

Colchester Institute Corporation

Minutes of a Meeting of the Remuneration and Search Committee
held on 23RD July 2019
at the Sheepen Road Campus

Present:

Kevin Prince, in the Chair
Alison Andreas

David Gask
Richard Wainwright

In Attendance:

Hazel Paton

Clerk to the Governors

There were no apologies for absence

Part I

1. **Declaration of any Conflicts of Interest**

None.

2. **Minutes**

The Minutes of the meeting held on 12th December 2018 (CIC/RS/19/1/1) were received and confirmed. The Chair signed the minute book.

3. **Matters Arising from the minutes**

3.1. **Board objectives**

It was agreed that the objectives suggested at the last meeting were whole College objectives, and that this Committee should be recommending specific objectives in terms of improving the performance of the Board. A number of areas were discussed where targets could be set. Suggestions included:

- Improving the professionalism of the Board, visiting colleges where governance is outstanding to observe best practice, and ensuring all governors make use of the training that is available. Targets could include every governor undertaking a certain amount of CPD each year, and addressing perceived weaknesses identified through the skills audit.
- Framing objectives around the areas of good governance identified in the AoC publication Creating Excellence in College Governance.
- Considering an external review of governance. It was noted that the audits of governance carried out as part of the College's internal audit programme give assurance that the technical requirements are sound and that the governance arrangements are that required of an FE college, but do not consider the impact that governance is having.
- Drawing on the results of the governor self-assessment 2019.
- To improve the diversity of Board membership

The Committee will consider this further when the results of the governor self-assessment 2019 are available.

4. **Terms of Office of Board Members**

CIC/RS/19/1/2, Terms of office of Board Members, was received. Governors considered the concerns raised by the Office for Students that the College does not currently uphold public interest governance principle XI on independent members of the governing body in respect of limiting the number of terms of office that they may serve. Governors agreed that a turnover of members was necessary and healthy to bring in fresh ideas and mitigate against groupthink, but were concerned at the potential impact of limiting the number of terms a Governor may serve if the Board were

unable to recruit new members with the required skills. The Committee also had regard to the Code of Good Governance for English Colleges (adopted by the Board at its meeting on 21 July 2015), and the provision that governors subsequently undertaking a new and more senior role, for example as chair, may serve more than a maximum of eight years.

The Committee also considered changes to the Standing Orders to reflect changes to the Students' Union in 2019-20.

It was AGREED to recommend to the Board that section 2 of the Standing Orders (Terms of Office) is updated to include the following new clauses:

- 2.3 Board members should not normally serve for more than two terms (or a maximum of eight years) except where undertaking the role of Chair or Vice Chair of Governors or other exceptional circumstances.
- 2.4 Board members undertaking the role of Chair or Vice Chair of Governors may serve an additional two terms of four years in their role as Chair.

That clause 2.6 is amended to read:

- 2.6 The President of the HE Students Union and President of the FE Students Union shall be Student Governors and their term of office shall be coterminous with their appointment as Student Union President.

And that clause 2.7 is deleted.

5. **Membership / Succession Planning**

CIC/RS/18/2/2, Membership / Succession Planning report, was received and discussed.

- 5.1. Governors considered the overall size of the Board and agreed that a determined membership of 16 was still an appropriate size. Large groups discourage the active participation of all members in the discussions.
- 5.2. It was noted that Martin Fordham would be leaving the College on 1st September 2019, automatically terminating his appointment as a Staff member. The Clerk would organise the election of a new Staff Governor (teaching staff) early in the new academic year.
- 5.3. It was noted that the two Student Governor posts, held by the Presidents of the FE and HE Students' Union, were currently vacant. The new President of the FE Students' Union had resigned before taking up post. The elections for the newly established HE Students' Union would not be held until October 2019.
- 5.4. It was noted that the vacancy for an Independent Member with a legal background had advertised through the Governors for Schools; the Inspiring FE Governance; and the College websites. One expression of interest had been received through the Governors for Schools service, but the volunteer did not possess the required legal background so the application was not pursued. Invitations were sent to two volunteers registered with the Inspiring FE Governance service, but they did not respond. It was agreed to make a direct approach local law firms.
- 5.5. It was noted that Sue Thompson-Arnold had resigned from the Board due to other commitments, creating a vacancy for an Independent member, and vacancies on the Audit and Compliance and Remuneration and Search Committees.
- 5.6. The Committee considered the position of five Independent members whose terms of office were ending.

5.6.1. Noting that Benda Baker, David Gask and David Gronland would have completed eight, ten and ten years respectively when their current term of office end on 31st December 2019, it was agreed to search for three new Independent members to join to the Board with effect from 1 January 2020.

5.6.2. The Committee considered the length of service, attendance, skills and contribution to the Board of Richard Wainwrights and Kevin Prince who would complete their current terms of office on 3rd October 2019 and 31st December 2019 respectively. Both had recently taken on more senior roles of Vice Chair and Chair respectively. It was agreed to recommend to the Board the reappointments of Richard Wainwright for a four year term of office with effective 4 October 2019, and Kevin Prince for a four year term of office with effect from 1 January 2020.

5.6.3. The Committee considered the skills audit and agreed to look for new members with educational, financial and legal backgrounds, and possibly a current or former HMI. The Committee discussed where to advertise the vacancies. The Principal agreed to circulate details of the vacancies via the Colchester Ambassadors network.

6. **Appraisal Process 2018/19**

The Committee received and noted:

- CIC/RS/19/1/4, Chair's appraisal process – timetable and assessment questionnaire (to be completed by all Governors and members of the College Executive).
- CIC/RS/19/1/5, Principal's appraisal process. The process had been agreed with the Principal, and will involve input from third parties.

7. **Governor Self-Assessment 2018-19**

CIC/19/1/6, Board Self-Assessment 2019, was received and discussed. It was agreed to update the Governor assessment questionnaire for 2019 to reflect the new Education Inspection Framework. It was also agreed to include questions on training that governors have undertaken in the last year and what training they would like to receive.

8. **The Colleges' Senior Post Holder Remuneration Code**

CIC/RS/19/1/7, The College's Senior Post Holder Remuneration Code, was received and considered. It was agreed to recommend to the Board that it adopts and has due regard to the Remuneration Code.

The appended draft terms of reference for the Remuneration and Search Committee, updated to reflect the principle of independence in the Code, were considered and approved for recommendation to the Board.

The Committee will agree a process for the election of the Chair of the Remuneration and Search Committee at the next meeting.

9. **Board Meeting Schedule 2019-20**

CIC/RS/19/1/8, Board meeting schedule 2019-20, was received and accepted for recommendation to the Board, subject to increasing the number of meetings of the Remuneration and Search Committee from three to five per year.

10. **Date of Next Meeting**

Tuesday, 1st October 2019 at 3.30pm

11. **Any other urgent business**

12. **Governance Risks**

The Principal tabled an example of practice from another college, where Governance risks on the Corporate Risk Register are 'owned' by the Governors, and asked whether Governor should identify some Board risks. Examples of Governance risk were discussed and included membership; Governors making a wrong decision due to lack of information; and sudden departure of the Chair. It was agreed to consider this further at the next meeting.

13. **FEC Team Diagnostic monitoring visit**

The Chair reported that the FEC Team diagnostic monitoring visit had gone well, and thanked the Principal, Richard Wainwright and David Gask for their hard work during the visit.

PART II

These minute are not confidential but the supporting papers are confidential to Independent Governors

14. **Part II Minutes**

The Part II Minutes of the meeting held on 12th December 2018 (CIC/RS/19/1/9) were received and confirmed. The Chair signed the minute book.