

## Governance Remuneration and Search Committee Annual Report 2022/23

### Introduction

This report covers the academic year 22/23 of the East Coast College's Governance Remuneration and Search Committee.

The AOC Code of Good Governance states that:

- 9.28. *The search committee should produce an annual report which describes the work of the committee, including the board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation. If there is not a separate report then the college's annual report should cover these areas*

This annual report has taken a wider remit and covers the full role of the Governance Remuneration and Search Committee.

The Governance Remuneration and Search Committee produced its first annual report in 19/20.

### Membership

Members who served on the East Coast College Governance Remuneration and Search Committee during the 2022/23 period were:

	Attendance
David Blake (Board Chair)	8/8
Rob Evans (Senior Independent Director)	6/8
Alan Debenham	6/8
Tina Ellis	6/8
Stuart Rimmer (CEO)	3/5

giving an overall attendance rate of 78%, compared to 89% in 2021/22.

The Board's minimum attendance rate is 80%.

The Committee was chaired by the Board Chair in 2022/23, apart from Senior Post Holder Remuneration items where the Senior Independent Director chaired.

The Committee met on 8 occasions, this included additional meetings for Governor recruitment and Senior Post Holder remuneration reviews.

The Committee was clerked during the year at all meetings by the Director of Governance Wendy Stanger.

A copy of the Committee's revised term of reference are included at appendix 1. These were reviewed at the Committee's September 2023 meeting as part of an overall review of terms of reference by each committee.

## **Risk Management**

The Committee received the Tactical risk register relating to its role and reviewed it in line with the Audit Committee set questions. These are:

1. Has the risk register been reviewed
2. Is the Committee content that the risks are relevant and are being updated
3. Is the Committee content that the risks are being mitigated
4. Where a red risk is the Committee assured that appropriate action is being taken
5. Where does the Committee have significant concerns.

During 2022/23, the Committee put in place appropriate mitigation for managing its risks and these were regularly reviewed. An additional risk has been added to the risk register following the governor recruitment to reflect that the Board has undergone significant change and the effect that this could have on its effectiveness without appropriate mitigation.

## **Governance and Recruitment**

Two independent governors, two associates, one staff governor and two student governors were appointed in 2022/23, unfortunately one of the new independent governors was not a successful appointment. All appointments have been made for a period of between 1 and 4 years and all terms of office align with the College year.

Recruitment was supported by Peridot with a mix of funding through the Further Education Commissioners recruitment service and the College's governance budget. Recruitment included the aim to improve the Board's diversity as well as enhance the skills mix.

Recruitment with Peridot's support continued over the summer and start of the new term and three independent and two associate governors have been appointed to fill identified skills gaps.

## **Training and Development**

The Committee has overseen and monitored Governor training and development. Training has been from varying sources both internal and external. This is set out in the Board summary infographic at appendix 1.

The Director of Governance has attended various relevant training and development and has qualified as a chartered governance professional and been appointed as a Fellow of the Chartered Governance Institute.

## **Senior Independent Director**

The Senior Independent Director role has continued through 2022/23 and the postholder will remain in post for 2023/24. They have continued to provide support to the Chair through regular one to ones and they have carried out the Chairs appraisal and target setting for 2022/23 and 2023/24, following governor and senior team feedback.

The Senior Independent Director has chaired the meeting when Senior Post Holder remuneration was reviewed and has reviewed and approved remuneration reports prior to them being considered by the Committee.

## **Remuneration**

The Committee reviews Senior Post Holder remuneration based on The Colleges' Senior Post Holder Remuneration Code that it has adopted as part of the Code of Good Governance.

During 2022/23 remuneration has been a focus of the Committees work and following the Committee's recommendation the Corporation adopted a new Senior Post Holder Remuneration and Appraisal Policy.

The Remuneration Report for 2022/23 sets out:

1. A list of Senior Post Holders within the remit of Committee;
2. Its policy on the remuneration for post holders within the remit of Committee with a copy of the newly adopted policy;
3. Its policy on income derived from external activities;
4. The pay multiple of the Chief Executive / Principal and the median earnings of the institution's whole workforce, illustrating how that multiple has changed over time and, if it is significantly above any published average, an explanation of why.

This is adopted by the Board as part of its sign off of the annual accounts and for transparency published on the College's website at <https://www.eastcoast.ac.uk/corporation-governors/financial/>

## **Performance Management**

Senior Post Holder's in 2022/23 were:

- CEO/Principal
- Deputy Chief Executive
- Deputy Principal, Curriculum, Quality and Learner Experience
- Deputy Principal Curriculum and Strategic Partnerships
- Director of Governance

The Committee reviewed Senior Post Holder's performance through annual appraisals and the process for this was set out in the newly adopted Senior Post Holder Remuneration and Appraisal Policy.

These appraisals and objectives were reported to and reviewed by the committee before where applicable recommended to Board.

## **Governance Self-Assessment and External Board Review**

The Committee has carried out a light touch self-assessment of its performance in 2022/23 due to an External Board Review being carried out by AOC in the autumn of 2023.

This light touch review has included committee self-assessments, reviews of governor and chairs performance, attendance review and consideration of skills and diversity mix on the Board. A summary of some of this is included in the Board summary infographic at appendix 1.

Following the external board review an action plan will be produced and a summary published on the College's website and the reports outcomes will be reflected in the governance statement in the Annual accounts which are published on the College's website at <https://www.eastcoast.ac.uk/corporation-governors/financial/>.

## **Meetings**

Governance meetings during 2022/23 have been carried out either on site or virtually on Teams and this is to continue in 2023/24.

The Committee reviewed the Governance business schedule and made recommendations to the Board. This has resulted in a move away in 2023/24 from the monthly Board meetings which was introduced during Covid, and further delegation to the Committees which is reflected in revised terms of reference and set out in the Governance Business Schedule.

## **Conclusion**

The Committee met its terms of reference and remit in 2022/23 though there were areas that required improving. These have started to be addressed with a reconstituting of the committee's membership to include Committee Chairs, the adoption of a revised Senior Post Holder Remuneration and Appraisal Policy and additional governor recruitment.

The Committee will in 2023/24 continue with its governor development, recruitment and succession planning in order to refresh and improve the Board, look to manage succession planning for the senior team, oversee the revision of the college's strategy and implement the recommendations from the External Board Review.

