

## East Coast College Corporation

### MINUTES of the meeting of the Governance Remuneration and Search Committee held at 10am 26 May 2021 Great Yarmouth Board Room

<b>Present:</b>	Rob Evans (Chair RE) Albert Cadmore (AC) Tina Ellis (TE) Stuart Rimmer (SR) Alan Debenham (AD) and David Blake (Chair Designate DB)	
<b>In attendance:</b>	Wendy Stanger – (WS) Director of Governance	
<b>G/21/05/1</b>	<b>Membership and Apologies</b>	
There were no apologies as all in attendance		
David Blake was welcomed to his first meeting of the Committee		
<b>G/21/05/2</b>	<b>Declarations of interest</b>	
The CEO/Principal and the Director of Governance declared an interest in agenda item 5 and it was agreed that they would withdraw when their remuneration was reviewed.		
<b>G/21/05/3</b>	<b>To approve the minutes of the meeting 19 1 21 and any other matters raised previously not otherwise included in the agenda</b>	
The minutes of the meeting of 19 1 21 were agreed as a true record.		
<b>G/21/05/3.1</b>	<b>To approve the minutes of the interview meetings and any other matters raised previously not otherwise included in the agenda</b>	
The minutes of the meetings of 23 3 21, 26 3 21, 6 5 21 and 26 4 21 were agreed as a true record.		
<b>G/21/05/4</b>	<b>To review the post meeting action log</b>	
The action log was reviewed:		
<p>9 7 20 G/20/07/9 – The Director of Governance advised that the Information Commissioner's Office guidance was being reviewed as part of the current review of the Freedom of Information policy.</p> <p>Governors challenged if the College received a material amount of FOI requests and how these were reviewed. The Director of Governance advised that the majority of requests were from the press or commercial firms and this was not an excessive amount. The Audit committee reviewed these annually and it informed their Annual Report to the Corporation.</p> <p>22 9 20 G/20/09/5.3 – the Governor ambassadorial role was discussed and it was agreed that the note should cover this important part of the Governor role and that a review should be carried out of Governor contacts and roles where they could act as</p>		

ambassadors. It was noted that governors were not able to commit the College in anyway and should avoid any implications of commitment.

22 9 20 G/20/09/5.3 – Training had been offered to Governors through the AOC master classes and the ETF online courses, 2 governors had attended the master classes. Additional material had also been added to the board portal resources. Governors commented that it was important that governors had enough technical knowledge to be able to interpret the financial papers so that they could ask the right questions. Terminology can be a barrier to this. It was agreed that there also needed to be clarity of language from the senior team both when presenting and when responding to challenge.

22 9 20 G/20/09/5.4 – ECETA Director recruitment was ongoing with interviews to be held shortly and this was looking at filling skills gaps on the ECETA Board.

**Governors agreed the following action:**

- **Review of Governor Roles and contacts**
- **Glossary of terms produced by the Director of Governance to be reviewed by the Chair Designate prior to circulation to the Board**

**WS**

**WS**

**G/21/05/5**

**Senior Post Holder Remuneration Review**

The CEO/Principal withdrew from the meeting

The Director of Governance presented the report. The College has 4 Senior Post Holders, who are Board appointments and the Board is therefore responsible for their terms and conditions. These are:

- CEO/Principal
- Deputy Chief Executive
- Deputy Principal and
- Director of Governance

The report included details of their current remuneration, job descriptions and comparative data from the AOC College Senior Pay Survey 2020 and the Committee were asked to consider if there should be any changes to their remuneration.

The Committee discussed the remuneration.

