



## Governance Committee of the Board of Governors of the City of London School

**Date:** THURSDAY, 24 FEBRUARY 2022

**Time:** 10.45 am

**Venue:** CITY OF LONDON SCHOOL, EC4V 3AL (ACCESSIBLE REMOTELY)

**Members:** Tim Levene (Chairman)                      Ian Seaton  
Deputy Keith Bottomley (Deputy                  David Woodgate  
Chairman)  
Dominic Christian, Lime Street

**Enquiries:** Jayne Moore  
Jayne.Moore@cityoflondon.gov.uk

### Accessing the virtual public meeting

**Members of the public can observe the public section of this meeting here:**

<https://youtu.be/0W5BKlxwREI>

A recording of the public meeting will be available via the above link following the end of the public meeting for up to one municipal year. Please note: Online meeting recordings do not constitute the formal minutes of the meeting; minutes are written and are available on the City of London Corporation's website. Recordings may be edited, at the discretion of the proper officer, to remove any inappropriate material.

**John Barradell**  
**Town Clerk and Chief Executive**

## **AGENDA**

1. **APOLOGIES**

2. **MEMBERS' DECLARATIONS IN RESPECT OF ITEMS ON THE AGENDA**

3. **MINUTES**

To approve the public minutes of the meeting of 17 November 2021.

**For Decision**  
(Pages 5 - 6)

4. **REVIEW OF TERMS OF REFERENCE OF BOARD OF GOVERNORS**

To review the Governing Board's proposed annual Terms of Reference.

**For Information**  
(Pages 7 - 14)

5. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

6. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**

7. **EXCLUSION OF THE PUBLIC**

**MOTION** - That under Section 100A(4) of the Local Government Act 1972, the public be excluded from the meeting for the following items of business on the grounds that they involve the likely disclosure of exempt information as defined in Part I of Schedule 12A of the Local Government Act.

**For Decision**

### **Non-Public**

8. **NON-PUBLIC MINUTES**

To approve the non-public minutes of the meeting of 17 November 2021.

**For Decision**  
(Pages 15 - 16)

9. **REVIEW OF BOARD GOVERNORS**

To review Governor terms of office

**For Information**  
(Pages 17 - 18)

10. **OUTSTANDING ACTIONS**

To receive the Committee's Outstanding Actions.

**For Information**  
(Pages 19 - 20)

11. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE  
(NON-PUBLIC)**

12. **ANY OTHER NON-PUBLIC BUSINESS THAT THE CHAIRMAN CONSIDERS  
URGENT**

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**GOVERNANCE COMMITTEE OF THE BOARD OF GOVERNORS OF THE CITY  
OF LONDON SCHOOL  
Wednesday, 17 November 2021**

Minutes of the meeting of the Governance Committee of the Board of Governors of the City of London School held at City of London School - Queen Victoria Street, EC4V 3AL on Wednesday, 17 November 2021 at 10.45 am

**Present**

**Members:**

Tim Levene (Chairman)  
Deputy Keith Bottomley (Deputy Chairman)  
Ian Seaton  
David Woodgate

**Officers:**

Alan Bird	- Head Teacher, City of London School
Mark Wardrop	- Senior Deputy Head, City of London School
Arnold Flanagan	- Bursar, City of London School
Jayne Moore	- Town Clerk's Department

**1. APOLOGIES**

There were no apologies.

**2. MEMBERS' DECLARATIONS UNDER THE CODE OF CONDUCT IN RESPECT OF ITEMS ON THE AGENDA**

David Woodgate made the following declarations:

- Chief Executive of the Independent Schools' Bursars Association
- Member of the Board of the Independent Schools Council

**3. TERMS OF REFERENCE**

The Committee received the Terms of Reference.

**4. MINUTES**

**RESOLVED**, that the public minutes and non-public summary of the meeting held on 25 February 2021 be approved as an accurate record.

**5. QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

There were no questions.

**6. ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**

There was no other business.

7. **EXCLUSION OF THE PUBLIC**  
**RESOLVED** – That under Section 100(A) of the Local Government Act 1972, the public be excluded from the meeting for the following items on the grounds that they involve the likely disclosure of exempt information as defined in Part I of Schedule 12A of the Local Government Act.
8. **NON-PUBLIC MINUTES**  
The Committee considered the non-public minutes of the meeting of 25 May 2021.
9. **OUTSTANDING ACTIONS**  
Governors received a report of the Town Clerk regarding the Committee's outstanding actions.
10. **TOM AND GOVERNANCE REVIEW - INDEPENDENT SCHOOLS**  
Governors received the draft TOM and Governance Review.
11. **NON-PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**
12. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE COMMITTEE AGREES SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**

