

COLCHESTER INSTITUTE CORPORATION**GOVERNANCE, REMUNERATION AND SEARCH COMMITTEE**

Held via Teams on

Wednesday 9 July 2025 at 3.30pm

Membership:

Caroline Williams – CQC Chair

Richard Block – FRC Chair

Lisa Blake – Board Chair

In attendance:

Alison Andreas – Principal

Alison Bennett – Head of Governance

1. Apologies for Absence

Apologies for absence were received and accepted from Stephanie Bettinson. Sanjeev Arya was not present.

2. Declaration of any conflicts of interest

Caroline Williams made the Committee aware that she had previously worked with Mark Emerson in her previous role at Chelmsford College but not in a line management role.

3. Any Other Urgent Business

It was agreed that the Senior Post Holder Recommendation paper, which had been circulated in advance, would be discussed at the end of the meeting.

4. Minutes of Previous meeting

The minutes of the meeting held on 23 April 2025 were **APPROVED** as a true and accurate record subject to the following amendments.

Item 5 – ESNEF to be corrected to ESNEFT

Item 5- Action to be added to the action sheet.

5. Action Sheet

CIC/GRS/25/2/3 item 6, External Board review. It was explained that work had been carried out on the document however further work has been requested before being shared with Governors and, therefore, would be taken to the Board meeting on 22 July.

6. Assurance against Weston College Report

CIC/GRS/25/2/3, Weston College Report was received and considered. It was explained that, following the report on Weston College, a review of Colchester Institute's compliance with the recommendations had been conducted. Areas requiring further action to ensure full compliance were identified. A Governor noted that this process is as much about maintaining the right attitudes and values as it is about implementing actions, emphasising the importance of avoiding complacency. The meeting agreed with this view.

The Head of Governance informed the Committee that the document will be presented to the Audit and Risk Committee meeting on 10.07.25 for their information.

The Committee noted overlap between this and other documents of actions. Following discussion, it was agreed that these documents should be consolidated into a single governance action plan to facilitate easier management. It was also requested that implementation dates be added to all actions.

Discussion took place regarding the development and professional qualifications for the Head of Governance, with questions raised about how the listed qualifications align with existing ones. It was explained that the Head of Governance has already completed both Level 3 and Level 4 qualifications in Academy Governance. The training routes outlined in the action plan would provide additional qualifications aimed at further expanding current expertise.

Senior Post Holder pay: Governors **ASKED** whether benchmarking data could be included. The Principal said that the Senior Post Holders Pay Survey 2024 is now available and may be useful; however, due to significant variation beyond the roles of Principal, Chief Executive, and Head of Governance, the data can be difficult to compare. It was agreed that the Senior Post Holders Pay Survey 2024 would be circulated to the Committee for information.

The Finance and Resources Committee Chair questioned the document's reference to the publication of minutes. It was explained that in previous years, the Chair of the Governance, Remuneration, and Search Committee (GRSC) has given the Board a verbal update confirming that the GRSC reviewed Senior Post Holders' pay, without disclosing any specific details publicly. Going forward, more detailed information will be provided to the Board in a confidential Part II meeting, to enable the board to approve SPH pay increases.

Principles of Managing Public Money: It was noted that the response refers to page 8 of the Monthly Management Report (MMR). The Committee questioned whether this information provides a forward-looking or retrospective view. It was agreed that clarification would be sought from the Deputy Chief Executive. Governors noted that although the document does not explicitly reference the College budget or the use of public funds, they felt these aspects are implicitly addressed.

ACTIONS:

- Head of Governance to produce a governance action sheet consolidating action points from associated documents, with implementation dates included for each action.
- Principal to circulate the Senior Post Holders Pay Survey 2024 to the GRSC committee for information.
- Head of Governance to request feedback from the Deputy Chief Executive on whether the MPM reporting within the MMR is forward-looking or retrospective

7. Effective Senior Post Holder Remuneration and Appraisals

CIC/GRS/25/2/4, Compliance against Effective Senior Post Holder Remuneration and Appraisal report was received for discussion.

