

Committee(s): Governance Committee of the Board of Governors of the City of London School	Date(s): 18 September 2020
Subject: Terms of Reference Review	Public
Report of: The Town Clerk	For Decision
Report author: Polly Dunn, Senior Committee and Member Services Officer	

Summary

The purpose of this report is to provide the Committee an opportunity to review its own Terms of Reference, and frequency/timing of its meetings

Recommendation(s)

Governors are asked to consider the existing terms of reference of the Governance Committee, and the frequency of its meetings, and agree any changes for recommendation to the Board of Governors.

Main Report

1. The Board of Governors of the City of London School is a Grand Committee of the Court of Common Council. The first meeting of each Grand Committee after its appointment by the Court of Common Council provides an opportunity to establish any sub-committees that Members consider are necessary for the Committee to carry out its functions.
2. Ahead of the first meeting of the Board of Governors (8 October 2020), each of the Board's sub-committees is being invited to consider the relevance and effectiveness of their own Terms of Reference.
3. The Head has proposed that Governors consider a change to these current terms of reference. In practice, the Committee does not source, interview and select co-opted members: that has been done – albeit with the Governance Committee's approval – by the Head and the Chair/Deputy Chair, with any recommendations for appointments made to the full Board for final approval. Its focus in recent years has been to advise on skills required on the Board and has provided the parameters in which the selection of new governors has taken place.
4. Beyond this, it is felt that the Governance Committee would be the appropriate place to consider, on behalf of the Board, whether the work undertaken by the committees as a whole is appropriate for the operational and regulatory needs of the School, as they evolve.
5. This responsibility to create sub-committees ultimately falls to the whole Board, but as the Board regularly comes up against limitations of time, it is suggested that the Governance Committee could act as an appropriate forum at which the

Board's Governance structures are scrutinised. The Committee would then present any changes to the Board for it to consider and, if desirable, approve.

6. **Appendix 1** presents the Governance Committee's current terms of reference with amendments made in light of the Head's proposals. Additions are underlined and ~~redactions struck-through~~. Governors will note that, without any amendment, the focus of responsibilities of the Committee will remain limited exclusively to the appointment of co-opted Governors to the Board. It presently acts, for all intents and purposes, as a nominations committee.
7. The Governance Committee currently meets as required. It met two times in the 2019-20 municipal year (April 2019-July 2020).

Conclusion

8. Governors are invited to consider the terms of reference, including the proposed changes from the Head and agree any changes to be recommended to the Board for final approval.

Appendices

- Appendix 1 – Proposed changes to the Governance Committee Terms of Reference

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Appendix 1

Proposed changes to the Governance Committee Terms of Reference

The Sub-Committee's role is ~~to source, interview and select the co-opted members of the Governing Board. It is also~~ to advise on the skills needed on the Governing Board to assist in the selection of new Governors and to provide advice on governance matters concerning the School, acting as a sounding board for proposals for new sub-committees.

The Sub-Committee meets as required.

Composition

- The Chairman of the ~~Sub-Committee~~ full Governing Board shall act as Chairman and Deputy Chairman of the Sub-Committee. ~~shall be selected from amongst its members with the agreement of the Full Governing Board.~~
- ~~Chairman and Deputy Chairman of the Board of Governors;~~
- Up to ~~three~~ four other Governors appointed by the Board of Governors (one of whom must be a Common Council Governor).
- Meetings will be attended by the Head, the Senior Deputy Head, and the Bursar. Attendees do not have a vote.
- The Bursar will co-ordinate the work of the Committee.

Quorum

The quorum shall be any three Governors.

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

The Committee has the power to act on the following matters:

- The Committee will maintain and annually update a skills audit of the Governing Board, identifying and noting gaps;
- The Committee will seek to identify individuals able to serve as co-opted Governors; ~~Such individuals will be interviewed and elected to the Board as agreed by the majority of those present, including a majority of Common Council Governors present and voting.~~
- Such gaps as may occur should be used as guidance helping to assist in the selection of Common Council Governors.

To make recommendations for the Board's approval on the following matters:

- Having sought individuals to serve as co-opted Governors, the Committee will recommend these appointments to the Board for final approval;

- The Committee will make recommendations to the Board on designated governor roles;
- The Committee will provide recommendations on any other governance matters concerning the School, including scrutinising proposals for new sub-committees and working parties.