

Colchester Institute Corporation

Minutes of a Virtual Meeting of the Governance, Remuneration and Search Committee
held on 15 September 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 25th July 2022 (CIC/GRS/22/4/1) were received and approved as an accurate record.

5. Action Sheet and Matters arising from the minutes

5.1. CIC/GRS/22/4/2, Governance, Remuneration and Search Committee action sheet, was received and noted. It was noted that to date no Independent Governors had expressed interest in joining this Committee. The Chair agreed to raise this during his next round of one-to-one meetings with Governors.

5.2. CIC/GRS/22/4/3, External Recruitment Services for Governor Vacancies, was received and considered. There was consensus that the next Corporation Chair would need to be recruited outside the current Board. After discussing whether someone could be found through the normal Governor search processes the Committee agreed that on this occasion it might be necessary to use an external agency. A number of external agencies were considered. After discussion:

- It was agreed to seek further information from three agencies on how many FE Chairs they had successfully appointed in the last six months. **Action:** Clerk by 04/10/2022.
- The Principal agreed to seek feedback from other Essex Principals of their experience using external agencies for Governor appointments. **Action:** Principal
- The Corporation Chair agreed to raise awareness that there is going to be change of Chair at the Planning meeting on 4th October. **Action:** Chair 04/10/22.

6. Membership / Succession Planning

The Committee received and considered CIC/GRS/22/4/4, Membership Report.

6.1. It was reported that the Corporation Chair, Principal and Clerk had met with a potential new member with Ofsted and educational experience on 14th September. The Committee noted the background and experience of the candidate and unanimously AGREED to recommend to the Board

the appointment of Caroline Williams as an Independent Member and member of the Curriculum and Quality Committee for a four-year term of office.

- 6.2. The Chair reported on a follow-up discussion with a member of the Finance and Resources Committee about taking on the role of Committee Chair. Unfortunately, the Member was not able to take on role at this time due to work commitments.
- 6.3. The Committee noted that there was no-one on the Board with an IT background and discussed the value of having a Governor with IT knowledge. It was felt that someone who provides IT services or assurance to the sector, or an IT auditor, would make a valuable contribution to the Board. The Principal agreed to look for suitable candidates through employer contacts and networks. **Action:** Principal

7. **Governance Reviews**

- 7.1. CIC/GRS/22/4/5, Annual Self-Assessment 2022, was received and discussed. Subject to some amendments which were requested to the Governor effectiveness and Corporation effectiveness questionnaires, the Committee approved the process for the annual Self-Assessment 2022.
- 7.2. CIC/GRS/22/4/6, External Review of Governance was received and discussed. It was AGREED to appoint Governance4FE to conduct an External Board Review in the Autumn 2023.

8. **Board Attendance**

CIC/GRS/22/4/7, Board Attendance Report 2021-22, was received and noted. Governors discussed whether, with more Members in full time employment, holding meetings later in the evening would improve attendance. Concern was expressed that evening meetings would have a negative impact on the quality of the debate and that staff would be too tired to contribute as well as they currently do.

Members expressed concern at the number of Governors who recorded attendance of less than 70%. The Corporation Chair will follow this up during his one-to-one meetings with Governors.

9. **Review of Meeting**

The items to be reported to the Board were agreed:

- Decision to appoint an external agency to recruit a Chair
- Vacancy for an Independent Governor on the Governance, Remuneration and Search Committee
- Decision to engage Governance4FE to conduct the External Governance Review
- Board attendance
- Identified skills gap in strategic IT.

10. **Date of next Meeting**

Thursday, 1st December 2022 at 3.00pm via Zoom.

11. **Any other urgent Business**

There were no items.