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<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p><b>Governors resolved to recommend to Corporation that following the annual remuneration review that:</b></p> <ul style="list-style-type: none"> <li>• <b>The CEO/Principal, Deputy Chief Executive and Deputy Principal’s remuneration remain as is and</b></li> <li>• <b>The Director of Governance’s remuneration be increased to £46,924 FTE as of 1 8 21</b></li> </ul> <p>The Director of Governance and CEO/Principal returned to the meeting.</p>		
<p><b>G/21/05/6</b></p>	<p><b>Governance Structure and Succession Planning</b></p>	
<p>The Director of Governance presented the report which covered governor recruitment, succession planning, board structure, board schedules and meeting processes. The Committee discussed each item.</p> <p><b>Succession Planning</b></p> <p>Governors agreed that work is still required to strengthen the Quality and Standards, Finance and General Purposes and Audit Committees and that this should include the use of Associate Governors. The People Committee was now strengthened with 2 new independents and 2 associates.</p> <p><b>Governors agreed the following action</b></p> <ul style="list-style-type: none"> <li>• <b>Negotiations with AOC to reflect payment by results</b></li> <li>• <b>Other marketing and contacts to be used to support governor recruitment</b></li> </ul> <p><b>Committees</b></p> <p>Governors agreed that the current committee structure should be retained for the present.</p> <p>Governors discussed that the Committees needed to support the Corporation’s work so that it could concentrate on the key strategic items to meet the Strategic Plan 2020-2030. This could be assisted by a revised scheme of delegation. The Director</p>	<p><b>WS</b></p> <p><b>WS</b></p>	

of Governance advised that she was shortly to review the Board Assurance Framework and that this would be reviewed as part of this work.

**Governors agreed the following action**

- **Governance structure to be reviewed by the Committee at its January 22 meeting.**
- **Scheme of delegation to be reviewed as part of the review of Board Assurance.**

WS

WS

**The Committee resolved to recommend to Corporation that:**

- **Andrew Walmsley be appointed to the Audit Committee**

**Leadership roles**

The Director of Governance advised that the Committee Chairs were due for appointment and that it was recommended that the current incumbents were re-appointed to help with continuity and to support the new Chair. There was a vacancy for the post of Curriculum Development Chair and this role was currently being discussed with a member of that Committee.

It was noted that Governance Remuneration and Search is chaired by the Chair of the Corporation and the Estates Task and Finish group is being chaired by David Hill.

The Director of Governance advised that the People Committee Chair was not due for renewal and that governor recruitment had included consideration of succession planning. Governors discussed the Committee and agreed that it would be appropriate to appoint a Vice Chair for the People Committee to assist with this succession plan and for them to be given responsibility to report back to the People Committee on certain areas of the people agenda.

**Governors agreed the following action**

- **Current People Committee Chair to discuss with Jude Owens the role of Vice Chair and to take responsibility of reviewing areas such as Times 100 Survey and the Pay Strategy with the Director of People and Wellbeing.**

AD/WS

The Director of Governance advised that there were currently 3 Vice Chairs. These had been appointed from each former board on merger. The Corporation had already appointed a Vice Chair (Quality) to support the new Chair. Governors agreed that it would be appropriate to have two Vice- Chairs , being Chair of Q&S committee and Chair of F&GP.

Sincere thanks were noted to Tina Ellis for her work as Vice Chair during her period of office since merger and her continued support of the College.

**The Committee resolved to recommend to Corporation that the following Committee Chairs be re-appointed for a period of 2 years as of 1 8 21:**

- **Finance and General Purposes – David Hill**
- **Quality and Standards – Peter Lavender**
- **Audit – Giles Kerkham**
- **Vice Chair (Finance) – David Hill**

### **Link Roles**

The Director of Governance advised that due to Albert Cadmore retiring from the Board there was a vacancy for a Safeguarding Governor Link. It was agreed that Tina Ellis would also take this role on and be supported by another Governor to assist with succession planning.

The Committee noted that there was a need to appoint additional Link Governors to cover areas such as HE, Sustainability and Digital and that these links should support the College in its development. It was agreed that a review of the Board's skills should be carried to ascertain where they could be linked to.