Appendix 1 – The Board 2022/23 Infographic

Appendix 2 - Governance Remuneration and Search Terms of Reference reviewed Oct 2023

Appendix 2 - Governance Remuneration and Search Committee Self-Assessment Summary

# East Coast College Corporation 2022/23 Governance

10 Board meetings

29 Committee Meetings

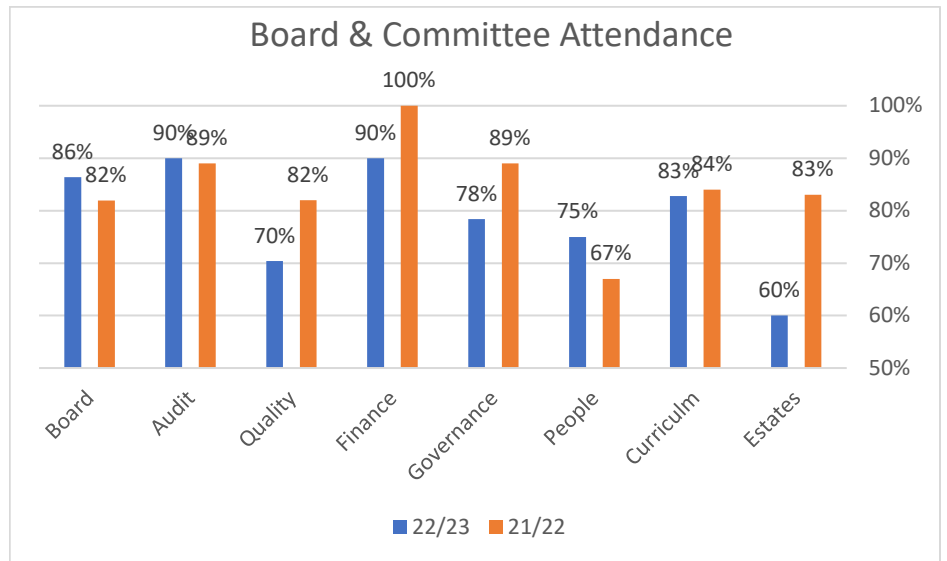
1 Away Day



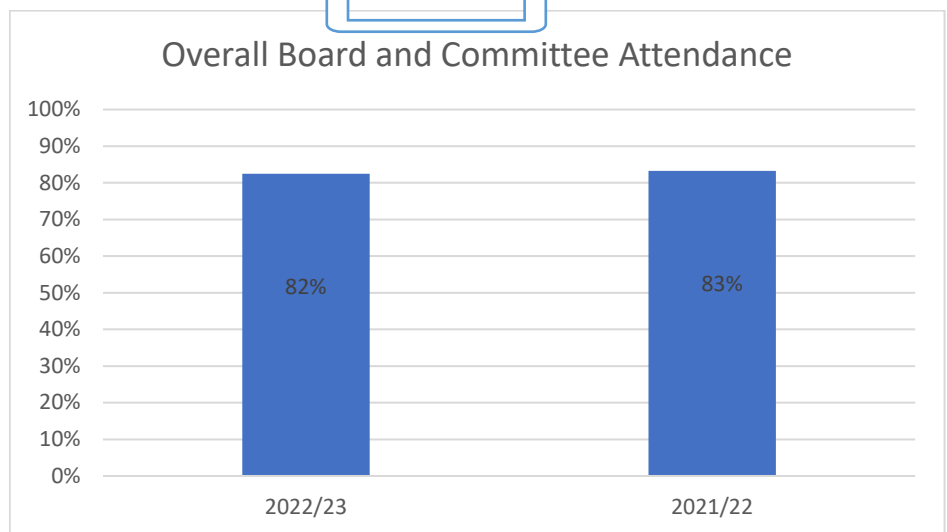
46 Governor Visits



Walkthroughs & Celebrations attended



Target 80%



2022/2023 Mean average attendance rate of 101 colleges – 82.68%  
Range of attendance rates: lowest - 69%; highest – 94%



**East Coast College Corporation 2022/23  
Training and Development**



Senior Team Inductions  
Safeguarding & Prevent  
Smartlog online Training  
Governance Updates  
Inclusive Language



Student Development Day



Chairs Council  
Chair & Vice Chair  
Network  
Finance & Audit  
Committee Chairs'  
Network  
Curriculum and Quality  
Chairs Network  
Regional Governance  
Conference  
Governors Induction



Just One Good Thing  
Conference – SEND  
Accountability Agreements  
FE ONS Reclassification



Governance Development  
Online Programme  
Staff Governor Conference



Curriculum Review Regional  
Workshop



Governance Mock EI



**EAST COAST COLLEGE**  
**GOVERNANCE, REMUNERATION AND SEARCH COMMITTEE**  
**TERMS OF REFERENCE**

**Objective To help ensure Good Governance**

The Governance Remuneration and Search Committee is a committee of East Coast College Further Education Corporation and as such its actions are open to scrutiny and approval by the full Corporation.

The Corporation and its Committees at all time will have due regard to the Seven Principles of Public Life and the requirements of the guidance set out in HMT's 'Managing Public Money.'

Delegation does not absolve the Corporation from accountability for the conduct and decisions of its committees. The Corporation remains responsible for the proper conduct of the College for undertaking its duties under the instruments and articles of government and for complying with the other legislation to which it is subject.

The Terms of Reference of the Committee may be varied at any time by agreement of the Corporation.

The Committee and the Corporation will have at the heart of its work the College's Strategic Plan and Accountability statement and will demonstrate through its meetings and decision making:

**Our Purpose**

- To transform individuals and build communities through education.

**Our Values**

- Aspirational – Being supportive, exploring potential and challenging ourselves daily.
- Respectful – Acting with compassion, being inclusive, and welcoming others in our learning community and to our environment.
- Professional – Putting team first, acting with integrity, developing our expertise and having a focused work ethic.
- Successful – Determining our ambition, achieving excellence and continually raising standards.

**1. Membership**

The Committee shall consist of:

- Corporation Chair
- Senior Independent Director
- a Vice Chair, CEO/Principal
- The Chairs of Finance and General Purposes, Quality and Standards, Curriculum Growth and Development, and People.

And

- up to two associate governors.

Staff and Student governors are eligible to be members.

In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

Persons who are not members of the Corporation but are deemed to have the skills required to enhance the responsibilities of the committee may be appointed as Associate Governors on the Committee but may not hold the position of Chair.

## **2. Terms of Office**

Members shall normally serve for a period of two academic years and shall be eligible for re-appointment thereafter.

