

Colchester Institute Corporation

Minutes of a Virtual Meeting of the Remuneration and Search Committee  
held on 24<sup>th</sup> March 2021

**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

1. **Apologies for Absence**  
Apologies for absence were received from Keith Moule.
2. **Declaration of any Conflicts of Interest**  
None
3. **Agreement to Starred Agenda Items**  
Members were invited to indicate any items which they wished to star for discussion or question. No additional items were starred. Items that had not been starred were noted and/or approved without discussion.
4. **Minutes**  
The Minutes of the meeting held on 9th February 2021 (CIC/RS/21/3/1) were received and confirmed as an accurate record.
5. **Matters arising from the minutes**  
None, other than on the agenda.
6. **Membership / Succession Planning**  
The Corporation Chair updated the Committee on his discussion with a currently co-opted committee member regarding potential Board membership and confirmed that the individual did not wish to become a Governor at this time.

Noting that Kevin Prince would complete his current term of office as an Independent Member and Corporation Chair on 31/12/2023, Members began to discuss succession planning for the role of Corporation Chair. Although it was too early to expect anyone to commit to taking on the role, if current Independent Members do not wish to become Chair, the Committee will need to look externally, and early information in this regard will inform the search for future members. It was **AGREED** to:

- report this to the next Board, and ask anyone interested in the role to make their views known to the Corporation Chair.
- include a discussion about this in individual meetings between the Chair and Board members (see item 7)
- consider this further at the next meeting, having regard to the current skills analysis, the likely Board profile at the end of 2023 and the competencies and skills areas that the Board might need at that time.
- remind Governors that nominations for Board membership can be made at any time, and should be brought to the attention of the Chair or Clerk in the first instance. During a keynote speech at the recent AoC Regional Governance Conference the FE Commissioner, Richard

Atkins, had said that good governance is never having a vacancy and that Boards should always have a waiting list of people who want to become governors.

7. **Governor Development and Review**

The Committee received and considered CIC/RS/21/3/2, Governor Development and Review. The Corporation Chair reported that he aimed to have a one-to-one meeting with most Governors during the course of an academic year. He proposed that this practice was now formalised and the discussions formalised. Members welcomed this proposal and **AGREED to recommend the Governor Development and Review Process to the Board for approval.**

8. **Governor Training and Development**

The Committee received and considered CIC/RS/21/3/3, Governor Training and Development. After discussion it was **AGREED:**

- To purchase a licence for the ETF (Education and Training Foundation) Governance Development Programme (GDP), a comprehensive training programme for college governors comprising 26 modules at core, proficient and advanced level, including workshops, online training, podcasts and more. A college licence will give the whole governing body access to the programme for one year.
- The core modules should be mandatory for all new governors, and completed during their first year.
- To encourage all Governors to complete at least one module in the next six months.

The Committee agreed the following **ACTIONS:**

- The Clerk to update and reissue the new member induction programme.
- The Chair's development and review meetings with individual Governors to include a discussion on which modules from the programme are going to be completed.

9. **Independent Review of Governance**

The Committee received and considered CIC/RS/21/3/5, Independent Review of Governance. The Committee Chair reminded Governors that the FE White Paper Skills for Job: Lifelong Learning for Opportunity and Growth, recommends a new requirement for annual board self-assessment and regular external governance reviews, and sought views on whether the Board should arrange such a review now. It was noted that the ETF in partnership with AoC are delivering DfE's FE Colleges Board Reviews Programme, and the scope of these review was noted. It was also noted that some colleges are looking at setting up a process of peer reviews.

Members questioned whether a peer review by colleagues from another college would have the same rigour as an external assessment, and discussed the added value of a such a review. It was noted that a review of governance is carried out on a regular basis as part of an annual desk based review, and the College was likely to have a new strategic conversation with the ESFA in the next 12 months which will be at a governor/CE level. Members also considered using the internal auditors to carry out a succinct, light touch, review. It was agreed to wait for more detail on what is expected as the White Paper moves through the parliamentary process.

10. **Review of Governance Risk Register**

CIC/RS/21/3/4, Governance Risk Register, was received and considered. Arising from the discussion, Members identified a number of additional controls to be added to the register. Members considered the extent to which the current controls and mitigating actions address the identified risk and whether additional actions were required. It was **AGREED** to add an additional column to the risk register, indicating the residual risk (RAG rated), to inform the Committee's discussion on whether the risk is adequately controlled or other actions are necessary.

**ACTION:** The Principal and Clerk were asked to review and update the risk register for the next meeting.

11. **Review of Meeting**

After discussion it was AGREED:

- (i) the Chair's written report to the next Board meeting would include:
  - Succession planning
  - Introduction of a formalised development and review process
  - Governor training programme
- (ii) no items needed to be recorded as a Part II confidential item.
- (iii) It had been an effective meeting.
- (iv) The papers presented to the meeting were succinct and appropriate.

12. **Date of next Meeting**

Wednesday, 16<sup>th</sup> June 2021 at 3.00pm

13. **Any other urgent Business**

13.1. **Future format of meetings**

Anticipating that with the gradual easing of lockdown restriction a return to on campus meetings may be possible in the coming months, and to inform planning for the 2021-22 meeting schedule, the Corporation chair sought the views of Members on the future format of Board and Committee meetings. Options discussed included Board meetings being held on campus; some or all Committee meetings being held virtually; hybrid meeting (some members on campus with others joining the meeting virtually). It was noted that whilst the College has the technology for hybrid meetings, they can be more difficult to chair effectively. Given the range of views and preferences put forward during the discussion it was agreed to seek the views of all Governors.

**ACTION:** the clerk was asked to survey Governors on the future format of meetings.