

Governance Review: Member Engagement Sessions
Committee Structures: General Issues, Making Best Use of Talent, and Principles
Session 1, 24 March 2021

Present

Sheriff Christopher Hayward (in the Chair)	Alderman Nicholas Lyons
Randall Anderson	Alderman & Sheriff Michael Mainelli
Deputy John Bennett	Paul Martinelli
Mark Bostock	Deputy Catherine McGuinness
Deputy Keith Bottomley	Deputy Robert Merrett
Deputy David Bradshaw	Deputy Brian Mooney
Mary Durcan	Deputy Barbara Newman
John Edwards	Graham Packham
Anne Fairweather	Susan Pearson
Helen Fentimen	Deputy Henry Pollard
Sophie Fernandes	Deputy Elizabeth Rogula
Marianne Fredericks	John Scott
Tracey Graham	Deputy Tom Sleigh
Caroline Haines	Deputy John Tomlinson
Ann Holmes	Mark Wheatley
Michael Hudson	Deputy Philip Woodhouse
Deputy Edward Lord	Alderman Sir David Wootton

Introduction

Sheriff Hayward, in the Chair, opened the meeting and thanked Members for joining today's session. He then introduced the session, setting out the process for Member consultation on relevant aspects of the review, with documents to inform the consultation session having been circulated in advance. Sheriff Hayward then summarised the references and recommendations with Lord Lisvane's review regarding the principles of committee structure.

Recommendations: Members' Comments and Observations

Members then proceeded to debate the various recommendations.

Making best use of talent (Governance and Nominations Committee)

With reference to Lord Lisvane's comments around making the best use of Members' skills and experience, the following comments were made either through discussion or in the chat bar:-

- Many Members spoke to express their robust opposition to the establishment of a Governance & Nominations Committee.
- In particular, Members expressed their concerns that Lord Lisvane had not taken into account adequately the democratic responsibility and accountability of Members, with it observed that ensuring this was accounted for was no less

important than identifying people to serve based on other desirable skills or expertise.

- The practice of the Corporation in electing to all committees and granting each the ability to elect its own chair was valued as being highly democratic, with it urged this not be unpicked.
- A Member observed that such a Committee could come into conflict with the Policy and Resources Committee at some stage, which would not be desirable.
- It was also suggested that the question of who selected the membership of such a Governance & Nominations Committee would be problematic, with it added that there was a risk around opacity in such a Committee's processes which were obviated by the straightforward votes at Court meetings.
- Members reflected on the current arrangements, whereby it was the responsibility of Members to do their best in convincing others they should be elected to assist a particular Committee or Board. Noting that Common Councillors were independents who were elected on the basis of what they individually had to offer, with their skills and experience usually forming a significant part of that offer, then part of Members' accountability to their electorate was to ensure that our internal processes make the most of those skills and experience.
- A Member commented on Lisvane's observations concerning the wealth of skills and experience amongst Members and the inabilities of the current structures and processes to facilitate their being put to best use. Whilst agreeing with Lisvane's assessment, they also felt that his proposed solution was not optimal, not least because of the potential problems around how that committee itself would be selected.
- Noting the appeal of such a Committee in terms of it potentially establishing a more consistent, open and transparent appointment process, a Member suggested that an alternative might be to make changes to the existing processes to allow for more informed and intelligent decision-making by the Court, using information on relevant skills, attendance records, and so on.
- It was also suggested that records should be kept of who stood for election to committees against who succeeded in being elected, and how that compared with the skills that relevant candidates had indicated they were able to offer. The rationale proposed was that, were Members cognisant that this was to happen and the relationship between ability and election being monitored, they might give more attention when casting their votes to the candidates' stated abilities to do the job, rather than simply voting for those they knew best.
- The use of skills matrices for committees, identifying the skills and experience they required to enhance their memberships, was also advocated, with it suggested that these be utilised when advertising for vacancies so as to help guide voting. It was noted that such skills shortlists were already utilised by some committees when advertising vacancies to good effect.

