

Colyton Grammar School

Minutes of the Chairs Committee – Part One

Date of Meeting: Thursday 22 October 2015

Venue: Headteacher's Office

Present:

Governors	Dr C Bastin, Rev H Dawson, Lt Col T Dyer, Mrs L Linnell, Mr R Scott, Mrs J Wainwright and Mrs F H Wilkinson
Staff	None
Visitors	Mr A Eaton-Hart
Secretary	Mr S R Cook

1. Disclosure of Interest

There were no disclosures of interest.

2. Apologies

Apologies were received from Mr B Salter and Mrs V Wells.

3. Approval of Minutes of Meeting held on 14 May 2015

These were approved and signed.

4. Matters Arising

(a) Item 4(a): Sports Centre Arrangements

Mr Cook reported that the draft agreement is currently with the school's solicitors for checking, prior to negotiations commencing with East Devon District Council and Leisure East Devon. Mr Cook agreed to ask the solicitors to move this work forward.

(b) Item 6: Governor Vacancy and Expression of Interest

Dr Bastin reminded the Committee that Mr Goscomb was appointed under Article 50 at the Board meeting in July, and is serving on the Finance and Resources Committee and the Staffing Committee.

Mr Cook also briefed the Committee on a suggestion from Mr Evans relating to a possible new governor. Lt Col Dyer also suggested asking the parent community for possible governors with a financial/accounting skill set.

(c) Headteacher Appointment

Mrs Linnell briefed the Committee on a proposed draft Relocation Package.

There were no other matters arising.

5. Governance Review

Following a suggestion from Dr Bastin, it was agreed that Item 7 should be considered at this point.

Dr Bastin drew the attention of the Committee to the paper which had been circulated prior to the meeting. Following discussion the following proposals, which will be taken to the Board meeting in December, were agreed.

(a) Chairs' Committee Terms of Reference

PROPOSAL: There should be no change to the Terms of Reference for the Chairs' Committee.

(b) Succession Planning

(i) Terms of Office

Mr Cook distributed legal advice obtained from Foot Anstey relating to the Terms of Office issue, which indicated that the DfE would question the introduction of such a limit in the Articles of Association. The solicitor providing the advice also indicated that she was not aware of any academies who have introduced a limit. From her experience, some charities (not academies) have introduced a limit, but she is not aware of the Charity Commission picking up on this issue. She also highlighted a potential issue relating to the imposition of a limit for elected parent trustees. The benefits of a more flexible approach, tied to effective succession planning was discussed as follows:

- Governors are limited by our Articles to a period of 4 years per term, and then have to be re-appointed, either by election (Parents and Staff) or by appointment by the Members
- This gives the opportunity for a “good” governor to be recognised and retained, and for a weaker governor to retire gracefully
- Robust succession planning, with a clear focus on the mix of skills required by the Board, alongside appropriate training and development is likely to be more effective

Mr Cook also distributed the interim results of a question to both the national Finance Directors’ Forum (for academies) and the Devon Association of School Business Managers, which showed that of the 11 schools that responded, only 1 had introduced a limit to the number of terms of office a governor can serve

The Committee noted Mr Davis and Mrs Burns-Price have been re-elected unopposed at recent elections for staff governors. At the last election, one member staff enquired about what is involved in being a staff governor but did not take this forward.

The following points were made in discussion:

- There is a national shortage of governors (Mrs Linnell)
- The Board benefits from being able to keep strong, experienced governors (Dr Bastin)
- Governorship is becoming increasingly demanding; the time commitment is significant, and this has an impact on recruitment of governors (Dr Bastin). Mrs Linnell suggested that this supports not imposing limits when there are people of skill and experience who are both willing and available to serve
- Lord Nash’s suggestion about governors moving from one school to another does not recognise the specific commitment which some governors feel towards a particular school (Mr Scott)
- To place a limit on the terms of office would be an unnecessary restriction (Lt Col Dyer)

Several governors pointed to the potential for appointing Article 50 governors from the parent community e.g.

- Recent elections for parent governors have attracted more candidates than there have been vacancies (Lt Col Dyer)
- The school’s rich parent community offers the opportunity for identifying potential governors (Mrs Linnell)
- Many current Article 50 governors served their first term of office as an elected parent governor (Dr Bastin)

PROPOSAL: No limit should be introduced on the number of terms of office a governor can serve.

(ii) External and Internal Review

Dr Bastin drew attention to the services provided by the National Governors' Association (NGA).

Governors discussed the relative merits of internal and external reviews.

Lt Col Dyer suggested an internal review based on the "Twenty Questions".

PROPOSAL: Mr M Goscomb, as the most recently appointed governor, should be asked to use the Twenty Questions as the basis for an individual review with other governors. The aim would be to identify any significant areas of weakness or particular strengths in the current governance arrangements. The outcome of the review would assist with determining whether any changes are required, including whether it would be appropriate to commission an external review. Dr Bastin agreed to approach Mr Goscomb regarding this proposal.

(iii) Skills Audit

Mr Cook reported that a number of governors have yet to reply to the request for the updated audit. The data has, however, been collated in a format which makes it easier for governors to identify strengths and weaknesses across the Board and by committee.

PROPOSAL: the completed and re-structured skills audit should be used as a working document for committees in formulating their annual succession planning statement and when the Board is considering the recruitment of replacement governors.

