

Colchester Institute Corporation

Minutes of a Special Virtual Meeting of the Remuneration and Search Committee
held on 12 January 2021

Present:

Richard Wainwright, in the Chair
Lisa Clampin
Mark Davies

Keith Moule
Kevin Prince

In Attendance:

Alison Andreas	Principal and Chief Executive
Gary Horne	Executive Vice Principal: Finance and Corporate Development
Hazel Paton	Clerk to the Governors
Jill Wognum	Executive Vice Principal: Curriculum, Planning and Quality

1. **Apologies for Absence**

There were no apologies for absence.

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

None

3. **Context for Meeting**

The Principal reported that she had suggested, through the Corporation Chair, that this special meeting was convened. Recent meetings of the Remuneration and Search Committee and Corporation Board had included discussions about how meetings could be improved (meeting organisation, sequencing of papers, length and volume of papers) but no firm conclusions had been drawn. The Executive Vice Principals had been invited to attend as they would be impacted by any changes that are agreed.

4. **Committee /Board Agenda**

4.1. **Sequencing**

The Principal introduced this item by reminding members that a Committee Chair had previously suggested that items for approval and discussion should be taken earlier in the meeting to allow more time for discussion, and items for information/noting taken later in the meeting.

The Governor who had raised this reported that there were two elements to the suggestion:

- (i) to enable Committee Chairs to bring the most important points from a Committee to the attention of the Board for discussion in the early part of the meeting, and use the time allocated for a meeting efficiently and effectively. There is a danger that items of business that should be challenged or discussed are subordinated to later in the meeting.
- (ii) Reports for noting should be taken as read.

The Governor also expressed a view that there should be no surprises at Board meetings and that the relevant Committee Chairs should be aware of issues in advance.

4.2. **Requirement to discuss all items (Starring system?)**

Members considered whether there was a requirement to discuss all items on an agenda. It was reported that the University of Essex, and some UCC meetings use a system of starring of agenda items. Items to be discussed at the meeting are 'starred' on the agenda; there is also an opportunity at the start of the meeting for Governors to ask for unstarred items to be starred.

Other items are accepted without discussion, with the receipt of the papers formally recorded in the minutes. This could include papers for noting, and policies for approval if the changes are minor and have been reviewed and recommended by the relevant Committee. The Chair of the Committee could be involved in the decision over which items should be starred on the Board agenda.

Arising from the discussion:

- There was agreement that careful consideration should be given to the order of agenda items, having regard to the fact that some Members may arrive late/leave early.
- There was a preference for all items of business from a Committee to be grouped together, without one Committee dominating a meeting and without the need to move backwards and forwards between Committees during the course of the meeting.
- There was support for using a starring system. Governors were mindful that the ESFA (Education and Skills Funding Agency) and other regulators have expectations about what is discussed at Board level. Equally some items are 'for note' because Members need to be aware of the information but not necessarily to discuss it.
- It was agreed that the onus is on the person bringing a paper to Governors to be clear about what is required. It might be helpful if the agenda highlights what decision Members are being asked to make, such as 'decision on x', 'approval of y', rather than just indicate 'to note' or 'to approve' as currently.

It was noted that Committee Chairs do not currently have input into the agenda for Corporation Board meetings. Committee Members considered how this could be addressed, such as the Corporation Chair consulting the Committee Chairs when the draft agenda is produced.

A Member suggested a 'lightening round' early in the meeting, where each Chair provided a brief oral report on the main items to bring to the Board's attention, and an opportunity for Members to ask questions. This could help identify the items that need more discussion at the meeting.

The Committee discussed the value of timed agendas. The general view was that these can be useful, if they suit the Chair's style. The important point is the quality of the meeting, not how quickly the Board gets through the agenda.

The Committee AGREED:

- to introduce at the next Board meeting a starring system for agenda items.
- the agenda should clarify if an item is for information or action.
- that the agenda for each Committee should include a final item, 'review of meeting'. This will ensure all Committee members are involved in deciding which are the key items to bring to the Board, and the level of importance. As a member of all Committees except the Audit and Risk Committee, the Corporation Chair will be involved in these discussions. It will also enable College staff to provide input and advise on the expectations of regulatory bodies.

5. Papers

5.1. Volume of papers

Governors have previously expressed a view that they receive too many papers. It was agreed that the reflection at the end of each meeting could include feedback on the papers, and whether items could have been dealt with through an oral report. Governors said it would be helpful if the authors of reports clearly articulate why they are bringing a paper to the Board/Committee.

Governors questioned why papers that have been examined in detail by a Committee are also received by the Board. It was accepted that although papers received by Committees are available to all Members through the Portal, Governors were unlikely to look at them unless they are

presented to the Board. A Member suggested that the way Committees report to the Board is reviewed, citing examples of good practice from other organisations. It was reported that in the NHS, the chairs of committees write a brief (one to two pages) quarterly report summarising the business of the Committee during that quarter, and the key items for note, discussion and decision. This could either be a paper circulated in advance, or an oral report at the meeting and recorded in the minutes.

Lisa Clampin agreed to produce a template documents, drawing on best practice from other organisations, for consideration ahead of the next meeting of this Committee.

5.2. Executive summaries

Governors discussed the presentation of Board papers and the value of the executive summaries. There was a general view that papers are too long, and should be briefer. The Executive Team welcomed this feedback. The Officers present suggested that papers could be briefer if the context was removed and reported orally at the meeting instead.

5.3. Advanced submission and adjustment

It was reported that one Governor had strong views about the deadline for issuing Board papers, suggesting that many organisations issue papers two weeks before a meeting, rather than the practice of one week at Colchester Institute. Concern was also raised about late papers, and updating and reissuing paper after they have been published. There was general agreement that two weeks is too early to issue Board papers. Governors acknowledged that the Executive try hard to avoid late or tabled papers, and this usually only happens when change at the last minute, or information is not available by the deadline for papers. They noted that this is viewed by the Education and Skills Funding Agency as one of the indicators of a failing college.

Governors noted that Board papers are added to the Portal as they become available rather than at once, and it would be helpful if Governors could be alerted as new items are added. It was reported that there is no automated system for doing this with the current system. The College is moving to Microsoft Windows 10 and new Team sites during this year and it should then be possible to set up alerts when new items are added.

Papers are currently added to the Portal individually and a Member asked if it would be possible to provide them as one pdf document. The Clerk agreed to look into this.

6. Committee Chair / College Executive Communications

The Committee discussed the need for pre or follow-up meetings. It might be useful for the Chair to talk to Committee Chairs before finalising the Board agenda, to get their views on the sequencing and starring of items. It was agreed that there is no need for routinely holding follow-up meetings. Items can be picked up at the end of the meeting as part of the meeting reflection.

7. Any other matters

The Committee Chair reminded Members that there was a strong view at the last Board meeting that pre-Board briefings should be reintroduced. It was agreed to schedule regular briefings, starting at the meeting on 10th February 2021. It was agreed that the Chair would discuss potential topics with the Principal. It would also be useful to get feedback from Board Members on areas they would like to receive more information on.

8. Date of next Meeting

Wednesday, 27th January 2021 at 3.00pm

9. Any other urgent Business

There were no items.