### **The Committee agreed the following action:**

- **Governor accountability and skills matrix to be produced**

### **The Committee also resolved to recommend to Corporation that the following Link Governors be appointed:**

- **Equality, Diversity and Inclusion – Tina Ellis**
- **Health and Safety – Alan Debenham**
- **Safeguarding – Tina Ellis**

### **Staff and Student Governors**

The Director of Governance advised that there were currently two staff governors and one student governor and that the standing orders stated that the Corporation shall include a minimum of two, whereas the Instrument and Articles state at least one and not more than three. Governors agreed that the standing orders should be changed to 'up to two.'

Governors discussed the staff governor role agreed that it was a good developmental role and could be appropriate for those participating on the emerging leaders programme. It should not be expected that staff and student governors were also a member of a committee in view of pressure on their work time but that they would be given the option.

### **The Committee resolved to recommend to Corporation that the standing orders be changed to:**

- **The Corporation shall include up to two staff governors selected from the permanent staff of the college.**
- **Staff Governors shall be elected by their peers in an election organised by the Director of Governance.**

**WS**

- **The Corporation shall include up to two student governors, who must be a current student at the college.**

### **Independent Governors**

The Director of Governance advised that as of 1 8 21 there were 15 Independent Governors with varying terms of office. The committee agreed that it would be sensible to have all terms of office ending on the 31/7 to correspond with the academic year and that terms should be extended to reflect this. This would mean:

- Alan Debenham – term of office ends 29 7 23 – change to 31 7 23
- Tina Ellis – term of office ends 29 7 23 – change to 31 7 23
- Rob Evans – term of office ends 31 7 22
- David Hill – term of office ends 29 7 23 – change to 31 7 23
- Saul Humphrey – term of office ends 31 7 23
- Peter Lavender – term of office ends 17 12 25 – change to 31 7 26
- Giles Kerkham – term of office ends 31 3 23 – change to 31 7 23
- Mike Dowdall – term of office ends 31 1 23 – change to 31 7 23
- Gemma Head – term of office ends 31 1 23 – change to 31 7 23
- David Blake – term of office ends 10 11 24 – change to 31 7 25
- Ian Lomax – term of office ends 12 4 23 – change to 31 7 23
- Kirk Lower – term of office ends 12 4 23 – change to 31 7 23
- Andrew Walmsley – term of office ends 31 7 23
- Jose Bamonde – term of office ends 31 7 23
- Jude Owens – term of office ends 31 7 23

The Committee confirmed that they were content with the Instrument and Articles that stated:

- The Corporation shall consist of not more than normally fifteen independent members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government.

Governors commented that it was important that Governor appraisals were carried out and these should as previously be carried out by the Chair with the support of the Director of Governance. The Director of Governor advised that the Chair Designate was looking to meet with all Governors to discuss their roles.

**The Committee resolved to recommend to Corporation that:**

- **all independent appointments, that do not currently correspond to an academic year, are extended to end on the 31/7 following the current term of office end and that all future appointments are appointed to end on the 31/7.**

### **Associate Governors**

**The Committee resolved to:**

- **continue with strengthening committees through recruiting Associate Governors and**
- **recommend to Corporation the reappointment of Paul Nisbett (subject to his agreement) for a period of 2 years as of 1 8 21.**

**Governance Schedule**

Governors discussed if the monthly board meetings should be retained and the pros and cons of the different approaches. Quarterly meetings meant that the meetings were too full and too long with reports not always given the focus required and tended to focus on historical data, whereas monthly meetings were short, sharp and focused and decisions could be timely but ran the risk of there not being time between meetings for actions to be completed. The Director of Governance advised that in the recent governor survey, carried out to inform this report, 83% agreed that monthly Corporation Meetings have supported good governance and would like them to continue in 21/22.

Governors reiterated there was a need to ensure that the Committees supported the Board’s work and that appropriate power was delegated to them.

