

Colchester Institute Corporation

Minutes of a Virtual Meeting of the Governance, Remuneration and Search Committee
held on 31st January 2024**Present:**

Lisa Blake, in the Chair
Richard Block

Kevin Prince
Caroline Williams

In Attendance:

Alison Andreas
Hazel Paton

Principal and Chief Executive
Clerk to the Governors

1. Apologies for Absence

Apologies for absence were received from Peter Cook.

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 29th November 2023 (CIC/GRS/24/1/1) were received and approved as an accurate record.

5. Action Sheet and Matters arising from the minutes

5.1. CIC/GRS/24/1/2, Governance, Remuneration and Search Committee action sheet, was received and noted.

5.2. It was noted that the search for suitable candidates with a background in IT was ongoing. Members agreed to use their external networks to search for suitable applicants.

5.3. The Principal outlined what she thought the main focus of the strategic planning day should be. Governors discussed if some aspect of the learner voice should be built into the programme, and there was general agreement that a learning walk would be helpful. Members discussed what other colleges do to hear the learner voice and agreed that the Board should have a strategy for how the learner voice is included in its work. It was reported that the Principal used to meet with students at a Principal's Question Time at the Colchester and Braintree campuses, and that there is an element of the learner voice through the annual student surveys. **Action:** the elements of a learner voice strategy to be considered either at the planning day, or at the summer term meeting of this Committee.

6. Membership / Succession Planning

The Committee received and considered CIC/GRS/24/1/3, Membership Report.

6.1. The Committee considered the CVs of two applicants for Board Membership. One CV had been circulated with the papers for the meeting, the second had been received after the agenda had been issued and had been circulated separately. It was agreed that both applications had relevant skills and should be considered for either Board membership or co-opted membership of the Audit and Risk Committee. It was noted that the first applicant was due to meet the Principal,

Corporation Chair and Clerk later that week, and agreed that the second applicant should also be invited to interview. The Committee delegated authority to the Principal and Corporation Chair to make a recommendation to the next Board meeting.

- 6.2. The Committee considered the various processes in the sector for the appointment of student governors, which had been researched by the Clerk at the request of the Committee. It was agreed that some form of election model should be retained. Governors discussed what they could do to support the current student Governors and break down barriers, so they feel more able to contribute at meetings. The Committee Chair made an open offer to meet with anybody who wanted an informal chat about it was like to be on the Board.
- 6.3. It was noted that three Independent Governors would be standing down during 2024. Members agreed that the search for new members should continue so the number of Independent Governors is above the minimum and closer to the maximum permitted under the current determination.
- 6.4. Succession planning for the role of committee chair was discussed. It was agreed that it would be useful to have a designated vice chair for each committee, so meetings do not have to be moved, as is the current practice, if the Chair is unavailable for a scheduled meeting.
- 6.5. The skills audit was considered. In response to a question the Clerk reported that Governors are normally asked to review their skills audit annually but the review in August 2023 had not taken place. The Committee asked for the Skills Audit to be updated. **Action:** Clerk.
- 6.6. Members agreed that the skills listed were still appropriate. There was a wide-ranging discussion about what the Board was looking for in terms of a member with IT skills. It was agreed that the two elements the Board was seeking to cover were IT strategy and cyber security and the risks around data and information governance.
7. **Head of Governance Recruitment**
It was reported that the Corporation Chair, Corporation Vice Chair and Principal would be interviewing for the new Head of Governance on 6th February 2024. It was agreed to convene a Special Board meeting at 5.00pm on 8th February 2024 to receive for approval the recommendation from the interview panel.
8. **Review of Meeting**
The Committee reviewed the meeting. It was agreed that the Chair's report to the Board should include the applications for Board membership and an expectation that there will be a recommendation from the interview panel for appointment to the Board and/or co-opted membership of the Audit and Risk Committee.
9. **Date of next Meeting**
Wednesday, 17th April 2024 at 4.30pm on Teams. Lisa Blake gave her apologies for the meeting. It was agreed that Richard Block would chair the meeting in her absence.
10. **Any other urgent Business**
There were no items.