## **3. Appointment of Chair**

The Chair of the Committee shall be a Vice Chair of the Corporation.

The agenda items on Remuneration of the Senior Post Holders will be chaired by a Governor that it is not the Chair of the Corporation.

## **4. Quorum**

A quorum shall be one third (rounded up) of the appointed members which includes Associate Governors, subject to a minimum of 2 independent governors who are members of the Corporation being present

## **5. Clerking**

The Director of Governance shall act as Clerk to the Committee.

## **6. Frequency of Meetings**

Meetings shall be held as and when required and not less than twice a year.

## **7. Attendance of Meetings**

Senior managers shall attend and speak at meeting of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

Other Corporation members shall have the right of attendance and where approved by the Committee participation, but not to vote.

Staff and Student Governors shall withdraw from meetings when individual remuneration matters are being considered or if requested to do so.

Any member of staff, including the CEO/Principal and Director of Governance, will withdraw from that part of the meeting where his or her own package, remuneration, conditions of service, appointment or promotion is being discussed.



Unless approved to remain by the Committee any member of staff present at the meeting will withdraw when the remuneration, conditions of service, appointment or promotion of a more senior member of staff is being discussed.

An explanation for any withdrawal at a meeting will be minuted.

## 8. Reporting Procedures

The Chair of the Committee shall present a summary report of the Committee's agenda at the subsequent Corporation meeting and the minutes of the meeting will be circulated to the Corporation.

## 9. Authority

The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

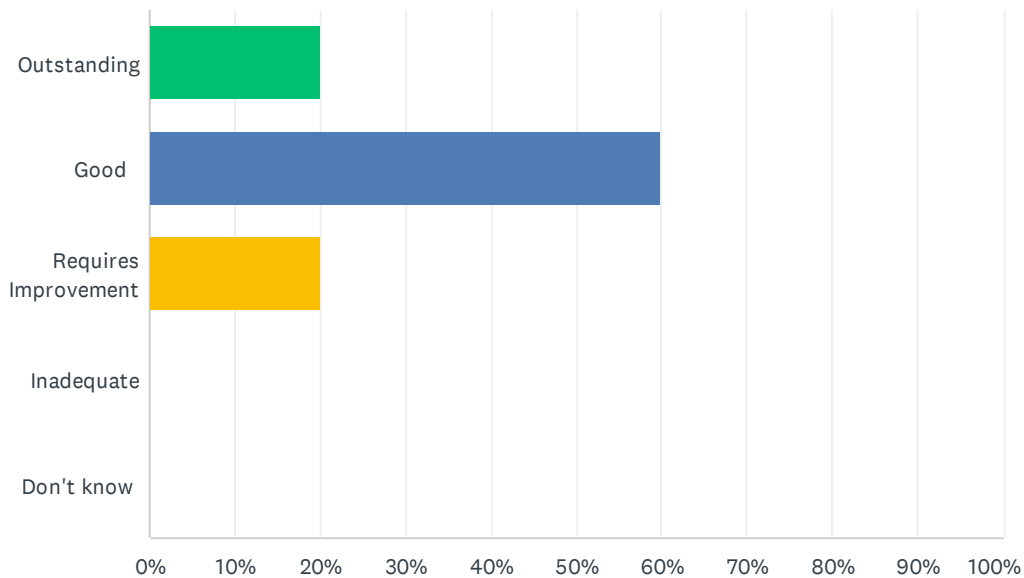
10. Purpose of the committee	Delegation
<p><b>Search</b></p> <p>1. To make recommendations to the Corporation in respect of procedures for the appointment of new members.</p>	<p>Recommend to Corporation</p>
<p>2. To implement the agreed procedures for the selection and appointment of members.</p>	<p>Delegated</p>
<p>3. To be responsible to the Corporation for the nomination of candidates to fill governor vacancies.</p> <p>Interviews for new members to be carried out by the Corporation Chair or Vice Chair and two other committee members when vacancies fall between meetings.</p>	<p>Recommend to Corporation</p> <p>Delegated</p>
<p>4. To consider and make recommendations to the Corporation on the Corporation's composition and balance.</p> <p>To ensure an annual self-assessment by the Corporation of its skills.</p>	<p>Recommend to Corporation</p> <p>Delegated</p>
<p>5. To develop and review policies and procedures for the induction and training of Corporation members.</p>	<p>Delegated</p>
<p><b>Remuneration</b></p> <p>6. To give due regard to the interests of the public and the financial health of the College and ensure that it can be demonstrated that the pay of the senior post-holders is set by a committee which has no personal interest in the outcome of its decisions and all decisions comply with the relevant guidance and regulations in place when the decision is taken.</p>	<p>Delegated</p>

<p>7. To consider and advise the Corporation on the framework of pay, conditions and performance review of all designated Senior Post Holders, taking into account relevant guidance, Senior Post Holder Code, Senior pay Controls for Colleges and managing public money.</p> <p>This framework to include appraisal, promotion, grading, conduct, suspension, dismissal and retirement and may consider the following elements</p> <ul style="list-style-type: none"> <li>• Basic salary</li> <li>• Benefits in kind</li> <li>• Pension provision</li> <li>• Terms and conditions of service</li> <li>• Performance related elements, if appropriate</li> <li>• Retention</li> </ul>	<p>Recommend to Corporation</p>
<p>8. To review the remuneration and other terms and conditions of all designated Senior Post Holders and to make recommendations for approval to the Corporation.</p>	<p>Recommend to Corporation</p>
<p>9. To review the succession plan and consider where appropriate retention packages (monetary and non-monetary) of all designated Senior Post Holders and to make recommendations for approval to the Corporation.</p>	<p>Recommend to Corporation</p>
<p>10. To review and ensure that objectives are set and monitored at a minimum annually for Senior Post Holders through the appraisal process set out in the Corporation's policy.</p>	<p>Delegated</p>
<p>11. To advise the Corporation on any compensation which may be payable in the event of the early termination of the employment of any Senior Post Holder with the aim of</p> <ul style="list-style-type: none"> <li>• Avoiding the rewarding of poor performance</li> <li>• Dealing fairly with cases where termination is not due to poor performance</li> <li>• Compliance with contractual requirements and</li> <li>• Compliance with managing public money and statutory requirements</li> </ul>	<p>Recommend to Corporation</p>
<p>12. To advise the Corporation on Senior Post Holder recruitment including the arrangements for the advertisement, selection and appointment of a successors, in line with current employment legislation, the College equality policy and best practice.</p>	<p>Recommend to Corporation</p>
<p>13. Act on behalf of the Corporation as the selection panel for all Senior Post Holder appointments, agreeing the selection process to be followed.</p> <p>The selection panel to consist of</p> <p>(i) at least five members of the Corporation including the Chair or the Vice Chair or both, where the vacancy is for the post of CEO/Principal; or</p> <p>(ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.</p> <p>Subsequently making the appointment recommendation to the Corporation.</p>	<p>Delegated</p> <p>Recommend to Corporation</p>