Governors discussed the timings of meetings and confirmed their view that to support the wellbeing of the Senior Team that evening meetings should not be held. The Director of Governance advised that the Governor Survey had found that:

For on site meetings:

- 41% preference was either 9 or 10am
- 24% preference was after 3pm and
- 35% had no preference

For virtual meetings:

- 47% preference was either 9 or 10am
- 18% preference was after 5pm and
- 35% had no preference

And the Committee agreed therefore to retain the meetings at 9am.

**Governors agreed the following action:**

- **Actions agreed by the committees and the Board to include a date for completion** **WS**
- **Governance schedule to be reviewed with the Senior Team and Chairs and a revised schedule agreed by the Chair and Chair Designate prior to presentation to the July Board.** **WS**
- **ECETA Board meetings to be scheduled and agreed with the ECETA Chair.** **WS**
- **Estates Committee meetings to be held as and when required.** **WS**

**The Committee resolved to recommend to Corporation that:**

<ul style="list-style-type: none"> <li>• <b>The Corporation is scheduled to meet monthly, apart from over the Summer break, and that if there was insufficient business the meeting would not be held</b></li> <li>• <b>Committee meetings are scheduled as a minimum termly</b></li> <li>• <b>Corporation is held at least termly on site</b></li> <li>• <b>Committee Chairs agree the mix of virtual and on site meetings that are appropriate to their committee</b></li> <li>• <b>Virtual attendance be allowed at onsite meetings in the most exceptional circumstances only and with the approval of the relevant Chair</b></li> <li>• <b>Meetings to continue to commence at 9am and</b></li> <li>• <b>Where meetings held on site additional governor triangulation or training be arranged for after the meeting.</b></li> </ul>		
<b>G/21/05/7</b>	<b>Risk Register</b>	
<p>The Director of Governance presented the risk register.</p> <p>1. Has the risk register been reviewed</p> <p>The Director of Governance advised that the register had been reviewed.</p> <p>2. Is the Committee content that the risks are relevant and are being updated</p> <p>The Committee agreed that they were relevant and that the reports included on the agenda included updates on the risk mitigation.</p> <p>3. Is the Committee content that the risks are being mitigated</p> <p>The Committee agreed that the risks were being mitigated and that this included items discussed at the meeting in the Governance Structure and Succession Planning report.</p> <p>4. Where a red risk is the Committee assured that appropriate action is being taken</p> <p>There were no red risks when considering variance from risk appetite but that there were 2 risks that had, had a change in Variance since last Review. These risks were the need to improve the Finance and General Purposes Committee and the Standards Committee and this was covered in the Governance Structure and Succession Planning report.</p> <p>5. Where does the Committee have significant concerns</p> <p>There was need to review the Committees and scheme of delegation to ensure that it was supporting good governance. This would be picked up as part of the review of the Board Assurance Framework.</p>		
<b>G/21/05/08</b>	<b>Agenda Planning</b>	
<p>The meeting booked for July to be cancelled as the business had been covered at this additional meeting.</p>		



<p>Meeting to be scheduled for January 22 to review how effective the Governance structure had been in term 1.</p> <p>The Committee discussed the July Board and agreed that as the budget and other related financial papers were going to F&amp;GP first that they should come to the Board as recommended by F&amp;GP and be presented by the F&amp;GP Chair, with the Deputy Chief Executive providing technical support.</p>		
<b>G/21/05/09</b>	<b>Review of Meeting</b>	
<ol style="list-style-type: none"> <li>1. Confidential Items – Senior Post Holder Remuneration</li> <li>2. Risk Management: any issues discussed which may require an additional Assessment – none</li> <li>3. Health &amp; Safety: any issues discussed which may require an additional Assessment – none</li> <li>4. Equality &amp; Diversity: any issues discussed which may require an additional Impact Assessment – recruitment</li> <li>5. Media: any issues discussed to inform local media – New Chair and Governor appointments</li> <li>6. How did the meeting go: nice to be back on site</li> </ol>		