with this statement. However, comments suggested that some aspects of City Corporation governance remained confusing. One Governor would have liked more information regarding the appointment of the Bursar and another suggested that all decisions taken under the Head's delegated authority should be reported to the Board as each academic year progresses.

The Board of Governors has a mechanism to receive and evaluate information from the Head and senior staff

Respondents were split relatively evenly between agreeing, disagreeing or being uncertain about this statement. Comments suggested that the contents of Head's

reports should be revisited and that she is currently inhibited from talking about 'what matters' at the formal Board meetings.

The Board of Governors, the Head and the Bursar work well together

All respondents agreed with this statement apart from one, who remained uncertain as the Bursar was only recently appointed so this combination was yet to be fully tested. Another Governor added that recent Chairmen have worked well with the Head(s) but certain procedures have prevented problems being solved properly in the past.

The Board of Governors has a clear, written strategic vision for the School which has been developed jointly with the Head and senior staff and is reviewed at appropriate intervals

A majority of the respondents agreed with this statement. A Governor who remained uncertain commented that the strategic vision needs to be finalised succinctly.

The School's Development Plan supports the vision; it is sufficiently specific and is reviewed regularly

A majority of the respondents agreed with this statement and no one disagreed. Governors commented on the success and importance of the recent Governors' Away Day, with one adding that it should become a regular annual event.

The Board of Governors is able to review the Strategic Plan and to change direction if necessary

All respondents agreed with this statement apart from one, who remained uncertain as it was too soon to tell.

The Board of Governors has considered its composition, whether it has an appropriate range of specialist skill and whether the length of governors' terms of office is appropriate

Respondents were split relatively evenly between agreeing, disagreeing or being uncertain about this statement. Comments suggested that the skillset required and of term lengths for Co-Opted and City Corporation Governors could be audited or reviewed. One Governor added that the Co-Opted Governors bring valuable attributes to the work of the Board and that it is difficult to attract more Common Councilmen Governors due to the substantial number of Education links the City Corporation has.

All Governors are encouraged to be involved in succession planning

Some respondents agreed but a majority remained uncertain about this statement. Comments suggested that the idea of succession planning was a mystery to Co-Opted Governors. Another Governor suggested that it needs more thought in future to avoid the recent recruitment troubles.

The Board of Governors knows and understands the Objects of the School and its duties as 'trustees'

A majority of the respondents agreed with this statement and no one disagreed. A Governor who remained uncertain suggested that the Board might benefit from

a report of the Comptroller and City Solicitor outlining the role and duties of 'trustees'.

The Board of Governors acts reasonably and prudently in all matters and takes advice when necessary

All of the respondents agreed with this statement.

The Board of Governors has in place effective control systems and procedures for safeguarding the assets of the Charity

All of the respondents agreed with this statement apart from one, who remained uncertain because the role of the Development Office and the School as a Charity needed further thought.

Committees of the Board of Governors have terms of reference which clarify any delegated power and their purpose and operation are well understood

Respondents were split relatively evenly between agreeing, disagreeing or being uncertain about this statement. Comments noted that there are currently only two Sub-Committees of the Board, the Bursary and Reference Sub-Committees, and that Governors required further explanation about the Board's Terms of Reference.

The Board of Governors regularly reviews the Schools' performance and achieves a wise balance between supporting the Head and senior staff and holding them to account

A majority of the respondents agreed with this statement, however some thought that there was no such mechanism in place and that the Board was too far removed from the School's management team so a new balance needs to be sought.

The Board of Governors' understanding of regulation is sufficient to ensure effective oversight of management's compliance

A majority of the respondents agreed with this statement, although one disagreed and another remained uncertain.

The Board of Governors keeps abreast of educational developments and is strongly committed to supporting governor training

A majority of the respondents agreed with this statement. Comments from two Governors who disagreed suggested that not all Board Members attended enough training and development sessions and that educational development could be included more in Governor training.

Self-Assessment – Time

All respondents agreed that they are able to devote sufficient time to the work of the Board and able to attend meetings regularly. Respondents generally commented that they would like to find more time to attend a better proportion of important school events.

Self-Assessment – Meetings

All respondents agreed that they are adequately briefed before each meeting; have sufficient time to read the briefing papers; the business considered is appropriate for Governors; and meetings are well run and not too long. A majority of respondents agreed that the discussion at meetings is at the appropriate level with a sufficient focus on strategy and that outcomes are clear and actioned efficiently. One Governor added that this was not always the case. General comments regarding meetings included suggestions for an increase in the number of Board meetings throughout the year or an increase in length of the meetings to ensure that more time can be given to basic School functions.

Self-Assessment – Training

A majority of the respondents had attended a training event in the last two years but also agreed that there were gaps in their knowledge which needed to be filled. Respondents suggested that more training events could be offered during the year, providing the training is relevant. One Governor commented that a better understanding of the role of the Senior Management Team (SMT) would be beneficial.

Self-Assessment – Improvement

Respondents suggested that the Board could operate more effectively than it already does by a higher turnover of both City Corporation and Co-Opted Governors and the addition of more Sub-Committees to consider financial and property matters. One Governor noted that the Board operates as well as can be expected for a group of such willing volunteers.

One Governor also made a number of additional suggestions for ways in which Governors could become less removed from the day to day workings of the School, for the Board's consideration. These included:-

- Appointing a Governor as the Common Room representative occasionally at break time and make him/herself available to staff at break times on certain agreed bases;
- Appointing Governors to specific departments as a critical friend, attending classes once a term, including departmental meetings;
- Dividing the annual task of reviewing policies amongst Governors, working with the relevant staff member, to give awareness of up to date legal requirements;
- Providing opportunities for the Head to discuss openly and unrestrained by City Corporation presence, un-minuted if necessary, about the aspects of her work highest on her agenda.