

## Colchester Institute Corporation

Minutes of a Virtual Meeting of the Governance, Remuneration and Search Committee  
held on 9<sup>th</sup> February 2023**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 15<sup>th</sup> September 2022 (CIC/GRS/23/2/1) were received and approved as an accurate record.

**5. Action Sheet and Matters arising from the Minutes**

CIC/GRS/23/2/2, Governance, Remuneration and Search Committee action sheet, was received and noted.

The Clerk reported that she would be meeting with Fiona Chalk from Governance4FE in the summer term to discuss the timeline and process for the External Governance Review, which had been scheduled for the autumn term 2023.

**6. Chair's Action**

CIC/GRS/23/2/3, Chair's Action, was received. It was noted that the Chair had approved a technical adjustment to senior staff pay in order to preserve important pension benefits for key members of staff, one of whom was a Senior Postholder.

**7. Membership / Succession Planning****7.1. Recruitment of next Corporation Chair**

CIC/GRS/23/2/4, External Recruitment Services, was received and discussed. The Principal reported that she had made some progress in her search for a new Corporation Chair. She had recently met with a potential candidate interested in the role and had a follow up meeting scheduled for 15<sup>th</sup> February. The background and experience of the candidate was noted. Given the important of the role, and to ensure as wide a field of candidates as possible, in addition to continuing discussions with this candidate, it was AGREED to engage FE Associates to support the search for a new Chair.

**Action: Clerk**

The key criteria and competences for the role of Chair were discussed. The Corporation Chair and Principal were asked to agree the person specification and work with the Clerk and FE Associates on the application pack. **Action:** Principal and Corporation Chair.

## 7.2. **Membership Report**

CIC/GRS/23/2/5, Membership Report, was received and discussed.

7.2.1. It was noted that Lisa Blake would complete her first term of office as an Independent Member on 30/04/23. After considering her record of attendance, training, skills, Board responsibilities and contribution the Committee AGREED to recommend to the Board the re-appointment of Lisa Blake for a four-year term of office with effect from 1 May 2023.

7.2.2. The vacancy for an Independent Member on the Governance, Remuneration and Search Committee was considered. The Corporation Chair agreed to raise this again at the next Board meeting.

7.2.3. The Committee discussed the appointment of an additional member to the Audit and Risk Committee. Options considered included the co-option of a non-Board member with relevant experience; asking a member of the Curriculum and Quality Committee to sit on a second committee; and moving a member from the Finance and Resources Committee.

### **Action:**

- the Corporation Chair and Chair of Audit and Risk Committee agreed to use their networks to search for potential candidates with finance or audit experience.
- the Corporation Chair to speak to Jasmin Patel about moving to the Audit and Risk Committee.

7.2.4. Succession planning for Members that would be leaving the Board at the end of 2023 was discussed. It was agreed to search for new member with experience in Finance, HR and IT.

## 8. **Governance Self-Assessment 2021-22**

CIC/GRS/23/1/6, Governance Self-Assessment 2021-22, was received and the Committee confirmed the self-assessment statement. However, the Committee was disappointed at the low level of engagement with the annual effectiveness survey, and agreed that responses were still required to inform the Committee's understanding of what was working well and areas for improvement.

**Action:** the Clerk was asked to reissue the survey to non-respondents. The Chair agreed to reinforce the importance of Governor feedback at the next meeting.

## 9. **Governance Risk Register**

CIC/GRS/23/2/7, Governance Risk Register, was received and discussed. It was agreed to remove the risk relating to the pandemic, and that the new risk relating to inability to fill vacancies in a timely manner should be more precise and refer to the inability to replace the Chair. **Action:** Clerk

The format of the risk register was discussed and it was agreed that it needed refinement to bring it more in line with Corporate Risk Register. **Action:** Clerk

## 10. **Annual Report to the Board 2021-22**

CIC/GRS/23/2/8, Governance, Remuneration and Search Committee Annual Report to the Board 2021-22, was received, considered and APPROVED.

## 11. **Review of Meeting**

The Committee reviewed the effectiveness of the meeting and agreed the items to be brought to the attention of the Board.

## 12. **Date of next Meeting**

Wednesday, 22<sup>nd</sup> March 2023 at 4.30pm

13. **Any other urgent Business**

There were no items.