<p><b>Governance</b></p> <p>14. To make recommendations in respect of the code of conduct for governors and the register of governor's interests taking cognisance of the parameters set by legislation and the guidance available on good governance from the funding agencies, the AoC and other bodies such as the committee on Standards in Public Life.</p>	<p>Recommend to Corporation</p>
<p>15. To review the workings of the Corporation and make recommendations to support it in ensuring effective governance, including but not exclusively</p> <ul style="list-style-type: none"> <li>• Review of standing orders and instrument and articles</li> <li>• Succession planning</li> <li>• Governance self-assessment/External Board Review and</li> <li>• Quality improvement plan.</li> </ul>	<p>Recommend to Corporation</p>
<p>16. To review and advise the Corporation on the process and proposals to update the College Strategy and related mission and values.</p>	<p>Recommend to Corporation</p>
<p>17. To review and recommend to the Corporation any changes to any Governance related strategy, policy or procedure.</p>	<p>Recommend to Corporation</p>
<p>18. To monitor and review risk management for those areas that are the responsibility of the Committee.</p>	<p>Report to Audit</p>
<p>19. To consider any other specific issues referred by the Corporation to the Committee and report their findings and recommendations back to the Corporation.</p>	<p>Recommend to Corporation</p>

## Q2 Governance Remuneration and Search committee’s terms of reference are fit for purpose (see the Governance Portal's resources section Standing Orders)How good are we at this?

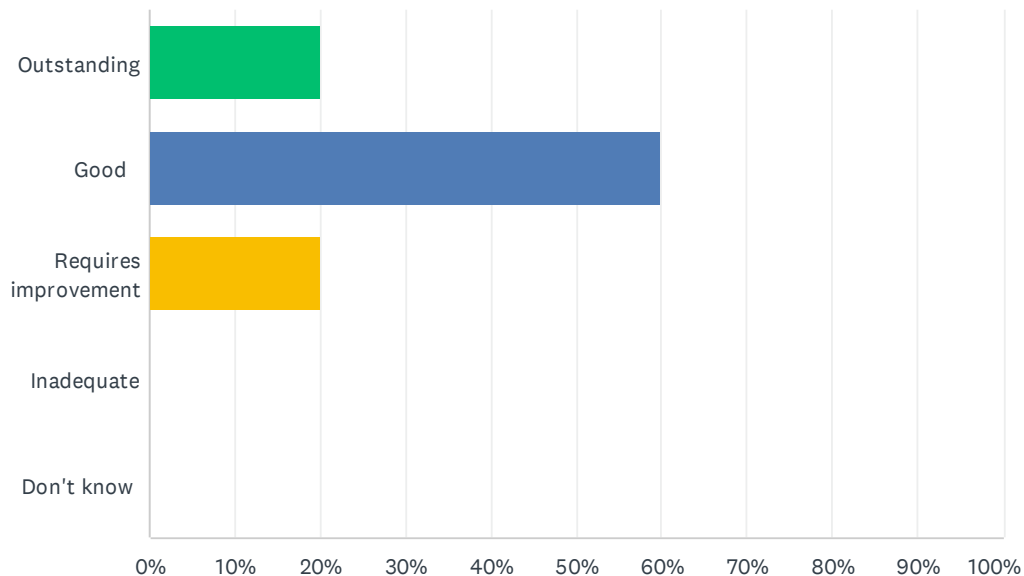
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES
Outstanding	40%	20.00% 1
Good	60%	60.00% 3
Requires Improvement		20.00% 1
Inadequate		0.00% 0
Don't know		0.00% 0
<b>TOTAL</b>		<b>5</b>

### Q3 Governance Remuneration and Search committee’s mix of skills and experience enables it to effectively fulfil its role (Code of Good Governance)How good are we at this?

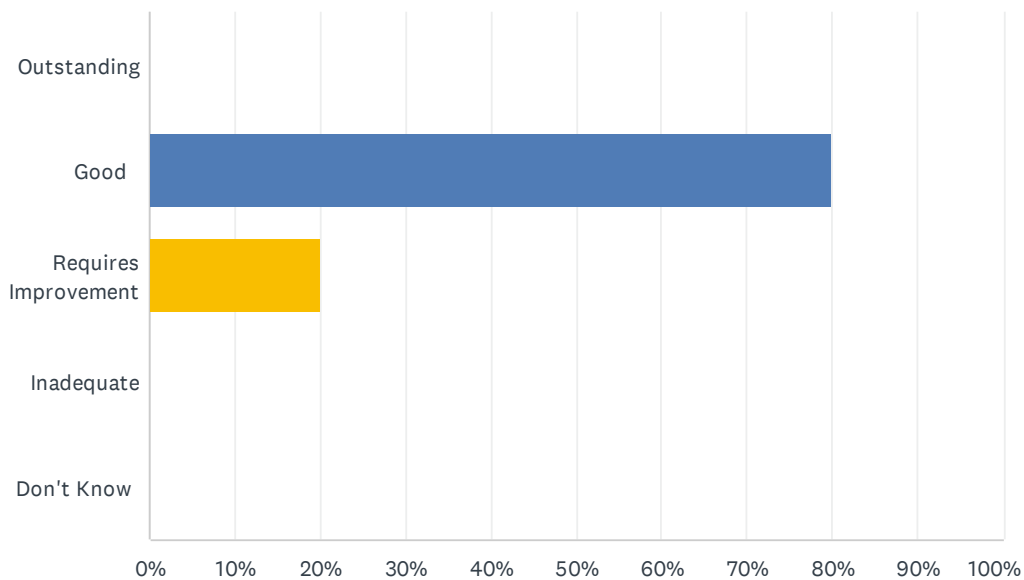
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES
Outstanding		20.00% 1
Good	100%	60.00% 3
Requires improvement		20.00% 1
Inadequate		0.00% 0
Don't know		0.00% 0
<b>TOTAL</b>		<b>5</b>

### Q4 The Governance Remuneration and Search Committee know the strengths and weaknesses of the College's Governance (Governance Guide and Code of Good Governance)How good are we at this?