The Chair of Corporation introduced the paper and the action plan that has been created. It was explained that DFE Guidance on 'Effective Senior Post Holder Appraisal and chair performance reviews' was published in March 2025 to provide support to FE Governing Bodies in undertaking effective appraisals of Senior Post Holders and Governance Professionals, and to ensure there are regular and constructive reviews of the performance of the Chair of the Board. Historically the appraisal process for the Principal and Governance Professional has been more informal than is set out in the DFE Guidance whilst other senior post holder appraisals, carried out by the Principal, have followed the formal college process. Work on formalising the processes for setting objectives and reviewing the performance of the Principal and Head of Governance had already begun in January 2025 upon appointment of the Corporation Chair and, upon implementation of the action plan, will also be fully aligned with the DFE Guidance. Work on the formal review of performance management of the Corporation Chair is in progress, having not previously been in place. Governors were reminded that it is the responsibility of the full Board to understand the objectives for Senior Post Holders and the Corporation Chair. A Governor commented that by not being aware of Senior Post Holder objectives the Board/ committees may, in meetings, be asking them to focus on issues that are not related, resulting in additional work. The Corporation Chair commented that the action plan, as it stands, does not go far enough to address the perceived need for Senior Post Holder objectives to be

shared with Chairs of Committees via the GRSC for the reasons discussed. The Committee recognised the importance of ensuring Governors are aware of their role in the process and must rely on the Principal to undertake the appraisals and will not be provided with the outcomes of the objectives. The Committee agreed that the outcomes of the Principal's appraisal would be shared with the Board as they have collective responsibility to appraise the Principal. The Committee agreed to the proposal that the Vice Chair would lead on the appraisal process for the Corporation Chair. The Chair's objectives for 2025-26 will be shared at the first Board meeting of the new academic year, to be approved. It was agreed that in future years there would be a streamlining of format when feedback is requested for the for the Principal, Head of Governance and Corporation Chair. Governors **ASKED** whether the College appraisal policy references who is responsible for Senior Post Holder appraisals. The Principal said that it does not and, following discussion, it was agreed that this should be included in the Senior Post Holders Remuneration Policy.

ACTION:

- Head of Governance to add Senior Post Holder appraisal responsibilities to the SPH Remuneration Policy for approval at Autumn term GRSC.

8. Membership and Succession Planning

9.1 CIC/GRS/25/2/5, Membership Report, was received and considered.

Vice Chairs: It was agreed that having Committee Vice Chairs in place provides resilience, however there would be no expectation that the Vice Chair would become the next chair. The Committee commented on the need to clarify the role of the Vice Chair via a role description and noted the importance of staggered terms of office to prevent the Chair and Vice Chair from leaving their roles simultaneously.

DECISION: It was **AGREED** that Vice Chairs would be appointed to committees to provide resilience and experience.

Governance, Remuneration and Search Committee Chair 2025-26: After discussion, it was agreed to continue with the current co-chair format, and that a Vice Chair would not be necessary. This arrangement will be reflected in the Committee's Terms of Reference.

Individual Governor Matters:

Sally Conner / Michael Asare Bediako;

Both governors have shown high levels of non-attendance and frequent apologies or absences during the 2024-25 academic year, prompting concerns about whether they feel they are able to contribute fully, and whether, in turn, that contribution is beneficial to the Board. The Corporation Chair stated that these concerns will be addressed during upcoming one-to-one meetings, with the goal of identifying any underlying issues affecting attendance/ timely apologies and exploring how the Board can support them to improve. The Committee acknowledged that, when present, both individuals make positive contributions; however, inconsistent attendance undermines the strength of their overall contribution and affects the overall effectiveness of the Board or relevant Committee. While the voluntary nature of the role is understood, the Committee stressed the importance of maintaining a minimum level of engagement and contribution.

