



GOVERNANCE COMMITTEE MEETING

Via Zoom Meeting

12 November 2021

MINUTES

In attendance:

Brian Sheridan (Chair); John Martelli; Elspeth Day; Amanda Dawson, Chris Greenhalgh, Gianni Iaia

Guests: Mimosa Viglietti, Marco Ferrari, Steven Sprague

Start: 09:05

1. Approval of Previous Minutes (30 April 2021)

Minutes were approved unanimously with no proposed amendments.

2. Head's Appraisal – Update from working group (JM, AD, ED, NT)

JM gave Governors a quick update on the Appraiser selection process.

Two HMC Registered Appraisers have been interviewed. Both are Heads of Independent Schools, albeit with no overseas experience, which are very difficult to secure.

The selected Appraiser will shortly be introduced to Chris to begin coordinating the various strands of the process.

It was clarified that the Principal undergoes an internal performance assessment process every year. The 360° feedback/review is conducted by third parties (i.e. HMC) and would normally be expected to take place every 2 to 3 years.

ACTION JM to provide Governors with any further updates on the matter.

ACTION JM (and Board) to set Principal's objectives for AY 2021-2022

3. Committees' TOR: final approval from Governance Committee regarding latest revisions

- Education TOR (latest revision date: 18 June 2021)

Minor corrections were highlighted by the Principal.

Further comments were made on the Committee Composition, whether it should include up to 3 members of the Board of Governors or more (since currently there are 4 Governors in the Committee). Please see point 2 of the EdCom TOR.

ACTION AD to liaise with John Law and discuss if the number of members can be reduced to 3 considering Governor's competencies.



ACTION KC to share amended version to BS before sending the final copy to the whole Committee.

4. Building Project Governance: recommendation to full Board for delegated powers for project

BS pointed out that the overall business plan and costs structure of the Project is subject to the Board approval through regular updates and recommendations from Building Committee.

However, there are many operational decisions which need to be taken by the Committee and cannot be overseen by the Board (i.e., signing checks, hiring consultants etc.)

The idea is to set a (limited) framework of delegated powers which are project specific, and which authorise the Principal and CFO to carry out operational procedures.

ACTION JM, BS, SW, CG and GI to finalise the *delegated powers* for the Project and report to full Board at the next Meeting of the Board of Governors on 3 December.

To optimize the process, MF proposed that each Committees should consider *Building Project* as a recurring agenda item where the impact of the Project can be discussed from different perspectives.

ACTION JM to invite Committee Chairs to begin this approach.

***Building Project Updates* to continue as standing items at the full Board Meetings. ACTION KC**

5. Selection of Building Project external consultants: recap on project to date and future needs

The Committee Chair highlighted the long-term relationship with *Europa Risorse* - which has assisted BSM in the design of different sites, including the current Project.

ER has been fundamental for the development of the school relocation project over the last 5 years, and SW is confident that continuing to work with ER is clearly in the best interests of the School.

ER will not act as the school contractor but will assist the Building Committee with the sub-contractor selection process. Albeit that certain sub-contracting may be conducted with ER (for example with architect design company).

As construction accounts for the largest financial part of the project, JM clarified that BSM will go through a rigorous tendering process to ensure the best quality of providers for execution of the Project.

Any possible conflict of interest within the BSM Community will be carefully considered.

Timing and costs of raw materials will continue to be monitored by the relevant Board Committees.

ACTION Building Committee to share the list of partners involved in the Project and related responsibilities with Board members.



6. Committee Compositions

Having 3 simultaneous Committee leadership changes does not fulfil best practice from a governance perspective.

It was agreed that BS will continue to chair the GovCom for a further 12-months

ACTION Nominations Committee to finalize Committee composition by 3 December.

7. A.O.B.

With no other business to discuss, the meeting ended at 11:00

Next Committee Meeting = April 2022