

Colchester Institute Corporation

Minutes of a Meeting of the Remuneration and Search Committee  
held on 1<sup>st</sup> October 2019  
at the Sheepen Road Campus

**Present:**

Alison Andreas  
Mark Davies  
David Gask

Kevin Prince  
Richard Wainwright

**In Attendance:**

Hazel Paton Clerk to the Governors

There were no apologies for absence

Kevin Prince in the Chair

1. **Appointment of Chair**

The Committee considered the process and term of office for the appointment of Committee Chair under the Committee's new terms of reference. It was noted that the Corporation could no longer Chair the Committee. After discussion it was agreed to appoint Richard Wainwright as Chair of the Committee for a four year term of office

Richard Wainwright in the Chair.

2. **Declaration of any Conflicts of Interest**

None

3. **Minutes**

The Minutes of the meeting held on 23 July 2019 (CIC/RS/19/2/1) were received and confirmed. The Chair signed the minute book.

4. **Matters arising from the minutes**

It was agreed to defer consideration of Board objectives until the next meeting when the results of the Governor self-assessment 2019 are available.

5. **Membership/Succession Planning**

5.1. The Corporation Chair reported that he had represented Governors at the retirement presentation for Martin Fordham, Staff Governor (Teaching Staff). The Clerk confirmed that arrangements were in place to find a new Staff Governor, nominated and elected by the College's teaching staff. Two nominations were received and an election will be held before the next Board meeting. It was agreed to circulate copies of the two candidate's personal statements to Members of this Committee for information.

5.2. It was reported that the two student Governor roles (normally filled by the Presidents of the FE and HE Students' Unions) were currently vacant. A bi-election for the FE student executive roles was currently underway, and the election for the executive roles in the newly established HE Students' Union will be held later this term.

5.3. The Committee considered nominations for the current vacancies for Independent Governors. It was AGREED to recommend to the Board the appointment of Pam Donnelly for a four year term office with effect from 22 October 2019. It was further agreed that as Ms Donnelly has been a co-

opted member of the Audit and Compliance Committee since 2016, and known to a number of Governors in this role, to seek Board approval for her appointment by written resolution.

- 5.4. It was reported that the Principal and Committee Chair had met with two prospective Governors on 25 September 2019. The Corporation Chair outlined the background and experience of both candidates. After discussion it was AGREED to recommend to the Board the appointments of Patrick Giddings and Jasmin Patel as Independent Members for a four year term of office.
- 5.5. Governors discussed the support given to new Governors and agreed that a more formalised induction process should be put in place, and a 'buddy' system introduced to support Governors during their first few months in the role. It was also agreed as good practice to invite prospective Governors to attend a meeting of the Board or a Committee as an observer, to give them the opportunity to meet other Governors, see the Board in action, and get a feel for how the Board works and how this fits with their expectations.
- 5.6. It was reported that the Principal and Chair were following up interest from two other potential governors, one with a background in health and the other with experience in Public Relations. The Committee is also looking for a new member with experience in FE, or a current or former HMI, to either join the Board or become a co-opted member of the Curriculum and Quality Committee.

## 6. **Governance Risk Register**

The Principal reported that the College Executive had reviewed the Corporate Risk Register that morning and had observed that Governance risks are not currently covered. All College areas have departmental risk registers, which are reviewed termly by the Risk Management Committee and which inform the Corporate Risk Register. The Principal questioned whether Governors should similarly have their own risk register, and presented an example of a risk register from another college where the identified risks pertaining to governance included:

- Inability to appoint members with the necessary skills
- Ineffective Governor/SMT relationships
- Governors' understanding of financial complexities, implications and impact
- Awareness of the insolvency process

After discussion it was agreed that it would be good practice to reflect on and record the risks in governance, the controls that are in place, and to review it on a regular basis. The Board needs to be sure that the framework gives them comfort that the controls are working.

The Chair of the Audit and Compliance Committee was asked to draw up a list of suggested risk areas for further discussion.

## 7. **Board Attendance 2018-19**

CIC/RS/19/2/2, Board Attendance Report 2018-19, was received and considered. It was agreed that average attendance, although similar to previous years and the average for the sector, could be better. Members discussed how to improve attendance. Suggestions including reinforcing the expectations around attendance as part of the appointment and induction process and making better use of technology to enable members to participate in meetings virtually.

## 8. **Date of next Meeting**

Tuesday, 26 November at 3.00pm.

## 9. **Any other urgent Business**

There were no items.