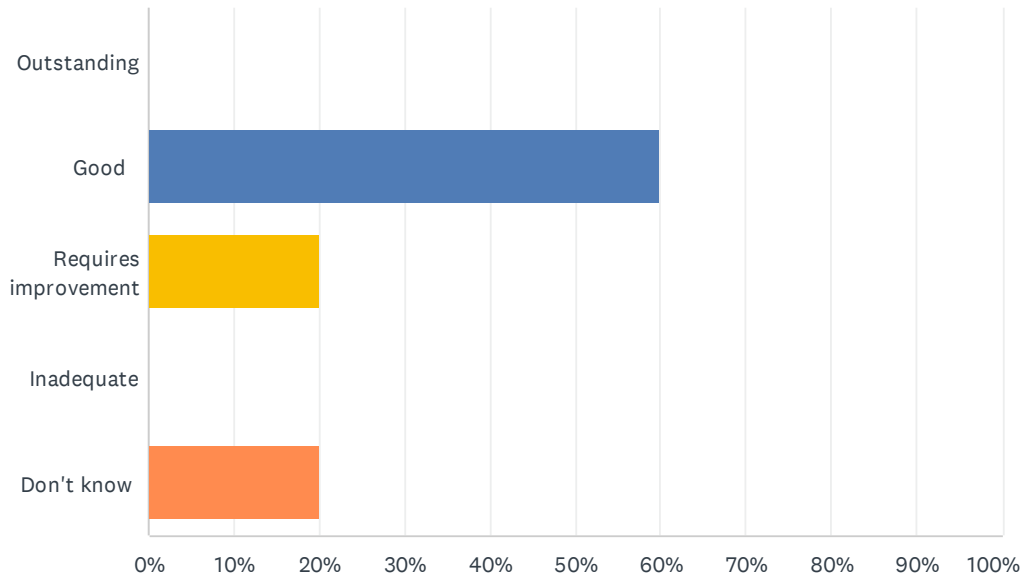
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Outstanding	20%	0.00%	0
Good	60%	80.00%	4
Requires Improvement	20%	20.00%	1
Inadequate		0.00%	0
Don't Know		0.00%	0
<b>TOTAL</b>			<b>5</b>

**Q5 The Governance Remuneration and Search Committee has recommended a Governance Strategy that meets the needs of the college and its regulators. (Code of Good Governance)How good are we at this?**

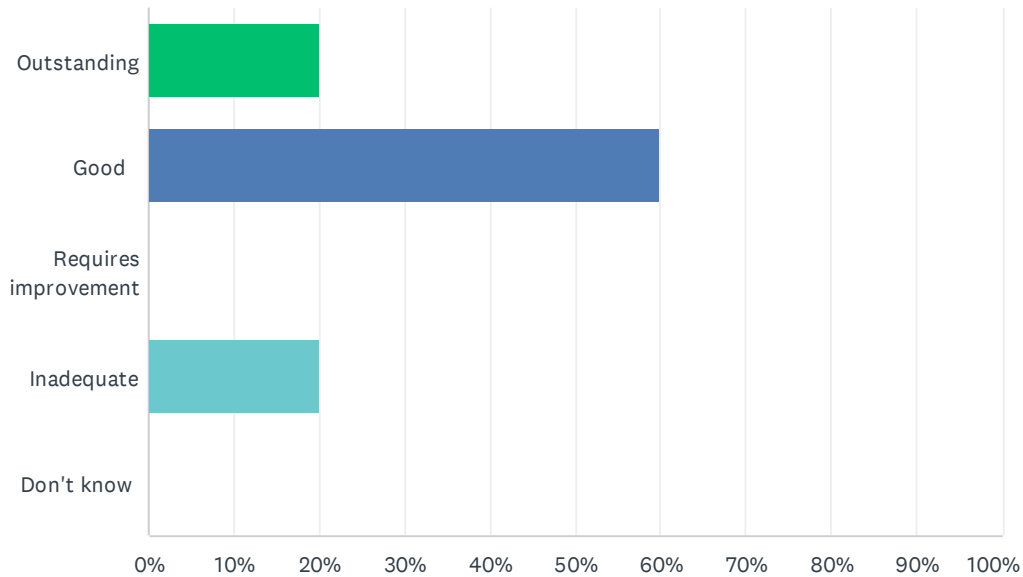
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Outstanding	20%	0.00%	0
Good	60%	60.00%	3
Requires improvement	20%	20.00%	1
Inadequate		0.00%	0
Don't know		20.00%	1
<b>TOTAL</b>			<b>5</b>

**Q6 The Governance Remuneration and Search Committee has ensured that the College has appropriate Governance polices and procedures that are regularly reviewed (Code of Good Governance and Governance Guide)How good are we at this?**

Answered: 5 Skipped: 0

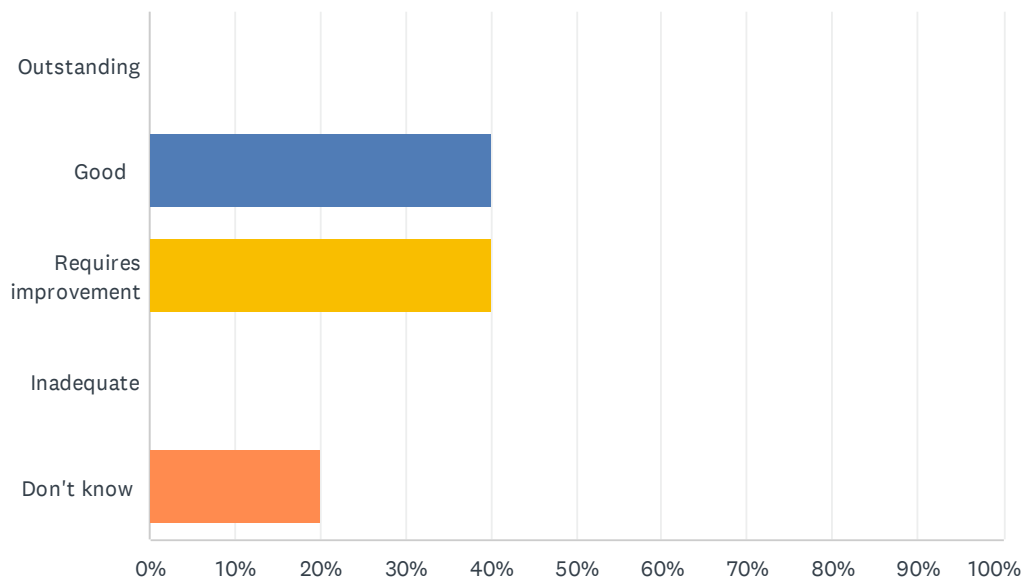


ANSWER CHOICES	2022	RESPONSES	
Outstanding	40%	20.00%	1
Good	60%	60.00%	3
Requires improvement		0.00%	0
Inadequate		20.00%	1
Don't know		0.00%	0
<b>TOTAL</b>			<b>5</b>



## Q7 Governance Remuneration and Search Committee monitors governance performance using key performance indicators (Governance Guide and Code of Good Governance)How good are we at this?

