

Colchester Institute Corporation

Minutes of a Virtual Meeting of the Governance, Remuneration and Search Committee
held on 16 March 2022**Present:**

Richard Wainwright, in the Chair
Lisa Blake
Mark Davies

Kevin Prince
Terry Smyth

In Attendance:

Alison Andreas
Hazel Paton

Principal and Chief Executive
Clerk to the Governors

1. Apologies for Absence

There were no apologies for absence.

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. One additional item was starred. Items that had not been starred were noted and/or approved without discussion.

4. Minutes

The Minutes of the meeting held on 26 January 2022 (CIC/GRS/22/2/1) were received and confirmed as an accurate record.

5. Matters arising from the minutes**5.1. Governor Self-Assessment**

It was reported that the short follow up survey of specific aspects of the governor self-assessment was currently being finalised by the Clerk and should be issued by the end of March.

5.2. Report on External Governance Recruitment

CIC/GRS/22/2/2, External Recruitment process for Governors, was received and noted. The Committee Chair reported that following a referral from a Committee member, he had contacted the external recruitment consultants, Nurole. The Committee Chair summarised the service offered by Nurole, the fees that would be payable, and average timeframe from initiation to appointment. The Committee noted the contents of the report and agreed to revisit this option if other recruitment avenues are not successful. A decision to use an external recruitment service would be subject to the College's procurement regulations. Arising from the discussion it was noted that there were other organisations where the College could register vacancies such as Women on Boards which could also be considered.

5.3. Guidance on external Governance Review

It was noted that the final guidance on external governance reviews, expected Spring 2022, had yet to be published.

6. Membership / Succession Planning

The Committee received and noted CIC/GRS/22/1/3, Membership / Succession Planning.

The Corporation Chair and Principal updated the Committee on the search for two new Independent Members. It was reported that expressions of interests had been received from two individuals who were qualified accountants, and two senior members of staff at Colchester Borough Council (one of whom had subsequently withdrawn their application due to other demands on their time). The backgrounds and experience of each of the candidates were summarised for the Committee. The Corporation Chair and Lisa Blake had met with Stephanie Bettinson, Senior Manager at BDO LLP, and the Principal, Clerk and Corporation Chair had met with Richard Block, Assistant Director at Colchester Borough Council. Both candidates were recommended for appointment to the Board. The reasons they were the preferred candidates were noted and accepted.

Lisa Blake reported that Colchester Borough Council was a client of BDO LLP. Although she was not the partner responsible for that client, she did not express a view on the appointment of Richard Block.

The Committee **AGREED**:

- **to recommend** to the Board the appointments of Stephanie Bettinson and Richard Block as Independent Members for a four-year term of office.
- to circulate details and a written resolution seeking Board approval for their appointment to enable attendance at the April Board meeting.
- **to recommend** their appointment to the Finance and Resources Committee.

The Corporation Chair outlined the background and experience of a third candidate who had expressed interest in joining the Board. It was agreed that the Corporation Chair should progress discussions with this individual.

The Corporation Chair reported that he was looking at succession planning for Committee chairs and would be talking to current chairs informally before bringing proposals to this Committee. It was reported that two Governors had expressed interest in taking over the roles of two of the Committees. Terry Smyth had taken on the role of Chair of the Curriculum and Quality Committee as an interim measure and wished to stand down at the earliest opportunity.

The Committee discussed and **APPROVED** a leave of absence for Jasmin Patel for one year, after which it will be reviewed.

7. Policy Review

7.1. Disciplinary Procedure for Senior Post-holders

The Committee received and considered CIC/GRS/22/2/4, Disciplinary Procedure for Senior Post-holder. After discussion it was agreed to refer to policy to the Director of Human Resources to consider the following points in respect of the gross misconduct/summary dismissal section. The Committee:

- questioned whether, and if so to what extent, the policy would be invoked for offences committed off site, for example in the case of viewing pornographic material. The Committee asked for this to be clarified in the policy.
- suggested rewording the introduction to the list of example offences to read “ordinarily regarded as gross misconduct”.
- questioned who decides whether an offence is gross misconduct and suggested adding a contextual statement such as “it will be at the discretion of ..”.

7.2. Grievance Procedure for Senior Post-holders

The Committee received and considered CIC/GRS/22/2/5, Grievance Procedure for Senior Post-holders. After discussion it was agreed to refer to policy to the Director of Human Resources to consider the following points. The Committee:

- felt that the Procedure was too vague in terms of who does what and questioned whether the Procedure should include a named individual, such as the Vice Chair.
- agreed that the Corporation Chair should not be involved in case there is an appeal, and that any appeal should be handled independently.

8. Committee Minutes

The Corporation Chair sought views on whether the Board should continue to receive the Minutes of Committee meetings. This was raised in the context of feedback at the last the Board meeting that there was considerable overlap between the written reports from the Committee Chairs and the Minutes, and a desire to reduce size of the agenda and focus on the key issues requiring the Board's attention. After discussion, it was AGREED that Committee minutes should no longer be part of the papers for Board meetings provided they are accessible to Board members on the Portal, and the report from the Committee Chair includes the meeting action sheet.

9. Review of Meeting

The Committee considered and agreed:

- Items/papers to be reported to the Board: still awaiting final Government guidance on external reviews; governor requirement; decision to remove Committee minutes from Board agendas.
- Items to be treated confidentially: none

10. Date of next Meeting

It was noted that the date of the next meeting was under review.

11. Any other Urgent Business

There were no items of other urgent business.