

Colchester Institute Corporation

Minutes of a Meeting of the Remuneration and Search Committee
held on 26th November 2019
at the Sheepen Road Campus

Present:

Richard Wainwright, in the Chair
Mark Davies

David Gask
Kevin Prince

In Attendance:

Alison Andreas
Hazel Paton

Principal and Chief Executive
Clerk to the Governors

There were no apologies for absence

1. Declaration of any Conflicts of Interest

None

2. Minutes

The Minutes of the meeting held on 1st October 2019 (CIC/RS/19/3/1) were received and confirmed. The Chair signed the minute book.

3. Matters arising from the minutes

None, other than on the agenda.

4. Membership/Succession Planning

CIC/RS/19/3/2, Membership/Succession Planning, was received and considered.

- 4.1. It was noted that the Presidents of the FE and HE Students' Unions are normally appointed as Student Members. The HE Students' Union have not yet completed the election of officers to the Students' Union Executive for this year. The HE Student Governor position is therefore vacant pending the outcome of the election.
- 4.2. It was reported that the Corporation Chair, Principal and Clerk had recently met a potential new Governor, who was very interested in the role, but would like to use the next six months to engage with the College and be considered to be Governor from May 2020. The individual has extensive knowledge of the health sector and considerable senior leadership experience. Further details will be provided to the Committee in due course.
- 4.3. The Principal reported that she had had an informal conversation with a potential new Governor with a background in public relations, who was interested in either becoming a Board member, or being appointed as a co-opted member of a Committee. The next stage is to arrange a formal interview.
- 4.4. The Committee is still looking for someone with recent FE experience (such as a current or former Ofsted Inspector or senior leader), to become a Governor, or to join the Curriculum and Quality Committee as a co-opted member.
- 4.5. The Committee considered the skills audit analysis. The new members will start to complement the skills and experience of the existing members. It was agreed that the skills audit should be used to inform CPD for Board members and topics for pre-Board briefings. Arising from the discussion, it was agreed to invite the Internal Auditor to give a presentation to the Board, either as a pre-Board briefing or at the planning day, on risk management in the sector and the things that Governors

should be horizon scanning for. Similarly, an educationalist could be invited to address the Board on current educational matters.

- 4.6. Appendix 3 to the Membership Report, draft Committee membership with effect from 1 January 2020, was considered and approved for recommendation to the Board. It was agreed that it would be appropriate for the Support Staff Governor, who as a member of the Quality team has a quality assurance and audit role within the College, to sit on the Audit and Compliance Committee. This would require an amendment to the Committee's terms of reference in respect of membership, which currently states that staff governors are not eligible to sit on the Committee. This was added in 2018 to bring the terms of reference in line with the Post 16 Audit Code of Practice which clarified that staff governors should not be members of an audit committee. The latest version of the Audit Code of Practice has relaxed this, but states that Corporations should consider whether staff governor members of an audit committee meets good practice standards of independence and objectivity. The Committee agreed that the appointment of Liz Goodall to the Committee is appropriate in view of her role in the College.
- 4.7. It was agreed to look for someone with a financial background to join the Resources Committee as a co-opted member. The Corporation Chair agreed to progress this.
- 4.8. The Corporation Chair reported that one of the comments made in the Chair's Appraisal was a suggestion that the Resources Committee should become a Finance and Resources Committee, to emphasis its finance role and give the Committee more credence. It was agreed to look at practice in other colleges.
- 4.9. Members considered the current Committee structure and questioned whether the Audit and Compliance Committee should be reconstituted as an Audit and Risk Committee, providing clearer risk reporting to the Board. It was also agreed, given the reliance on technology in its broadest sense, that the Audit and Compliance Committee needs assurance that fire walls are working and that the College is not at risk of phishing and cyber-attacks. It was suggested that the Head of ILT should be in attendance at meetings of the Audit and Compliance Committee
- 4.10. Members agreed that there is a strong argument for risk to be a standing item on Board agendas, and for the Board to be engaged with the top five risks in the College in the current period, as well as any other emerging risks. The Board should not be concerned with the risk controls, which is a matter for the College Executive to design, but the Board needs assurance from the Executive that the controls are operating and that risk is being managed.
- 4.11. The Clerk was asked to look at examples of terms of reference for committees in other colleges, particularly audit/compliance/risk and finance/resources, and bring forward proposals to a future meeting.
- 4.12. It was noted that there would be a vacancy for a governor with responsibility for Employer Engagement and Apprenticeships from January 2020. This continues to be a priority area for the College. It was agreed to raise this at the next Board meeting and ask for one or more Governors to become ambassadors for apprenticeships.
5. **Governance Risk Register**
It was agreed that the Corporation Chair, Principal and Clerk would look at developing a register of the risks around governance, using a simplified, RAG rated, version of the individual departmental risk registers, which feeds into the overall Corporate Risk Register.
6. **Governor Self-Assessment 2018-19**
CIC/RS/19/3/3, Governor Self-Assessment 2018-19, was received and considered. The Corporation Chair, Principal and Clerk were asked to look at the results, and identify actions to help improve

scores going forward, which may include a programme of Board briefings/CPD. They were also asked to consider whether the results identified any issues in terms of the risk register.

7. **Chair's Appraisal 2019**

The Corporation Chair tabled a summary of the main areas for improvement suggested by Governors/College Executive as part of the Chair's appraisal (CIC/RS/19/3/4). The Chair reported that the vast majority of the feedback was positive and he was grateful for the responses. The main areas for improvement, which he is looking to address, include focussing meetings, closing down discussions, and more focus at meetings on curriculum matters.

8. **Senior Post Holder Remuneration Policy**

CIC/RS/19/3/5, draft Senior Post Holder Remuneration Policy, was received and considered. It was AGREED to recommend the Policy to the Board for approval.

9. **Annual Report to the Board 2018-19**

CIC/RS/19/3/6, Remuneration and Search Committee Annual Report to the Board 2018-19, was received, considered and approved for submission to the Board.

10. **Date of next Meeting**

Wednesday, 29th January 2020 at 3.00pm.

11. **Any other urgent Business**

There were no items.