- The importance of finding some mechanism by which to get the right skills on to the right committees was emphasised, with Members echoing the feeling that considering how the election process worked and making refinements could be fruitful. In particular, if the Corporation was serious about supporting some of its institutions in being leading international brands, then there needed to be a concerted effort towards a greater understanding of those Boards' needs and an intelligent approach to meeting those needs.
- Some Members reflected on the recent work around competitiveness and the approaches taken to ensure the right skills could all feed in there, urging that thought be given to how aspects might be replicated across all of the Corporation's areas of activity.
- It was suggested that attendance records could be made known prior to elections, to help inform Member voting, perhaps together with information on how long that Member has already served on the committee in question.
- Whilst agreeing with the unsuitability of the nominations aspect of the proposed committee, a Member urged others not to forget the "governance" aspect of that prospective Committee. They advanced the need for a specific body to have oversight for corporate governance matters, noting that Policy & Resources Committee itself simply did not have the time to keep on top of such things; conversely, on those occasions when it did seek to exert some oversight, it faced criticism around acting in an executive or overbearing manner.

General Issues and Restructuring Principles

During discussion of the various Lisvane recommendations in relation to general issues and restructuring principles, the following comments were made through discussion or in the chat bar:-

- With reference to the question as to whether the role of Members was executive or non-executive, it was suggested that this was a false dichotomy given the elected political nature of the organisation. In particular, the requirements of Members in relation to decision-making and accountability that emerged from these arrangements meant that Members were significantly more than non-executives in many areas. However, comments were made that Members should be focused more on questions of policy, strategy, and scrutiny than they necessarily always were in some cases.
- A Member spoke against proposals for officers to be more active in managing proceedings, noting this implied Members would be less active than now and would detract from their role and accountability to the electorate. Similarly, they argued against any move towards a reduction in report or minute length, as this could remove information Members required to make informed decisions.
- It was suggested that the current review presented a real opportunity to think about changes in terms of the assessment of committee effectiveness, with it argued that a process of evaluation enabling committees to assess their own

performance confidentially would be welcome. This would allow the Chair and other Members to assess what they were doing and continually improve the Committee or Board's efficacy.

- Several Members commented on the beneficial nature of 360 or other types of appraisals they had submitted themselves to whilst serving as a Chair.
- With reference to the advertising of vacancies and Lisvane's opposition to this, a Member observed that they struggled to see the rationale for not reminding people what vacancies were available.
- The proposal to strengthen terms of reference, reducing areas of overlap and guarding against mission creep, was supported.
- Similarly, a Member cautioned against the practice of ad hoc incremental changes to the structure once set, suggesting that this should be safeguarded against as piecemeal tinkering and picking apart of arrangements would otherwise lead to problems down the line.
- A suggestion was made that there might be a "one in, one out" principle applied to committees and related bodies, to help keep a tight grip on the governance structure.
- It was advised that there was no appetite from the Court of Aldermen to move away from the current convention concerning their eligibility for chairmanships, with it noted that very few committees were affected in any case and that it was already within the gift of a committee to go against this should it deem it appropriate in a certain case.
- With reference to the proposal relating to green impact assessments, a Member observed that this was vital and that plans were already in place through the Climate Action Strategy to embed this.
- The proposal for standardised Chair terms was challenged, with it observed that an increase to four years represented a significant additional ask in terms of commitment. The rationale for such a change and the benefits it would bring over current arrangements were also not immediately apparent; further, there was a risk that four-year terms would clash with electoral cycles.
- Several Members spoke against the recommendation to prevent past Chairs remaining on committees or serving as Deputy Chairs after their term of office, reflecting on the extremely useful nature of that handover process and the support provided in the transition. At a minimum, it was suggested by one Member, this should be a decision reserved to individual committees to determine as they saw fit in their own circumstances.
- A number of Members commented on the matter of term limits, observing that it was common practice in the corporate world and beyond. There were also several existing Corporation Committees with them in place. Whilst it was occasionally disappointing to lose an element of experience and continuity on Boards or Committees, it was vital in allowing fresh talent and ideas on board and, in the

Corporation context, would allow the Court to make better use of the broader skill sets of its Membership.

