

Colchester Institute Corporation

Minutes of a Virtual Meeting of the Governance, Remuneration and Search Committee
held on 25 July 2022**Present:**

Richard Wainwright, in the Chair
Lisa Blake

Mark Davies
Kevin Prince

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. Items that had not been starred were noted and/or approved without discussion.

4. Minutes

The Minutes of the meeting held on 16 March 2022 (CIC/GRS/22/3/1) were received and approved as an accurate record, subject to amending BDO Ltd to read BDO LLP.

5. Action Sheet and Matters arising from the minutes

CIC/GRS/22/3/2, Governance, Remuneration and Search Committee action sheet, was received and noted.

6. Membership / Succession Planning

The Committee received and considered CIC/GRS/22/3/3, Membership Report.

- 6.1. It was noted that the Dawn Swainson had been elected as the new Staff Governor (Business Support Staff) to hold office for a four-year term of office with effect from 1 August 2022.
- 6.2. It was noted that Sam Aldwinckle had been elected as the new Student Governor (FE) for the 2022-23 academic year. No nominations had been received for the role of Student Governor (HE). A further campaign would be held in the autumn term to fill this vacancy.
- 6.3. It was noted that Terry Smyth completed his first term of office as an Independent Member on 24 July 2022. The Committee considered his record of attendance, training, skills, Board responsibilities and contribution and AGREED to recommend to the Board the re-appointment of Terry Smyth for a four-year term of office with effect from 25 July 2022.
- 6.4. The Committee considered and AGREED to recommend to the Board proposals from the Corporation Chair for Committee membership with effect from 1 August 2022.
- 6.5. The Committee discussed succession planning:
 - The Corporation Chair reported that he was still in discussion with an individual about potentially joining the Audit and Risk Committee as a co-opted member.
 - It was agreed that trying to recruit someone with an FE and/or HE background was still a high priority. The Corporation Chair reported that the individual he had been talking to about potential Board membership when they retire was still interested in the role, but they had decided to carry on working for another year.

- The Corporation Chair reported that he had spoken to a member of the Finance and Resources Committee about taking on the role of Committee Chair. The individual agreed in principle but had asked to review this in September. **Action:** The Corporation Chair will follow this up for the next meeting.
- There was support for a suggestion from the Principal to consider an Officer from Braintree District Council. Given the new requirement to ensure the College is meeting local needs, someone with responsibility for economic development might be a valuable addition to the Board. **Action:** the Principal agreed to follow this up.
- There was support for a suggestion from the Principal to consider a member of the Board of We Are Colchester, the body responsible for delivering the Town Deal. **Action:** the Principal agreed to follow this up.
- It was noted that there was a vacancy for an Independent member on the Governance, Remuneration and Search Committee. **Action:** the Corporation Chair agreed to raise this at the Board meeting on 27 July, asking anyone interested in joining the Committee to put themselves forward.
- The Corporation Chair had used his one-to-one meetings with Governors to discuss their interest in taking on the role of Chair of the Board of Governors. To date, no existing members had expressed a willingness to take on the role. Given the current lack of successors on the Board, the Committee discussed looking for a Chair designate when looking for new Governors and considered engaging an external agency which could help with this. It was agreed that the ability to demonstrate leadership, decision making, and the capacity to do the role were more important than looking for an individual with a specific specialism. The Committee Chair had previously spoken to Nurole, which specialising in filling non-executive positions. Women on Boards was also suggested. **Action:** the Clerk to explore external recruitment services and report back to the next meeting.

7. Governance Review

7.1. Annual Self-Assessment 2021-22

The Clerk reported that she had reviewed Governance self-assessment questionnaires used by other colleges, and a Governance Self-Assessment tool kit which had recently been published by the AoC. She had discussed with the Corporation Chair a different approach this year, which would address Governors concerns that the current questionnaire is too long and outlined what was being proposed. The other concern of Governors was the ease of completion and the inability with the chosen online platform to save partially completed responses and come back to it at a later date. The Clerk reported that Microsoft Forms does not offer the functionality to save partially completed forms, so an alternative online platform would be needed, or the questionnaire would be issued as a Word file for Governors to complete and return. A Member suggested that providing a list of the questions in advance would enable Governors to reflect on them prior to embarking on the process.

The Committee agreed in principle with the proposed change of approach this year. **Action:** the Clerk was asked to finalise the questionnaire and bring formal proposals to the next meeting.

7.2. Three Yearly External Review

CIC/GRS/22/3/4, External Review of Governance, was received and considered. The Committee discussed the scope of the review. Areas where the Committee felt the review could add value included: picking up on areas for improvement identified during Inspection or audits; observing and feeding back on board behaviour and culture; and Board recruitment. It was noted that the College had just had an Ofsted Inspection which had not picked up anything as an area for improvement in terms of governance. The Committee would want to see a balanced report which picks up all improvement areas and a framework for an action plan. The Committee would also welcome some benchmarking in terms of Board performance.

A list of possible providers with indicative fees was considered and value for money was discussed. It was agreed to get further information from two providers. The Committee would like to see examples of scoping documents; a commitment to attend a Board meeting; and receive benchmarking and a sense of what is good practice at Colchester Institute and what they see as good practice elsewhere. **Action:** the Clerk to obtain further information from two providers and, working with the Principal and Corporation Chair, bring proposals to the next meeting.

8. **Policy Review**

The Committee received, considered and **APPROVED** for recommendation to the Board:

- CIC/GRS/22/3/5, Disciplinary Procedure for Senior Post-holders
- CIC/GRS/22/3/6, Grievance Procedure for Senior Post-holders

9. **Draft Board Meeting Schedule 2022-23**

CIC/GRS/22/3/7, draft Board meeting schedule 2022-23, was received and discussed. **Action:** The Clerk was asked to move a number of meetings in the autumn and re-circulate to Committee members for approval prior to being issued to the Board.

10. **Review of Committee Terms of Reference**

The Committee received, considered and **APPROVED** for recommendation to the Board:

- CIC/GRS/22/3/8, Governance, Remuneration and Search Committee terms of reference
- CIC/GRS/22/3/9, Special Committee terms of reference

11. **Standing Orders**

CIC/GRS/22/3/10, Review of Standing Orders, was received and considered. Governors asked for more detail on the approval process to be included in the section of leave of absence.

Subject to the above, the Standing Orders were **APPROVED** for recommendation to the Board.

12. **Governor Training and Development Policy**

CIC/GRS/22/3/11, Governor Training and Development Policy, was received and considered. Governors asked for the policy to include a reference to the annual review meeting with the Corporation Chair which includes the governor's engagement with training and any further training requirements that they might have.

Subject to the above, the Committee **APPROVED** the Governor Training and Development Policy.

13. **Review of Meeting**

Items to be included in the Chair's report to the Board were agreed.

14. **Date of next Meeting**

To be confirmed.

15. **Any other urgent Business**

None

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

16. **Part II Minutes**

The Part II Minutes of the meeting held on 16 March 2022 (CIC/GRS/22/3/12) were received and approved as an accurate record.