

## Colchester Institute Corporation

Minutes of a Virtual Meeting of the Remuneration and Search Committee  
held on 23<sup>rd</sup> June 2020**Present:**

Richard Wainwright, in the Chair  
Lisa Clampin

Mark Davies  
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 29<sup>th</sup> January 2020 (CIC/RS/20/2/1) were received and confirmed.

**3. Matters arising from the minutes**

None, other than on the agenda.

**4. Review of Governance Risk Register**

CIC/RS/20/2/2, Governance Risk Register, was received and discussed.

**4.1. Risk 2 – Deterioration of relationship between key governors and College Executive Members**

Governors discussed the level and nature of communication with the College Executive, reflecting on the fact that since the lockdown and the move from physical to virtual meetings there is not the same level of less formal discussion. The Chair of Finance and Resources Committee had a number of conversations with the Executive Vice Principal: Finance and Corporate Development before and after the last Board meeting and the Corporation Chair is in regular contact with the Principal and the Clerk. The Principal has no concerns about the level of contact and thought that was also true of the other members of the College Executive.

The Corporation Chair reported that he is keeping in touch with other Governors as much as possible but it is more difficult in the current environment. Governors are able to set up their own Zoom meeting using their College email, or through their own personal account.

**4.2. Risk 3 – Sudden departure or absence of Chair or a Committee Chair**

Governors discussed appointing Vice Chairs to Committees. The purpose would be to step in in the absence of the Chair, without an expectation that they will take on the role of Chair in the future. The Corporation Chair will consider this further outside the meeting.

**4.3. Pandemic**

The potential Governance risks associated with the current pandemic were discussed. It was agreed to add a new risk “unexpected significant absence from meetings as a result of a pandemic”.

**5. Review of Role Descriptions**

The Committee received, considered and APPROVED:

- CIC/RS/20/2/3, updated Role Description for Corporation Board Member

- CIC/RS/20/2/4, updated role description for Corporation Chair
- CIC/RS/20/2/5, new role description for Corporation Vice Chair – subject to clarifying that a Vice Chair can be re-elected for a second term of office
- CIC/RS/20/2/6, new role description for Committee Chair – subject to adding a section on personal qualities
- CIC/RS/20/2/7, new role description for Co-opted Member

**6. Governor Self-Assessment 2019-20**

CIC/RS/20/2/8, Governor Self-Assessment 2019-20, was received and discussed. It was agreed to ask Governors to complete the same questionnaire as last year, which is based on the Ofsted framework, and will provide comparative data.

It was agreed to establish a small panel of Governors to consider the findings when available and report back to this Committee. The findings will be used to inform the Leadership and Management section of the Self-Assessment Reports, a Governance improvement plan, and in future planning.

**7. Membership/Succession Planning**

CIC/RS/20/2/9, Membership/Succession Planning, was received and considered.

It was noted that Mark Davies will complete his first term of office as an Independent Member on 31 December 2020. The Committee considered his skills profile, Board responsibilities and contributions, record of training and related activities and attendance record. It was AGREED to recommend to the Board that Mark Davies is re-appointed for a four year term of office with effect from 1 January 2021.

**8. Date of next Meeting**

Wednesday, 30<sup>th</sup> September 2020 at 3.30pm.

**9. Any other urgent Business**

There were no items.

**10. Election of Student Governors**

CIC/RS/20/2/12, Election of Student Governors, which had been circulated in advance of the meeting, was received and considered. It was noted that currently the roles of Student Governor are held by the Students' Union Presidents for FE and HE. The skills set and areas of interest of somebody wanting to be involved in the Students' Union Executive are not necessarily the same as the skills set and areas of interest of someone that wants to be involved in the governance of the College. This may be why in recent years the level of engagement of the student Governors has not always been very successful. After discussion it was agreed to recommend to the Board that

- (i) The role Student Governor is no longer linked to the elected role of the Students' Unions Presidents for HE and FE.
- (ii) That the Instrument of Government is amended to enable one Student Governor to be nominated and elected by the College's Higher Education Students and one Student Governor to be nominated and elected by the College's Further Education students.

**PART II – these minutes are not confidential but the supporting papers are confidential**

**11. Minutes**

The Part II Minutes of the meeting held on 29th January 2020 (CIC/RS/20/2/10 and CIC/RS/20/2/11) were received and confirmed.