The meeting ended at 11.30 am

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Chairman

**Contact Officer: Jayne Moore**  
Jayne.Moore@cityoflondon.gov.uk

# Agenda Item 4

<b>Committee(s)</b> Board of Governors of the City of London School	<b>Dated:</b> 16 March 2022
<b>Subject:</b> Annual Review of Terms of Reference of the Board of Governors	<b>Public</b>
<b>Which outcomes in the City Corporation's Corporate Plan does this proposal aim to impact directly?</b>	3, 8 & 10
<b>Does this proposal require extra revenue and/or capital spending?</b>	N
<b>If so, how much?</b>	N/A
<b>What is the source of Funding?</b>	N/A
<b>Has this Funding Source been agreed with the Chamberlain's Department?</b>	N/A
<b>Report of:</b> The Town Clerk	<b>For Decision</b>
<b>Report author(s):</b> Jayne Moore, 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 changes to the Board's composition arising out of the Target Operating Model and Governance Review.

## Recommendation(s)

The Board of Governors) is 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 2022/23.

## 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 2022/23.

### Current Position

3. **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 Governors' consideration.

### Proposed Governance Changes

4. At its meeting on 08 December 2021, the Board of Governors discussed and endorsed proposed governance changes arising as a result of the Target Operating Model and Governance Review including the composition of the Board and the tenure of the Chair of the Board. These proposals were subsequently endorsed at the meeting of the Policy and Resources Committee on 16 December 2021; however, Governors should note that any formal changes to the Board's Terms of Reference still require the approval of the Board of Governors, Policy and Resources Committee and then Court of Common Council.

Key proposed changes include:

- The introduction of term limits of up to 12 years for Members and Co-opted Governors, for which the Board may consider clarifying whether this refers to 12 consecutive years of service or 12 years within a prescribed time period, as well as the arrangements for existing Governors who may already have served 12 years.
- The composition of the Board. As the appointments process of the Court of Aldermen for the 2022/23 municipal year is already in progress, the existing provision for Aldermanic Governor places has provisionally been retained in the Terms of Reference.
- The introduction of an appointment process within which prospective Governors (both Court of Common Council Members and external members) are asked to seek a meeting with the Chair and the Head in the first instance before formal appointments are made, in accordance with guidelines from the Association of Governing Bodies of Independent Schools (AGBIS). This is brought to the Board's attention due to the short timescales for any newly



elected Court of Common Council Members to meet with the Chair and the Head prior to Court of Common Council on 21 April 2022.

- A prescribed term limit of the Chair of the Board of Governors of no less than three years and a maximum of six years for which Governors should note will require a change to Standing Order 29: Chairs/Chairmen which sets term limits for Chairmen of the committees of the Court of Common Council.
  - A requirement for the three Independent Schools, which are each accountable to their own Boards, to provide an annual report to the Education Board (consistent with its strategic oversight role set by the Court), explaining the key achievements over the year, and summarising their work as part of the City's family of schools; and for the Education Board to include ex officio positions for the Chairs of the Boards of Governors of the City of London School, the City of London School for Girls and the City of London Freemen's School.
5. **Frequency of Meetings.** The Board usually meets four times per calendar year. 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. The draft terms of reference are provided within the appendix for consideration, proposed changes are coloured red.
7. The membership as listed on the appendix is correct as of April 2021. Any changes to membership in the last year will be picked up in the 2022 Court report.

### **Corporate & Strategic Implications**

8. 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**

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

### **Appendices**

Appendix 1 – Draft Terms of Reference of the Board of Governors of the City of London School 2022/23

Appendix 2 – skills audit

### **Jayne Moore**

Committee and Member Services Officer

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## DRAFT TERMS OF REFERENCE 2022/23

RUSSELL, Mayor	<b>RESOLVED:</b> That the Court of Common Council holden in the Guildhall of the City of London on Thursday 15 <sup>th</sup> April 2021, doth hereby appoint the following Committee until the first meeting of the Court in April, 2022.
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**BOARD OF GOVERNORS OF THE CITY OF LONDON SCHOOL**1. **1. Constitution**

A Non-Ward Committee consisting of,

- one Alderman nominated by the Court of Aldermen
- up to 10 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 to serve a term of no more than twelve years.
- the following ex-officio Members:-
  - the Chairman of the Board of Governors of City of London School for Girls
  - the Chairman of the Board of Governors of City of London Freemen's School
- up to **seven** co-opted non-City of London Corporation Governors with experience relevant to the Board to serve a term of no more than twelve years.

The Chairman of the Board shall be elected from the City Corporation Members to serve a term of no less than three years and a maximum of six years, and possess management level at level 5, holding the Head of the School to account for the performance of the School against agreed key performance indicators.

