Minutes of the meeting of the Membership and Governance Committee
of Cheltenham College Council
held on 26 September 2024

Present: Miss G Elwood, Chair
Mr D Stewart
Mr W Straker-Nesbit

In Attendance: Mr J Champion, Secretary to Council
Mrs S Hopkins, PA to the Bursar (minutes)

1. **Apologies** – Received from Ms Kallin, Mr Roskilly and Mrs Willgoss

2. **Declarations of:**
2.1 **Conflict of Interest** - None
2.2 **Any Other Business** – One item; Rules and Regulations for Cheltenham College.

3. **Minutes of the meeting held on 2 May 2024 –** Approved as a true and correct record

4. **Matters arising not otherwise on the Agenda:**
4.1 **Dr Ropner** – Mr Champion had spoken to Canon Wilkinson who had approved Dr Ropner formally joining the Committee; Mrs Huggett had endorsed the decision.
4.2 **Miss Elwood and Mr Barr Terms of Office** – Both Miss Elwood and Mr Barr had agreed to serve a second term. Mr Champion apologised, noting that this should have been presented to Council in June but would now go to Council in November for ratification.
4.3 **Nick Chivers** – Mr Chivers had attended the extraordinary meeting of the FRD Committee on 2 September. His appointment remained subject to the completion of usual vetting procedures. Induction training was being organized and Mr Chivers would attend an AGBIS 'New Governors' Programme' on 7 October.

5. **Skills Audit & Matrix, Timeline and Succession Planning**
5.1 **Skills Audit & Matrix** – Mr Champion summarised changes to the Skills Matrix since the previous meeting. Mr Stewart commented that in terms of higher education skills, this was relatively weak, and this was something he felt should be addressed. He also suggested that it might be helpful if the skills matrix could be weighted; Mr Straker-Nesbit endorsed his comments, but it was noted that peoples' assessment of their skills was subjective.

Mr Champion advised that there needed to be a refresh of the skills matrix, and he was keen to reissue the skills audit questionnaire – perhaps with some form of weighting as suggested by Mr Stewart. The Committee agreed that a new skills audit should be conducted.

In response to an observation about governors' familiarity with social media, there was a discussion about resurrecting the idea of inviting young OCs to join Council for a shortened period of office. It was agreed that Mr Champion should investigate the idea further and report back.

5.2 **Timeline** – The Committee noted that Mr Cooper would be retiring from Council in Spring 2025. It was noted that Mr Roskilly's first term of office expired this term – a second term would be proposed to Council in November.

5.3 **Prospective Members**

5.3.1 **Mike Wynne** – Mr Wynne had been approached with a view to rejoining Council; his initial response had been hesitant, but a second conversation had resulted in a more enthusiastic response. Mr Champion had provided a list of dates so that Mr Wynne could plan his schedule but had heard nothing further. He had been reluctant to pressure Mr Wynne however, he would make contact again in due course.

5.3.2 **Caroline Wood** – Mrs Wood had been working as a senior consultant for RSAcademics and was also now working for herself. She had been living in Amsterdam for the past few years but was now returning to Cheltenham and had approached Mrs Huggett with a view to joining Council. It was agreed that Caroline Wood's potential membership would be reviewed again in Spring 2025; the Committee acknowledged that she could offer a great deal of sector knowledge.

5.3.3 **Helen Allen** - Is a chartered surveyor and was meeting with the Executive on 28 September. She was also an OC. Mr Straker-Nesbit said that subject to this meeting, he would be very keen to have her join Council – the Committee endorsed that view.

5.3.4 **Jennifer Sauboorah-Till** – Mrs Sauboorah-Till had approached College following the advertisement in Guardian Jobs Online. The Committee considered her CV and noted that Mr Roskilly had commented on her experience as a Governor with the Harpur Trust and at Bedford School; he felt she was worth talking to. It was agreed that Mr Straker- Nesbit would meet with her on 8 October.

5.3.5 **Ian Archambeau** – Had seen the advert in TES via his wife. He had already met with Mr Champion and Mr Martin, the Director of IT. His experience was not quite as education focused as it ideally would be. Overall, he had strong technical skills but there was the caveat that he might not have the experience at board level College was looking for. Nevertheless, Mr Straker-Nesbit would meet with him on 8 October.

5.3.6 **Ben Robbins** – Is the Finance Director at Ivyline. Mr Champion noted that from a technical perspective he was the right fit and had the necessary skills at board level. He felt Mr Robbins was worth meeting.

Mr Straker-Nesbit noted that College had not yet contacted Alex Chalk KC. Miss Elwood agreed that this could be an excellent appointment. There was a little concern about the political associations, and it was also noted that Mr Chalk was a current parent, but that he should be well able to manage any conflict of interest. There had been a very brief conversation with the Executive about his possible appointment which had been positive, but Mr Champion would discuss this further with Mrs Huggett before making any approach.

6. **Review of Governance** – A paper had been included. Mr Champion confirmed that the rules and regulations had finally been approved and had taken effect from 1 September 2024. Mr Champion would ensure that the ratification of the new Rules and Regulations was recorded in the minutes of the Autumn term Council meeting.

Mr Champion added that there was still work to be done before any new Charity Commission Scheme amending the Cheltenham College Act could be completed. College had engaged specialist charity counsel, and his advice on the way forward was awaited.

7. **Any Other Business**

7.1 **Board Self Review** – Mr Champion reminded the Committee that in the interest of good governance, there should be a regular self-review, and this had not happened for some time. He proposed therefore that time be set aside on the afternoon of Friday 29 November to conduct a self-review session. The Committee agreed.

7.2 **Dedicated Governors** – Mr Champion reminded the Committee that Mr Monro had been the Boarding Governor and would, annually, visit the boarding houses then report to the Welfare & Safeguarding Committee. Mr Straker-Nesbit felt it important that this continued and reported that Dr Flower had agreed to take it on. Dr Flower had also agreed to become the Health and Safety specialist on Council.

8. **Date of Next Meeting –** Thursday 23 January 2025.