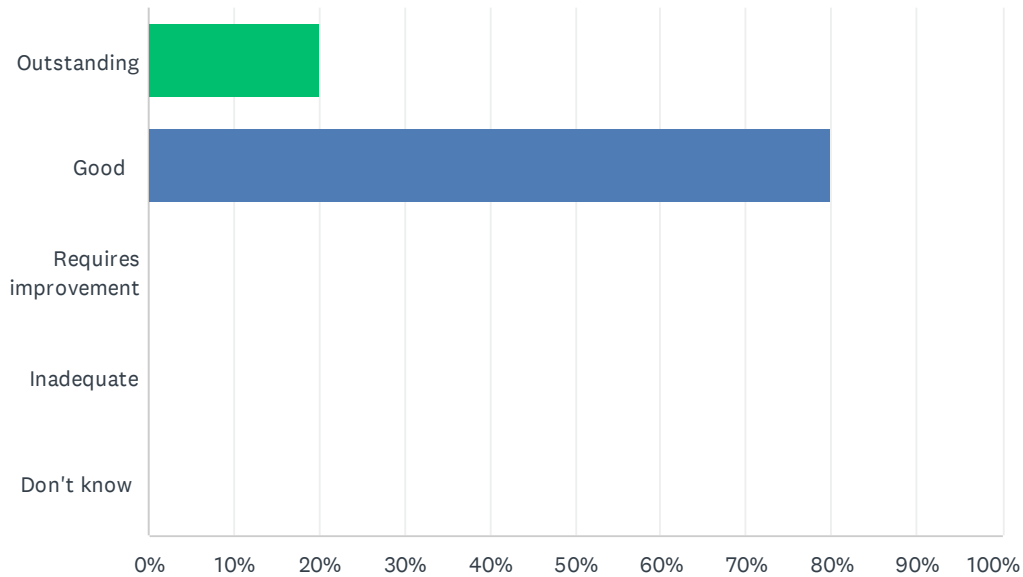
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Outstanding	20%	0.00%	0
Good	40%	40.00%	2
Requires improvement	20%	40.00%	2
Inadequate		0.00%	0
Don't know	20%	20.00%	1
<b>TOTAL</b>			<b>5</b>

**Q8 The Governance Remuneration and Search Committee carries out an annual Governance self assessment and oversees the implementation of the resultant quality improvement plan (Governance Guide and Code of Good Governance)How good are we at this?**

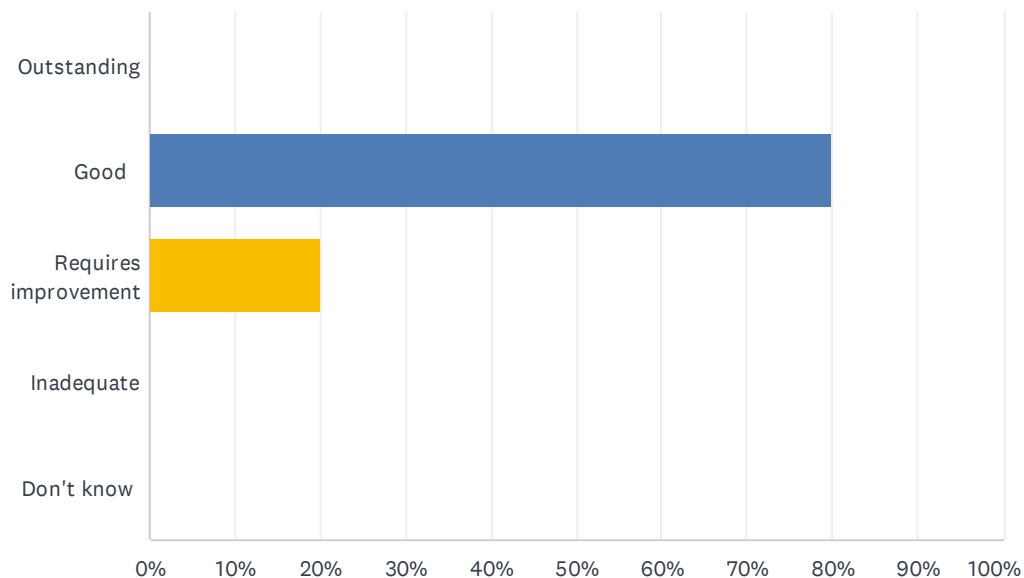
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Outstanding	20%	20.00%	1
Good	80%	80.00%	4
Requires improvement		0.00%	0
Inadequate		0.00%	0
Don't know		0.00%	0
<b>TOTAL</b>			<b>5</b>

## Q9 Governance Remuneration and Search related risks are adequately identified, monitored and mitigated (Standing Orders and Governance Guide)How good are we at this?

