

## Colchester Institute Corporation

Minutes of a Virtual Meeting of the Governance, Remuneration and Search Committee  
held on 5<sup>th</sup> July 2023**Present:**

Richard Wainwright, in the Chair  
Lisa Blake  
Peter Cook

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 22<sup>nd</sup> March 2023 (CIC/GRS/23/4/1) were received and approved as an accurate record.

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

CIC/GRS/23/4/2, Governance, Remuneration and Search Committee action sheet, was received. It was noted that the actions arising from the last Governance self-assessment needed to be taken forward. **Action:** Clerk.

**6. Membership / Succession Planning**

The Committee received and considered CIC/GRS/23/4/3, Membership Report.

6.1. The Committee considered the CVs of two individuals interested in joining the Board. The Principal and Corporation Chair, who had met both candidates, provided feedback on their meetings on the candidates background and experience. The Committee agreed that both were strong candidates with skills that met an identified skills gap or replace skills that would be lost when current members stand down later this year. It was AGREED to recommend to the Board the appoint of:

- Chris Donovan as an Independent Member for a four-year term of office with effect from 1 August 2023; and
- Thomas Empson as an Independent Member for a four-year term of office with effect from 1 August 2023.

6.2. The Committee discussed the recruitment of the next Corporation Chair. Governors noted that the recent campaign through FE Associates did not result in a successful appointment, and the advice of the recruitment consultant that it had been an exhaustive search and that there would need to be gap before a further search was undertaken. Given the difficulties in recruiting a new Chair, and noting his willingness to continue as a Governor, it was agreed to recommend to the Board that Kevin Prince is re-appointed as an Independent Governor and Corporation Chair for one year from 01/01/24. This would provide continuity at a time when a number of new members are joining the Board, and the College undergoes its external review of governance. The year ahead would also be

challenging given that there would be a smaller College Executive and smaller Senior Leadership Team as a result of the restructuring for financial reasons. If the next Chair does not emerge from among the current membership, or College led search activities, by early 2024 a further campaign through an external agency can be instigated.

- 6.3. It was noted that no nominations were received for the roles of FE and HE Student Governor during a recent election and that both positions would be vacant from 01/08/2023. A further election will be held early in the autumn term.
- 6.4. It was noted that Caroline Williams had agreed to take on the role of Chair of the Curriculum and Quality Committee from 01/08/2023. A new Chair was required for the Finance and Resources Committee. The current Chair of the Finance and Resources Committee agreed to ask for volunteers at the next meeting on 12/07/2023.
7. **Governance Risk Register**  
CIC/GRS/23/4/4, Governance Risk Register, was received, considered and accepted.
8. **Senior Post Holder Remuneration Policy**  
CIC/GRS/23/4/5, Senior Post Holder Remuneration Policy, was received, considered and APPROVED for recommendation to the Board. The changes were in respect of the reclassification of colleges as part of central government, which meant that colleges were now subject to controls for remuneration meeting or exceeding thresholds as set out in HMT guidance on senior pay.
9. **Board Meeting Schedule 2023/24**  
CIC/GRS/23/4/6, draft Board Meeting Schedule 2023/24 was received, considered and APPROVED. It was noted that a number of the Committee meetings were scheduled to be held on Teams next year. Governors recognised that attendance tends to be better at online meetings but noted that a recent online meeting of the Curriculum and Quality Committee had not worked particularly well for a variety of reasons, including technical issues. It was suggested that shorter papers with more graphical representation, and the sharing of key papers on screen, might make online meetings easier to manage. Online meetings are also easier to manage for Committees with smaller membership, such as the Governance, Remuneration and Search Committee. It was reported that the Committee Chairs would keep the format of meetings under review and more would be brought on campus if requested.
10. **Review of Standing Orders**  
CIC/GRS/23/4/7, review of Standing Orders, was received, considered and approved for recommendation to the Board.
11. **Governance Self-Assessment 2022/23**  
CIC/GRS/23/4/8, Governance Self-Assessment 2022/23, was received considered and approved.
12. **Update on AoC Code of Good Governance**  
CIC/GRS/23/4/9, Update on AoC Code of Good Governance, was received and noted.
13. **Review of Meeting**  
The Committee reviewed the effectiveness of the meeting and agreed the items to be brought to the attention of the Board.
14. **Date of next Meeting**  
Thursday, 21<sup>st</sup> September 2023 at 4.30pm at the Colchester campus.
15. **Any other urgent Business**  
Members thanked Mark Davies for his contribution to the work of the Committee, the passion that he brought to the role, and wished him well in the future.