- Other Members echoed these comments, noting the predilection for serving Members on committees to be re-elected and a subsequent aversion to challenging incumbents. Term limits would be a useful mechanism by which to force the issue of turnover and allow for improved diversity of thought and background on committees.
- Conversely, other Members argued that blanket limits on maximum service were not helpful and risked losing invaluable expertise or skills from a particular forum. In particular, there was a suggestion that flexibility and pragmatism would be needed in the case of serving our outgoing Chairs.
- It was observed that there might be merit in pursuing a segmented approach, looking at the different types of organisations the Corporation supported and ensuring arrangements reflected best practice on Boards in each sector.
- In relation to the size of Committees, several Members agreed with Lisvane's general assertion that committees with more than a maximum of 15 Members were not well-suited to decision making, with smaller and more agile groups being more effective and facilitating a more expeditious decision-making process. However, there would need to be exceptions made in the case of Ward Committees, such as Planning, although some suggestions were made in relation to slimming down Ward Committees somewhat, such as through smaller Wards sharing appointment rights.
- It was observed by some that size in and of itself was no guarantee of effectiveness, with some of the current large committees being effective and some smaller ones being ineffective; size represented only part of the picture.
- There was some support for tightening the restrictions around the number of committees on which any Member could serve, although the view was expressed that a move to two was too extreme and a slightly larger number would be preferable.

Close

Sheriff Hayward, in the Chair, then thanked Members for their attendance and contributions, and advised that one further session had been scheduled, which Members present could also attend if they wished to contribute more. Members were also encouraged to make further representations via email.

Governance Review: Member Engagement Sessions
Committee Structures - Principles: Session 2
29 March 2021

Notes of Discussion

Present

Sheriff Christopher Hayward (in the Chair)	Ann Holmes
George Abrahams	Deputy Jamie Ingham Clark
Randall Anderson	Deputy Clare James
Alexander Barr	Alderman Gregory Jones
Doug Barrow	Shravan Joshi
Peter Bennett	Alderman Vincent Keaveny
Mark Bostock	Alderwoman Sue Langley
Deputy Keith Bottomley	Vivienne Littlechild
Deputy Roger Chadwick	Deputy Edward Lord
Henry Colthurst	Alderman Ian Luder
James De Sausmarez	Paul Martinelli
Mary Durcan	Jeremy Mayhew
Deputy Kevin Everett	Deputy Catherine McGuinness
Helen Fentimen	Wendy Mead
Sophie Fernandes	Deputy Robert Merrett
John Fletcher	Alderman Sir Andrew Parmley
Marianne Fredericks	Judith Pleasance
Alderman John Garbutt	Ruby Sayed
Alderman Sir Roger Gifford	Deputy Tom Sleigh
Alderman Alison Gowman	Deputy John Tomlinson
Caroline Haines	James Tumbridge
Graeme Harrower	Alderman Sir David Wootton
Deputy Tom Hoffman	Dawn Wright

Introduction

Sheriff Hayward, in the Chair, thanked Members for joining and reminded attendees of the purpose and structure of today's informal engagement session.

Recommendations: Members' Comments and Observations

Members then proceeded to debate the various recommendations.

Making best use of talent (Governance and Nominations Committee)

With reference to Lord Lisvane's comments around making the best use of Members' skills and experience, the following comments were made either through discussion or in the chat bar:-

- Whilst recognising the need to improve the exploitation of Members' skills within decision-making arrangements, Members nevertheless were opposed to the establishment of a Governance & Nominations Committee, arguing that this would

not be the correct way to address this problem and that such a body felt inherently undemocratic.

- One Member suggested that the committee proposal sought to address the problem from the wrong end; rather, there should be compiled a directory of Members' skills so that on voting Members could see which candidates had what skill sets, compared with the relevant committee's needs. This would allow for Members to make informed and reasoned choices. Several Members echoed the proposal for a skills register of this nature, with it suggested that forms could be completed on election and updated regularly thereafter.
- Linked to this were various comments in relation to the importance of committees undertaking self-assessment and identifying required skills, allowing for these to be advertised and for election processes to be informed accordingly.
- A suggestion made at the previous session was reiterated, advocating that records should be kept of who stood for election to committees against who succeeded in being elected, and how that compared with the skills that relevant candidates had indicated they were able to offer. The rationale proposed was that, were Members cognisant that this was to happen and the relationship between ability and election being monitored, they might give more attention when casting their votes to the candidates' stated abilities to do the job, rather than simply voting for those they knew best.
- A suggestion was also made that attendance records should be published prior to elections, although there was some difference of opinion on this proposal.
- Some Members expressed their concern in respect of any limitation or bar on service linked to skills, arguing that it was for the City's electorate alone to determine who they wished to serve on their behalf in discharging the various duties of the Corporation. Responding to this point, another Member observed that it was not only the electorate whom Members needed to bear in mind as there were many other stakeholders with a key voice, given the City's wider non-local authority functions. For instance, there were various consultative partners at the open spaces, students at the family of schools, housing residents outside City, those to whom the Corporation had Trustee duties, and so on, who should not be forgotten.
- Other Members, whilst agreeing it would be helpful to identify skills needed and create a corresponding skills register, cautioned that the elephant in room was that it relied on Members voting fairly and honestly; it was urged that the structures and culture of the process be altered to ensure efficacy.
- Another note of caution was expressed insofar as it may well transpire the skills sought by committees were concentrated in the hands of too few Members; training, therefore, would be of the utmost importance to ensure that Members were able to acquire any skills required.