(iv) Induction and Training

Dr Bastin drew attention to the section of the Governance Review paper dealing with the induction and training of governors.

Lt Col Dyer indicated that he had appreciated the induction session he had received in Autumn 2014, but was still learning. He suggested that a "buddy" system may help new governors to integrate more quickly, and Rev Dawson suggested this would also help build relationships.

Lt Col Dyer commented on the benefit of external consultants providing training and the opportunity for wide input about best practice. Mrs Wilkinson and Mrs Linnell reflected on the advantages of contextualised, in-house training.

PROPOSALS:

- (i) To introduce a "buddy" system for new governors
- (ii) To continue with the current in-house training provision with occasional external input as appropriate

(c) School Futures Group

Dr Bastin drew attention to the section in the Governance Review paper dealing with the School Futures Group, highlighting the following issues:

- The School Futures Group is a "working group" rather than a committee, but does have a longer term role than other typical working groups that may be established from time to time to address specific issues
- The delegated powers and reporting relationships of the School Futures Group
- Proposals for formalising the membership of the School Futures Group

The committee discussed arrangements for the appointment of the Senior Leadership Team apart from the Headteacher. It was agreed that in most cases, the Board, on the recommendation of the School Futures Group, should determine the structure of the Senior Leadership Team, but the Headteacher should be responsible for the recruitment and appointment of members of the Senior Leadership Team in line with the normal arrangements for recruitment.

It was agreed to remove the suggestion that previous experience of recruitment at Colyton should be a requirement for members of the School Futures Group, and that the requirement for "sufficient experience of governorship at Colyton" should be left unchanged with a recommendation that this would typically be a minimum of two years.

PROPOSAL: to include the proposals, as discussed and amended above, in a revised Governors' Yearbook to be considered by the Board in December.

(d) Grievance and Conduct Policies

The Committee noted the outline proposals for a "Governors' Conduct Policy" and a "Governors' Grievance Policy" to strengthen the proposed revised Code of Conduct to be discussed under Item 6.

PROPOSAL: a Governors' Conduct Policy and a Governors' Grievance Policy should be drafted for the Board to consider.

6. Articles of Association and Code of Conduct

Dr Bastin drew the attention of the Committee to the paper and draft revised Articles which had been circulated prior to the meeting.

Mr Cook explained the background, reminding the Committee of the draft additional Article which had been approved by the Board in July, which strengthened the power of the Board to suspend or remove a governor in certain circumstances. In subsequent discussion, the school's solicitors have indicated that the DfE are more likely to approve the school updating the Articles to the current model articles for academies, which include new Articles (67A to 67E) which provide for the suspension of a trustee for a period of up to six months. The new model Articles also include a number of other beneficial changes such as a more general object relating to community use of the school's facilities for recreation and/or leisure.

Mr Cook also drew attention to Article 12 which deals with the Members of the Trust, who are currently the Chairs of Committee.

Mr Cook highlighted the need to determine the number of Other Governors specified in Article 50, and whether or not to ask the DfE to amend the standard Article relating to a "minimum of 2 Parent Trustees".

He also indicated the school's solicitors have suggested that Article 123 should be amended to allow for a simple majority for a Trustees' Written Resolution, as for Article 35 which relates to Members' Written Resolutions.

Following discussion it was agreed to recommend to a special Board Meeting on Thursday 12 November that the Members be recommended to pass a resolution to update the Articles of the Academy Trust to the revised draft with the following changes:

- (a) To change all references in the model articles from "Clerk" to "Secretary"
- (b) To include the additional Article 4(b) relating to providing recreation and leisure facilities

- (c) To amend Article 46 as follows: "Up to 13 Trustees, appointed under Article 50", reflecting our current Articles which allow for up to 11 "Other " Governors and 2 Staff Governors
- (d) To change the standard reference to 2 Parent Trustees in Article 46 to 4 Parent Trustees as at present
- (e) To request the school's solicitors to redraft Article 123 so that a simple majority can be used for a Trustees' Written Resolution.

Dr Bastin then drew attention to the revised Code of Conduct which had been circulated prior to the meeting. Mr Cook reminded the Committee that the current Code of Conduct was based on an NGA model code in 2010, and that the proposed revisions update the code in line with the current NGA code.

It was agreed that the revised Code of Conduct should be included in a revised Governors' Yearbook to be considered by the Board at the special Board on 12 November 2015.

7. Multi Academy Trust

Taken under Part Two Minutes.

8. Fundraising Issues and Alumni Development

Mr Scott drew the attention of the Committee to the recent discussion at the Finance and Resources Committee. He indicated that the work of the group is by no means complete.

Mr Scott drew attention to the decision to purchase membership of CASE, including the benefits of access to a wide range of fundraising advice and assistance with planning and recruiting for a fundraiser. Mr Goscomb's suggestion of appointing a volunteer fundraiser in order to minimise costs but also to embed the idea of "giving time" was noted.

Mr Scott also briefed the Committee on progress with developing the Alumni database, with the work undertaken over the summer break by three database assistants.


In response to Lt Col Dyer, Mr Cook confirmed that the Finance Focus Evening to be held on 12 November will include detailed modelling of a number of proposals, and that Mr Tim Harris' views will be sought on major proposals.

9. Any Other Business

There was no other business.

10. Next Meeting

To be confirmed.

Signed:		(Chairman of Committee)
Date:	14.11.16	