

## COLCHESTER INSTITUTE CORPORATION

## GOVERNANCE, REMUNERATION AND SEARCH COMMITTEE

held virtually on

Tuesday 2 July 2024 at 4.30pm

MINUTES

## Part I

1. **Apologies for Absence**  
Apologies were received and accepted from Kevin Prince.  
Peter Cook was not present.
- \* 2. **Declaration of any conflicts of interest**  
No members of the committee declared any financial, or other, interest in the business to be discussed as outlined on the agenda.
- \* 3. **Agreement to Starred Agenda Items**  
Members agreed to the starred items being discussed at the meeting; with all other items being deemed noted and/or approved by the Committee as appropriate.
- \* 4. **Minutes of meeting held on 31 January 2024**  
The committee approved the minutes of the 31 January 2024 as a true and accurate record.
5. **Action Sheet and Matters Arising from the Minutes**  
Discussion took place around the skills audit and the meeting agreed that skills review would better reflect the purpose of the document. The Head of Governance explained that she was reviewing the document to ensure that it is fit for purpose and provides useful information to the Board that would identify where training should be focused as well as areas that the Board is strong/ weaker skills wise.
- \* 6. **Membership / Succession Planning**  
The Committee discussed the two planned governor departures. It was agreed that it is important to continue to have key stakeholder representation on the Board and therefore would look to try and recruit a new Governor from the health sector.

**ACTION:** Principal to reach out to Health Service (initially through Peter Cook) for interest in becoming a Governor.

The Committee noted the current numbers of Governors as outlined in the report. It was agreed that the total number of Governors is towards to minimum limit, and so active recruitment would be pursued in order to increase the numbers to towards maximum therefore increasing Board capacity.

A Governor highlighted the four areas of civic, education, community, employer which we are expected as a college to engage with. The board should try to ensure that each of these are covered by its members. The Committee also agreed that it would be of benefit to have representation from the school sector which brings a differing educational perspective and will be a gap with the planned resignations.

The Head of Governance informed the Committee that the minimum membership for the Committee is 5. It was therefore agreed that two additional Governors would be approached to join which will maintain the minimum number as the planned vacancies are both current members.

**ACTION:** Committee Chair to speak to Board Chair regarding approaching Governors to join the Committee.

The Committee **NOTED** the potential forthcoming vacancy for chair of the Committee.

Discussion took place around the potential need to appoint a chair to the audit committee following in the coming months. The Committee Chair said this would be discussed with the Board Chair.

**ACTION:** Committee Chair to speak to Board Chair regarding approaching a Governor to join the Audit & Risk Committee as chair.

The Committee **NOTED** two recent resignations, 1 from a staff Governor and 1 from a student Governor and **ASKED** if there was any issues that they need to be aware of. The Principal confirmed that the resignations were due to a new job (Staff Governor) and change of circumstances (Student Governor). It was agreed that the Board should recognise the contribution of the staff Governor.

**ACTION:** Committee Chair to speak to Board Chair regarding recognising the contribution of the staff Governor to the Board.

The Committee discussed the recommendation to appoint Sally Messenger to the Audit & Risk committee in order to add a non-financial skill set to the membership. The committee **AGREED** to this appointment.

**DECISION:** The committee **APPROVED** the appointment of Sally Messenger to the Audit & Risk Committee.

\* 7. **Governance Risk Register**

The Governance Risk Register had been circulated ahead of the meeting and it was agreed the following:

- Needs to be updated in terms of the information it contains.
- Layout to be reviewed to allow the document to be user friendly.
- Action owner column to be added.
- Task and Finish to be included.
- Be clear what risk is, mitigation and owner for each risk.

Discussion took place around the deterioration of relationships and whether the risk increases with a change of Board Chair, even if the risk is short term until a new Chair is embedded. It was felt that Chairs of committees should also be included in this consideration. Suggested mitigation for this included governor development in areas such as skills of chairing and the chairs' role in comparison to that of the executive.

**ACTION:** Head of Governance to work with the College Executive to review and update the Governance Risk Register.

\* 8. **Governance Self-Assessment 2023/24**

The Committee discussed the recommendations from the External Board Review and agreed the following:

- Recommendations document to be populated from the discussions that took place at the pre board briefing session on 29 February 2024.
- External Board Review recommendations to be used to as a template for an action plan
- Document to be rag-rated and detail how each area will be taken forward and by whom
- If it is decided that a recommendation is not going to be taken forward the document needs to qualify why that is.

**9. Update on AoC Code of Good Governance**

The Head of Governance reminded the Committee that the Association of Colleges (AoCs) revised Code of Good Governance comes into effect from 1 August 2024 and at the meeting of the 29.11.2023 CICGRS24101, that the College would continue to comply with the code. Following discussion, the Committee said that mapping should take place to determine which areas of the Code the College Governance is compliant with. It was also agreed that the External Board Review should be considered in line with the principles of the Code.

**\* 10. Review of Meeting**

The committee covered the following:

- The importance of self-assessment and utilising the ERG to inform the process.
- The need to review committee structures due to governor movement, including a review of committee chairs.
- Committee members made a number of requests that will provide assurances in the future.
- Governors to be asked to help to continue to recruit good quality governors.

**11. Date of Next Meeting**

To be confirmed

**12. Any Other Urgent Business**

The Principal updated the meeting on recent changes to the College Executive.