Stephanie Bettinson

Recently appointed as Chair of the Audit & Risk Committee, Stephanie has experienced difficulties attending meetings. Of the two meetings held since taking on the role, she attended one remotely and gave apologies for the other. The Head of Governance also raised concerns regarding challenges in contacting her, and receiving responses from her, and the importance of receiving timely responses, which is especially important given her role as Committee Chair. The Corporation Chair confirmed that these issues will be discussed during a one-to-one meeting.

Jasmin Patel

The Chair continues to make efforts to contact Jasmin ahead of her anticipated return to the Board on 1 August.

DECISION: The Committee agreed that one-to-one meetings should be conducted to identify any barriers to attendance before making further decisions. They approved the Corporation Chair to take any necessary action during these meetings.

ACTIONS:

Committee Chairs to review their Committee memberships and identify potential candidates for Vice Chair ahead of the Autumn GRSC meeting.

- Head of Governance to draft a role description for Vice Chairs, including the Corporation Vice Chair.
- Head of Governance to update the Committee Terms of Reference to reflect the GRSC co-chair format.
- Attendance of individual Governors to be added to the work plan for the Autumn term – Head of Governance
- Summary of 121 discussions on specific matters to be verbally reported to the September GRSC – Corporation Chair

9.2 CIC/GRS/25/2/6, Succession Planning guidance, was received and considered.

Governors **ASKED** how the guidance would be integrated into the regular reporting process. It was agreed that a grid be created to display each governor's membership, terms of office, and skills. During discussion on terms of office, the Head of Governance noted that the FE Commissioner advises that governors' terms of office should only be extended beyond two terms in exceptional circumstances.

ACTIONS:

- Head of Governance to prepare grid detailing membership, terms of office, and skills of each governor for the Autumn term meeting.
- Head of Governance to coordinate the skills and experience review and use it to populate the succession planning document.

9. Policy Review

12.1 CIC/GRS/25/2/7, Disciplinary Policy for Senior Post Holders, was received for recommendation to the Board.

12.2 CIC/GRS/25/2/8, Grievance procedure for Senior Post Holders, was received for recommendation to the Board.

DECISION: The Committee **AGREED** the Disciplinary Policy for Senior Post Holders and the Grievance procedure for Senior Post Holders for recommendation to the Board.

10. Any Other Urgent Business

As agreed at item 3 the additional paper Senior Post Holder Recommendation was discussed. The Principal explained that the paper proposes that Mark Emerson, Vice Principal: Curriculum Innovation and Business Transformation is made a Designated Senior Postholder from 1st August 2025. It also proposes that from 1st August 2025, Mark's remuneration is increased to a Spot Salary of £87,000. (Current salary £82,020, with an increment due on 1st August to take it to £84,482). All figures are ahead of any college pay award that Governors may approve for 2025/26.

The Principal went on to explain that since joining the College on 3rd February 2025, Mark has made considerable impact making very good progress towards a set of stretching objectives. The report outlined his most significant achievements in that time.

Governors **ASKED** how the proposed spot salary compares to that of other Senior Post Holders. The Principal detailed the salary of the Deputy Principal and Deputy Chief Executive, explaining how each role fits into the hierarchy of the College leadership.

Following discussion, the Committee **AGREED** for recommendation to the Board, that the role of Vice Principal be designated as Senior Post Holder and the remuneration be increased to a Spot Salary of £87,000 with effect from 1 August 2025.

DECISION: the Committee **AGREED** for recommendation to the Board, that the role of Vice Principal be designated as Senior Post Holder and the remuneration be increased to a Spot Salary of £87,000 with effect from 1 August 2025. Paper to be presented to the Board for approval as a Part IIb at the 22 July meeting.

ACTION:

- Head of Governance to amend references to Senior Post Holders to reflect all Senior Post Holders in all relevant documents

11. Review of Meeting

- Items/papers to be reported to the next Board meeting.
 - Senior Post Holder recommendation paper Part IIb
 - Senior Post Holder policies
- It was agreed that due to the nature of the meeting and discussions, the whole meeting would be taken as confidential.

12. 2025-26 Meeting dates

To be confirmed