General Issues and Principles

During discussion of the various Lisvane recommendations in relation to general issues and restructuring principles, the following comments were made either through discussion or in the chat bar:-

- With reference to the question as to whether the role of Members was executive or non-executive, several Members commented on the tendency to get too involved on the executive side and urged for more of a focus on strategic matters.
- A suggestion was made that Members should be more non-executive in their approach whilst still retaining accountability, utilising greater delegation and better-quality reports from officers.
- However, Members also reflected on the fundamentally different nature of their role to those of councillors at local authorities or non-executives in the corporate world, noting that there was much greater accountability and power vested in Members at the City Corporation, so the analogy was not a helpful one.
- The range of local authority, policy authority, private, and charitable functions meant that it was too nuanced and complex a piece to apply business nomenclature such as “non-executive” to Members, as this created confusion and misunderstood the role of elected politicians as responsible to the electorate for decisions. Instead, it would be better to consider identify and define the distinction between officer and Member roles more effectively.
- A Member observed that different types of organisations needed different governance arrangements and that this was also true within the City Corporation, with the different services it oversaw, so variation across committees could be sensible to reflect what was required by service area; however, the Member role must be clearly differentiated in each case, with a focus on policy and strategy and the application of resources, so that officers can then implement the decisions, with members scrutinising and holding them to account for delivery.
- In relation to the convention by which Aldermen did not serve as Chair of certain committees, a Member reflected on potential continuity problems caused should a Commoner be elected as an Alderman during their tenure as Chair. They suggested that it would be reasonable to at least say that individuals so-affected to be permitted to continue their term, adding that they saw no need for the more generally in any case if the individual had the ability, time, inclination, and support of the Committee to serve.
- A Member endorsed the proposal to reduce the size of committee reports and agendas, with another suggesting that committee reports should comprise a two-page summary, with absolute clarity on the relevant issues to consider. It was also proposed that, when setting agendas, decision-making items should be brought to the fore.
- It was suggested that reports were overly discursive at present and could be altered to provide more of “pros and cons” approach, succinctly setting out issues, advantages and disadvantages, and making recommendations based on analysis.

- An argument was also advanced that there should be much stricter rules around “for information” items, with them either omitted from agendas or placed in a separate appendix. However, it was observed that there were some information items, particularly on the local authority side, where discussion or input was necessary (or even required for inspection purposes); a means of differentiating should be sought.
- A suggestion was made for a “best practice in committees” guide to be produced, to help remind Chairs and Members how they should be seeking to operate.
- The heavy workload of Chairs was referenced, as was their importance in ensuring committees were effective: appropriate training should be made available to assist in this role.
- Some Members expressed support for the streamlining of minutes proposed by Lord Lisvane, with one suggestion being that they should largely be limited to decisions and actions; however, others commented that the current quality of minutes was high and that, should they be shortened, there was a transparency concern as it made it much more difficult for those not present at a meeting to understand what had taken place. Comments were also made following the meeting in relation to the requirement to evidence discussion of certain items under various inspection regimes.
- Whilst some Members agreed with the suggestion that a Chair should step down from a committee once they had finished their term and not act as Deputy Chair, others disagreed and spoke of the value inherent in the transition process and their support for a new Chair.
- In relation to committee size, several Members ventured that smaller committees were better at making decisions and agreed that 12-15 was a good target for new sizing; however, ward committees would need to be retained for some functions, with it suggested that they perhaps be reserved for local authority roles or services.
- A Member also commented that there were some benefits to larger committees, such as the greater cross-pollination of thoughts, and reflected on their own experiences in finding such larger bodies no more difficult to chair than a smaller group.
- A Member observed that term limits would be an important part of achieving the move towards smaller committees, with others adding that the refreshment and churn of membership provided through term limits was vital.
- Broad support for term limits was expressed by several Members, with it noted this was the norm in the world of corporate governance and that it was useful in achieving turnover and introducing diversity to Boards.
- However, it was also observed that the Corporation already had many such term limits in place where required and that, in other cases, the importance and value corporate memory from those with long service on committees should not be underestimated. This had been a strength of the Corporation for years and some Members urged that this not be dispensed with so readily.

