

Colchester Institute Corporation

Minutes of a Virtual Meeting of the Governance, Remuneration and Search Committee
held on 22 March 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 9th February 2023 (CIC/GRS/23/3/1) were received and approved as an accurate record.

5. Action Sheet and Matters arising from the minutes

CIC/GRS/23/3/2, Governance, Remuneration and Search Committee action sheet, was received and noted.

6. Membership / Succession Planning**6.1. Recruitment of Corporation Chair**

CIC/GRS/23/3/3, External Recruitment of Corporation Chair, was received and noted. An update from FE Associates on the key points on the campaign to date, which had been received earlier that day, was noted. The arrangements for the shortlisting and final interview were discussed. The Clerk was asked to take advice from FE Associates on the size/composition of the selection panel. Subject to this, it was agreed that the Principal, Lisa Blake and one other Independent Governor should be on the panel, with the interviews taking place on 9th May 2023. The Clerk was asked to go out to the Independent Members to see who would be willing to be part of the selection panel.

6.2. Membership Matters

CIC/GRS/23/3/4, Membership Report, was received and noted. The Committee:

- Discussed progress in identifying potential new Governors. It was reported that a senior finance officer at a major local employer had expressed an interest in joining the Board. It was agreed to follow this up. **Action:** Corporation Chair
- Agreed to appoint Peter Cook as an Independent Member of the Governance Remuneration and Search Committee.
- Noted that the joint Vice Chairs would both be standing down from the Board later this year and that the Board would be asked to appoint a new Vice Chair at the July Board meeting. It was suggested that the Board might want to appoint a Governor with skills that complement the new Corporation Chair.

- Noted that new Chairs were need for the both the Finance and Resources Committee (for the start of the new academic year) and the Curriculum and Quality Committee (from 1 January 2024). Potential candidates for both roles were discussed.
- Noted that no nominations were received to fill the current vacancy for a Student Governor nominated and elected by the College’s further education students.
- Noted that the Curriculum and Quality Committee had become quite large and discussed reducing the number of co-opted members. It was agreed to defer a decision until the new Chair of the Curriculum and Quality Committee had been appointed and could be involved in the decision making.

7. **Governance Risk Register**

CIC/GRS/23/3/5, Governance Risk Register, was received, and the updates that had been made in response to feedback at the last meeting, discussed. The Committee considered whether the risks were correct; what the minimum level of risk should be; and if the current controls and mitigations were adequate. **Action:** all Members were asked to reflect on the Governance risk register, and any further actions and mitigations, for the next meeting.

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

CIC/GRS/23/3/6, Governance Self-Assessment, was received and the themes arising from the updated survey results discussed. It was suggested that in future the self-assessment should be considered at a single agenda item meeting of this Committee where it can be discussed in detail and actions to address issue agreed. **Action:** The Committee Chair agreed to pull out the main themes to bring to the attention of the Board and form the basis of an action plan.

9. **Code of Governance Consultation**

CIC/GRS/23/3/7, Code of Governance Consultation, was received and the draft Further Education Governance Code and AoC Governors’ Council – Code of Good Governance for English Colleges Consultation Document, discussed. The correlation between the feedback from the Governance self-assessment and the Code Principles , particularly around the need for Governors to be more involved in stakeholder engagement and the need for a more diverse Board were noted and discussed.

There was agreement that the content of the draft Code was relevant and a good document to remind Governors of their responsibilities. There was nothing that the Committee wished to feedback to the AoC.

10. **Review of Meeting**

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

11. **Date of next Meeting**

Wednesday, 5th July 2023 at 4.30pm

12. **Any other urgent Business**

There no items.