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 (correct until July 2021 – subsequent changes will be reflected in the 2022 report)**

## ALDERMEN

- 4 Vincent Thomas Keaveny

## COMMONERS

- 4 (4) Alexander Robertson Martin Barr  
 6 (4) Keith David Forbes Bottomley, Deputy  
 4 (4) Timothy Levene  
 12 (4) Edward Lord, O.B.E., J.P., Deputy  
 12 (3) Ian Christopher Norman Seaton, M.B.E.  
 8 (3) James Michael Douglas Thomson, Deputy  
 12 (2) Marianne Bernadette Fredericks  
 5 (1) Dominic Gerard Christian  
 4 (1) Caroline Wilma Haines

*Vacancy*

together with:-

Lesley Cartmell

Rosie Gill

John Cloughton

Andrew Jones  
Ronel Lehmann  
Lord Levene of Portsoken  
Paul Madden  
*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.

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Skills/Experience	Governor A	Governor B	Governor C	Governor D	Governor E	Governor F	Governor G	Governor H	Governor I	Governor J	Governor K	Governor L	Governor M	Governor N	Governor O	Governor P	Governor Q	Governor R	Governor S	Governor T	Vacancy	Board Totals (/105)		
0 – No skill/experience																								
5 – A lot of skill/experience																								
Administration	4	3	2	4	3	2			5	5	4	5	3	5	3	4	4		5	4	4	0	56	
Accountancy	4	5	3	3	4	3			2	3	3	5	3	3	0	4	1		3.5	4	1	0	46	
Arts & Culture	3	1	0	2	3	5			5	3	3	5	2	2	3	4	2		2	1	4	0	43	
Child Protection	4	1	0	1	3	1			5	3	2	5	1	2	2	4	1		1	2	3	0	35	
Commerce	4	5	5	4	4	5			2	3	4	5	5	5	2	2			4	4	1	0	55	
Conflict Resolution	3	4	2	3	4	4			5	3	4	5	3	3	3	3	2		0	2	3	0	51	
Consultancy	5	2	0	3	3	4			5	5	2	5	4	3	4	0	1		0	4	3	0	46	
Development	3	?	3	4	3	4			5	3	3	5	3	3	5	?			3	0	1	5	0	47
Education &/or Training	3	1	3	3	3	2			5	3	3	5	1	2	2	3	5		3	1	5	0	44	
Education (SEN)	3	0	0	1	3	2			4	3	0	2	0	1	1	3	2		1	1	4	0	25	
Engineering	2	0	0	1	2	1			3	5	0	1	1	3	0	3	1		0	3	1	0	23	
Equal Opportunities & Diversity	2	2	3	3	2	5			5	3	3	5	2	2	5	3	4		2	2	3	0	49	
Financial/Banking	?	?		?	4	5			2	?		5	5	?		4	0		4	4	2	0	36	
Fundraising	3	4	0	3	4	4			5	0	4	5	5	4	5	0	5		3	3	5	0	51	
Governance/Trusteeship	5	5	4	4	4	5			4	5	5	5	3	3	5	3	5		3	3	4	0	65	
Health & Safety	3	3	1	3	3	3			5	3	2	3	2	3	0	4	4		2	4	2	0	42	
Human Resources/Personnel	3	3	2	3	3	4			5	3	3	3	2	2	5	4	4		2	3	2	0	49	
Information Technology	2	2	2	3	2	2			3	3	2	3	4	5	0	2	3		2	4	1	0	38	
Insurance	3	3	0	1	4	5			2	3	3	5	3	2	0	3	1		0	4	0	0	38	
Legal	4	4	1	2	3	3			2	3	5	5	2	5	3	3	1		0	2	1	0	46	
Management	3	5	5	5	4	5			5	5	4	5	5	5	5	4	3		4.5	4	3	0	68	
Marketing	4	2	3	4	4	4			5	3	3	5	5	5	3	0	0		3	3	3	0	50	
Media/PR	5	3	3	4	3	3			5	3	2	5	4	5	4	2	2		2	2	3	0	53	
Medicine	2	0	0	1	2	1			2	0	0	1	0	1	0	0	0		0	0	1	0	10	
Pastoral	?	?		?	4	?			5	?		2	3	1	?		2		4	3	1	0	26	
Planning and Strategy	3	5	5	4	3	4			5	5	5	5	4	4	4	0	3		3	4	4	0	59	
Project Management	2	5	3	4	3	3			5	5	5	5	4	4	4	0	3		0	4	3	0	55	
Property and Building	2	5	2	2	3	2			2	0	3	3	3	4	4	4	4		1	4	3	0	43	
Religion	4	1	1	1	3	3			5	3	3	1	1	4	2	4	2		0	0	3	0	38	
Research	3	0	4	3	2	3			4	0	4	3	3	3	2	0	5		0	1	2	0	39	
Risk Management	2	4	4	3	4	4			3	5	3	5	3	4	3	4	2		2	4	2	0	53	
Inclusivity																								
Individual Totals (/155)	93	78	68	82	99	101	0	125	91	94	128	82	101	81	76	80	0	54	82	85	0			

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