

Colchester Institute Corporation

Minutes of a Virtual Meeting of the Remuneration and Search Committee
held on 25th November 2020

Present:

Richard Wainwright, in the Chair
Mark Davies

Kevin Prince

In Attendance:

Alison Andreas
Hazel Paton

Principal and Chief Executive
Clerk to the Governors

1. **Apologies for Absence**

Apologies for absence were received from Lisa Clampin and Keith Moule.

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

None

3. **Minutes**

The Minutes of the meeting held on 30th September 2020 (CIC/RS/20/4/1) were received and confirmed as an accurate record.

4. **Matters arising from the minutes**

4.1. **Ofsted Inspection**

The Ofsted interim visit took place on 18th and 19th November 2020. Feedback from the Inspectors was positive.

5. **Membership / Succession Planning**

The Committee received and considered CIC/RS/20/4/2, Membership Report.

5.1. **Election of Student Governors**

The Committee noted that the students had elected Tyler Burgess (FE) and Zainab Domingue (HE) as student Governors. It was agreed to appoint them to the Curriculum and Quality Committee.

5.2. **Skills Audit**

The current skills profile was considered. It was noted that there were currently no Board members with moderate or high experience in IT, but agreed that this was low risk. The Director of Information and Learning Technologies (ILT) attends each meeting of the Audit and Risk Committee to provide an update on cyber security and IT risks in general. Given that IT is an increasingly specialist area, and is a fundamental pillar of the organisation, Governors considered whether this role should be separately and independently represented on the College Executive, rather than through the Executive Vice Principal: Finance and Corporate Development. The Director of ILT is not currently a member of the College Executive because he reports to a member of the College Executive. The Principal noted the suggestion and agreed to consider it in consultation with the two Executive Vice Principals.

It was reported that following a series of cyber-attacks on colleges in recent months this risk had been elevated on the Corporate Risk Register.

5.3. **Membership / Succession Planning**

The Principal confirmed that she had had an initial meeting with a potential new member with a background in health who was interested in joining the Board but wished to consider it further. The next stage is to arrange for a more formal discussion with the Principal, Chair and Clerk if he so wishes.

The Committee discussed inviting the co-opted member of the Finance and Resources Committee to become a Governor. The Chair of the Finance and Resources Committee commented positively on his contribution at meetings and supported his appointment. It was agreed that the Corporation Chair would ask the individual if becoming a Governor is something they would consider.

Members noted that the Corporation and Committee Chairs had all completed at least one four year term as a Governor and considered at what point the Board should start preparing other Governors to step into these roles to ensure a smooth transition. It is hoped that the decision to appoint Committee Vice Chairs will help with succession planning, although it was noted that no-one had yet put themselves forward to become Vice Chair of the Finance and Resources Committees. It was agreed that:

- each Committee Chair should approach a member of their Committee about taking on the role of Vice Chair. It was felt that this was more likely to result in a positive response than a general request for a volunteer to take on the role.
- the current Committee Chairs should stand down before their current term of office ends so they are on hand to offer support and advice to their successor in the role if required.
- once a Governor has stood down as a Committee Chair, they will move to another Committee to allow the new Chair to develop the role.

The Committee will develop its succession plan for Committee Chairs over the next 12-18 months.

6. **Governance Risk Register**

The Committee received and considered CIC/RS/20/4/3, Governance Risk Register. The appointment of Committee Vice Chairs needs to be progressed.

7. **Chair's Appraisal 2020**

The Corporation Chair gave an overview of the results of the Chair's Appraisal 2020. Overall the scores were better than in the previous year, and were positive in a number of areas. It was pleasing to note that the quality of Governors scored highly, and that members felt that it was a much more collegiate governing body with more Members contributing to the discussion at meetings. Progress is being made in improving the diversity of the Board but more needs to be done. The highest scoring area was the availability of the Chair.

In terms of areas for improvements, comments included:

- the amount of literature that the Board has to read prior to meetings. It was suggested including an agenda item at the end of Board/Committee meetings to reflect on how the meeting went, the quality of the papers, and what Governors would like to receive more/less of.
- Governor involvement in the Self-Assessment Report. This has started to be addressed.
- The Board is too internal and does not sell the College enough externally. It was suggested that this could be a discussion item at a future Board Planning meeting, with an external facilitator.
- training is not pushed enough with Board members
- there ought to be more 1:1 meetings with Governors. The Chair does meet regularly with Board members, but probably more frequently with Committee Chairs.

8. **Senior Post Holder Remuneration Policy**

The Committee received and considered CIC/RS/20/4/4, Senior Post Holder Remuneration Policy. When this policy was introduced in December 2019 it was agreed to review it after the first year. No amendments were proposed at this time. The Committee approved the policy and agreed to change the review period to three years.

9. **Annual Report to the Board 2019-20**

CIC/RS/20/4/5, Remuneration and Search Committee Annual Report 2019-20, was received, considered and approved for submission to the Board.

10. **Content and Structure of Board meetings**

The Committee considered ways of potentially improving the smooth running of Board/Committee meetings.

The Committee discussed encouraging Governors to submit written questions prior to the meeting, which could either be responded to in writing, or addressed at the meeting. This had happened at a meeting of the Finance and Resources Committee earlier in the year, and had worked well. However, it does assume that people have the time to read papers two to three days ahead of the meeting.

The Committee discussed the extent to which the volume of papers at meetings could be reduced without restricting the information that is necessary to be able Governors to make a judgement. The introduction of an executive commentary for all Board papers has helped in this respect. Some papers have a number of audiences, such as the Monthly Management Report and Accounts, making it difficult to reduce the content.

The Committee considered restructuring the agenda for Board/Committee meetings, so that strategic discussion items are taken early in the meeting, and the reports from Committees for noting moved to the end of the agenda. It was also suggested that questions in advance of the meeting should be questions in writing to the Committee Chair, who will either respond orally at the meeting or by email to all members. It was also suggested that each Committee Chair produces an executive summary of each meeting, drawing out the key points that they want to bring to the attention to the Board, which is uploaded to the Portal with the agenda for the meeting. The Committee will ask for the views of Board members at the next meeting. To aid the discussion, it might be helpful to have a current and proposed agenda, showing how future meetings might be structured.

11. **Date of next Meeting**

Wednesday, 27th January 2021 at 3.00pm

12. **Any other urgent Business**

There were no items.