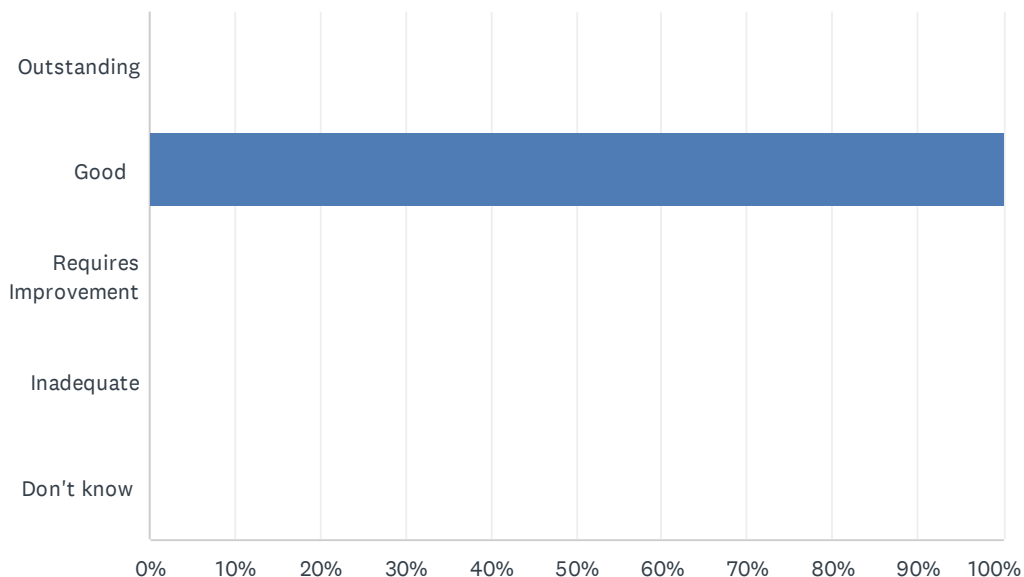
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Outstanding	40%	0.00%	0
Good	40%	80.00%	4
Requires improvement	20%	20.00%	1
Inadequate		0.00%	0
Don't know		0.00%	0
<b>TOTAL</b>			<b>5</b>

**Q10 The Governance Remuneration and Search committee has advised the Corporation on Governor recruitment, retention, development and Succession Planning. (Code of Good Governance, Governance Guide and standing orders)How good are we at this?**

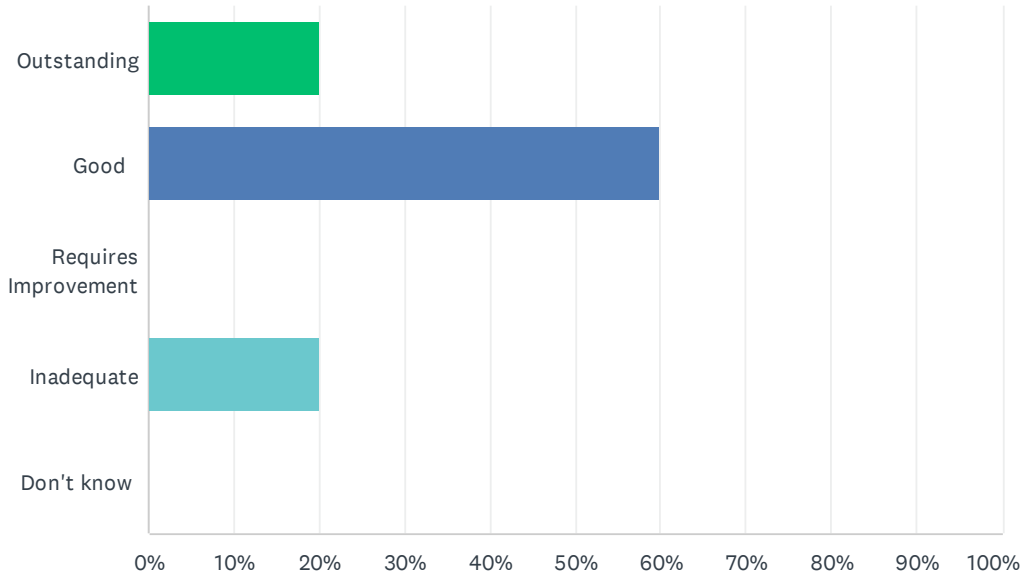
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Outstanding	20%	0.00%	0
Good	60%	100.00%	5
Requires Improvement	20%	0.00%	0
Inadequate		0.00%	0
Don't know		0.00%	0
<b>TOTAL</b>			<b>5</b>

**Q11 The Governance Remuneration and Search Committee has advised the Corporation on senior post holder performance, succession planning and where appropriate retention strategy and this is regularly reviewed (Governance Guide and Standing Orders)How good are we at this?**

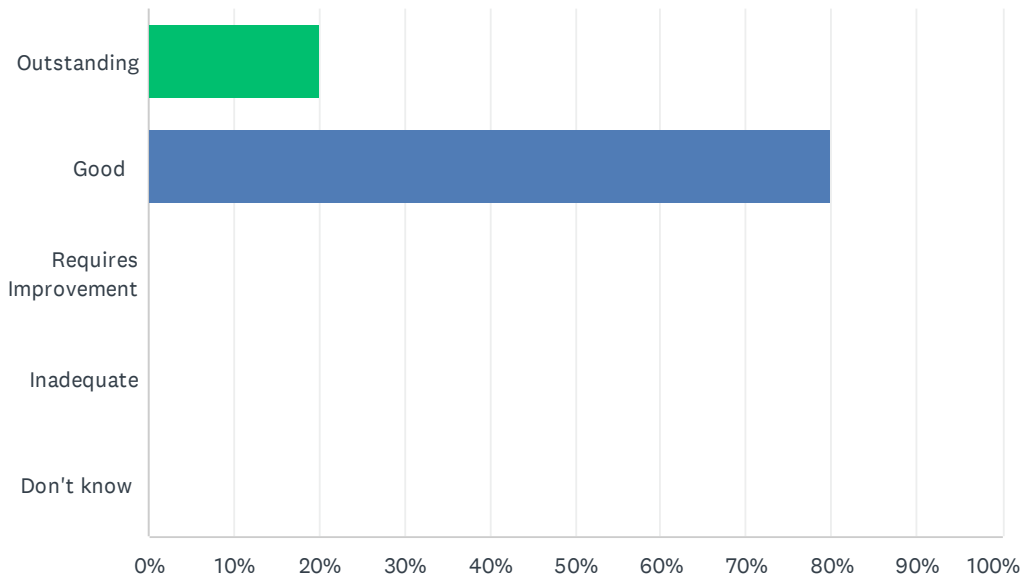
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Outstanding	40%	20.00%	1
Good	40%	60.00%	3
Requires Improvement	20%	0.00%	0
Inadequate		20.00%	1
Don't know		0.00%	0
<b>TOTAL</b>			<b>5</b>

**Q12 The Governance Remuneration and Search Committee has advised and reported to the Corporation on senior post holder remuneration in compliance with the remuneration code and this is regularly reviewed (Governance Guide, Standing Orders and The Colleges' Senior Post Holder Remuneration Code)How good are we at this?**