- One Member agreed with the suggestion to cease re-advertising vacancies, suggesting a bulletin board could be used instead; however, another Member stated they saw no reason to change from the current process.
- There was some support for the decrease in the number of committees Members were permitted to serve on, although it was felt perhaps too extreme to reduce the limit to two, with four suggested as an alternative.
- A Member observed that a key problem with the current system was that too many items went to too many committees, arguing that a guiding principle for any new system should be that decisions and consideration of reports be limited to no more than a certain small number of bodies (for example, one spend committee and one corporate committee), as well as the Court if of sufficient magnitude. The importance of setting and maintaining clear Terms of Reference to facilitate this was emphasised. Several Members echoed the views expressed.
- Whilst some support for greater or enhanced delegations to officers was expressed, there was some caution articulated in relation to reducing the number of meetings if this meant relying on urgency procedures more.
- Other Members echoed the need for greater delegations, which would be integral to achieving a more efficient process, reflecting on such steps which had worked well for the Property Investment Board or City Bridge Trust, allowing the committee to focus properly on more strategic matters. There was a tendency to micro-manage on some committees at present due to their size; refocusing delegations could help with this.
- It was suggested that existing officer delegations should be reviewed with a view to identifying where delivery problems were and then make suggestions based on those outcomes.
- There was some support expressed for the appraisal of Chairs, although this would need to be managed in a suitable way.
- The use of joint committees was supported, provided they were used in the right way.
- With reference to the proposal for “rapporteurs” or lead Members, it was observed this was in place already for some committees and worked well, so should be replicated.

Additional Comments received after the Engagement Session meetings

Following the two engagement sessions, a number of further comments / points of clarification were submitted by Members who had either been in attendance and wished to make additional points, or who had not been able to attend due to personal circumstances and wished for their views to be recorded:

- Firm opposition was expressed in relation to any Governance & Nominations Committee. One Member suggested it would constitute failing the electorate if every Member did not have an equal opportunity to serve on every committee, adding that the prospect of a cohort of Members deciding upon the fitness of their colleagues to serve was entirely unsavoury.

- A Member provided an analysis relating to those standing for election at the next meeting of the Court of Common Council, noting that of the 20 existing Committees or Boards with vacancies:
 - In 12 cases, 60%, all exiting members are seeking re-appointment;
 - In just 4 cases, 20%, members are standing down voluntarily.
 - In 4 cases, 20%, a maximum length of service is forcing a change.

Therefore, if the Court was serious about wishing to enhance its good governance, then there was a clear need to put in place more restrictions on length of service in order to help with the change of personnel on Committees.

- Several Members articulated support for a change to the cycles associated with committees, reducing frequency of meetings and staggering their scheduling more appropriately to facilitate a more expeditious decision-making process. This would go hand-in-hand with a reduction in the number of committees to which any report might be presented, as well as improved methods relating to delegations (whether that be to officers or enhancing the Court's own delegated authority arrangements in Standing Orders).
- A Member also expressed frustration at the prevalence with which they saw the same items at different committees, causing unnecessary duplication of effort and a drain on Members' time.
- Whilst recognising the need for certain skills on particular Boards, a Member also observed the important role played by those without a specialist background, who could provide a challenge or critique by looking through a different lens and help identify novel solutions to problems.
- Similarly, there was a need to allow for individuals to be trained and develop certain skills, rather than simply appointing those with weighty experience each time. This was particularly true in relation to the lack of diversity in certain areas and the importance of helping to cultivate diversity of thought and background on Boards generally. Appropriate training should be made readily available throughout Members' tenure on committees.
- A Member expressed their view that the current operation of committees was not overly problematic and could be refined minimally to achieve improvements, without overturning the entire structure necessarily.
- There was some support for term limits, with 9 years being generally favoured.