

<b>Committee(s)</b> Board of Governors of the City of London Freemens School	<b>Dated:</b> 04 March 2022
<b>Subject:</b> Annual Review of Terms of Reference	<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 24 November 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 comprising 8 Members of Court of Common Council and 7 Co-opted Members which does not include separate provision for Aldermanic Members. 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, and the Board may wish to clarify whether it intends to expand the overall Board membership to include two Aldermanic Members or alternately, to reduce the number of Common Councillor Governors by two to maintain a maximum Board size of 15 Governors.
- 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 is scheduled to meet on four occasions during 2022. 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 your consideration.

### **Corporate & Strategic Implications**

7. 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**

8. 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 Freemans School

### **Background Papers**

TOM and Governance Review: CoL Independent Schools (considered at the Board of Governors meeting of 24 November 2021) (Non-public)

List of Governors with terms of office/start dates (Non-public)

### **Jayne Moore**

Committee and Member Services Officer

## 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 FREEMEN'S SCHOOL**1. **Constitution**

A Non-Ward Committee consisting of,

- up to 8 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 12 years, which could include up to two Aldermanic Governors**
- 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 School for Girls
- up to **seven** co-opted non-City of London Corporation Governors with skills relevant to the needs of the School **to serve a term of no more than 12 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 five Governors, of which not more than one of whom may be co-opted.

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. **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 Headmaster/Headmistress and, where appropriate, the deputies and the bursar.