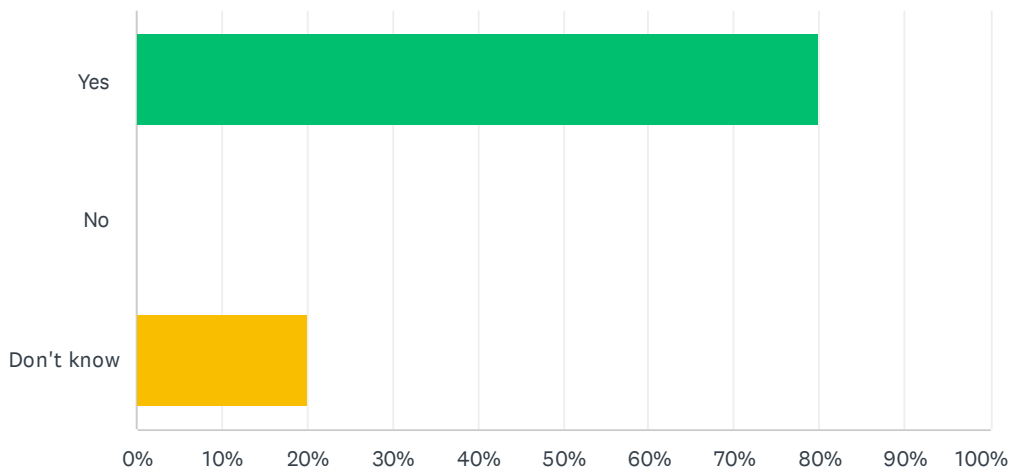
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Outstanding	40%	20.00%	1
Good	40%	80.00%	4
Requires Improvement		0.00%	0
Inadequate		0.00%	0
Don't know	20%	0.00%	0
<b>TOTAL</b>			<b>5</b>

## Q14 The committee receives appropriate updates and training (Code of Good Governance and Governance Guide)

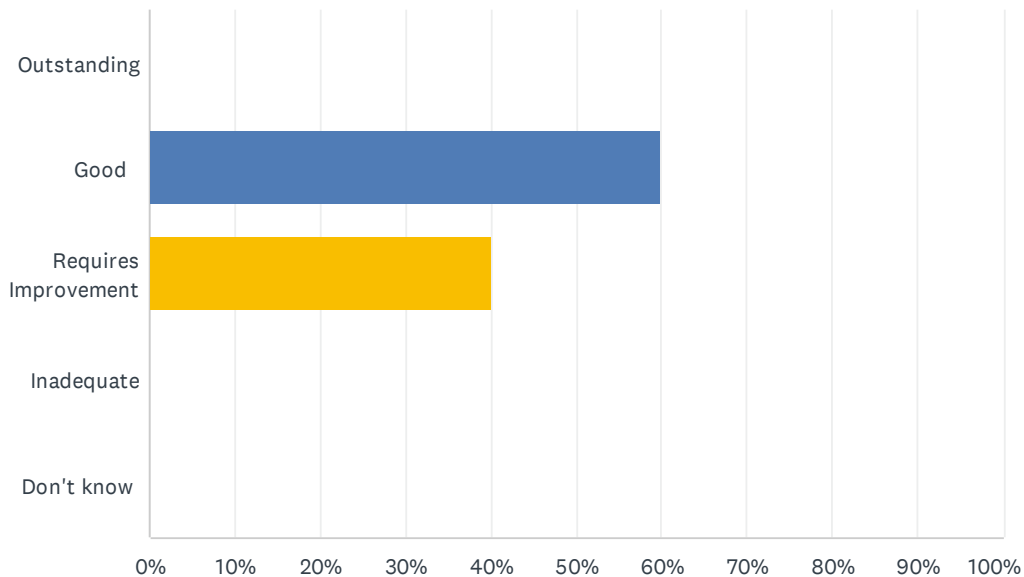
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Yes	80%	80.00%	4
No		0.00%	0
Don't know	20%	20.00%	1
TOTAL			5

**Q18 Section 2 Committee Chair**The Governance Remuneration and Search Committee Chair chairs meetings effectively and efficiently, bringing impartiality and objectivity to the decision making process. (Standing Orders)How good is he at this?

Answered: 5 Skipped: 0

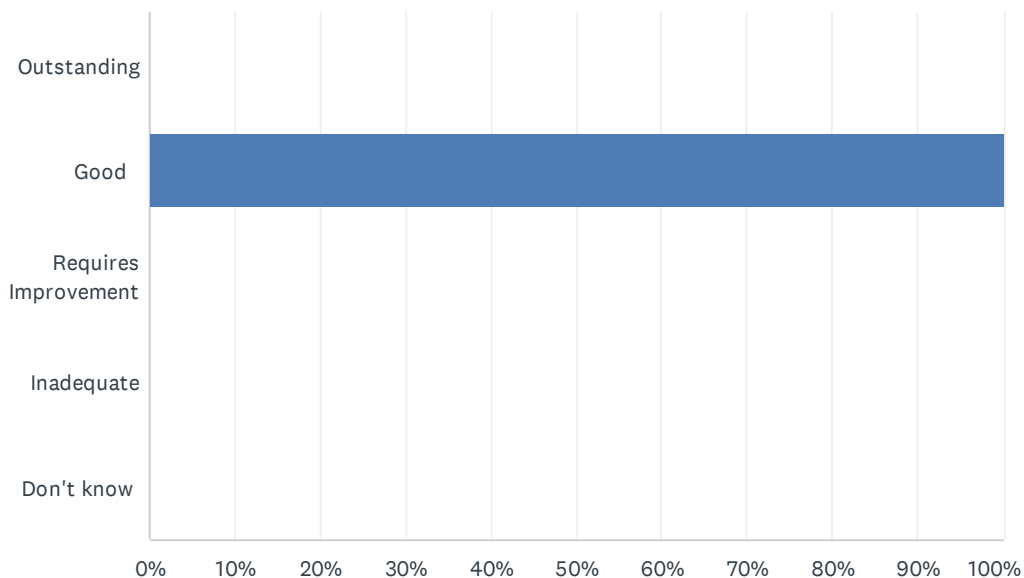


ANSWER CHOICES	2022	RESPONSES	
Outstanding	40%	0.00%	0
Good	60%	60.00%	3
Requires Improvement		40.00%	2
Inadequate		0.00%	0
Don't know		0.00%	0
<b>TOTAL</b>			<b>5</b>



### Q19 The Governance Remuneration and Search Committee Chair ensures that Governors are fully engaged on the Committee and all can contribute to its work (Standing Orders)How good is he at this?

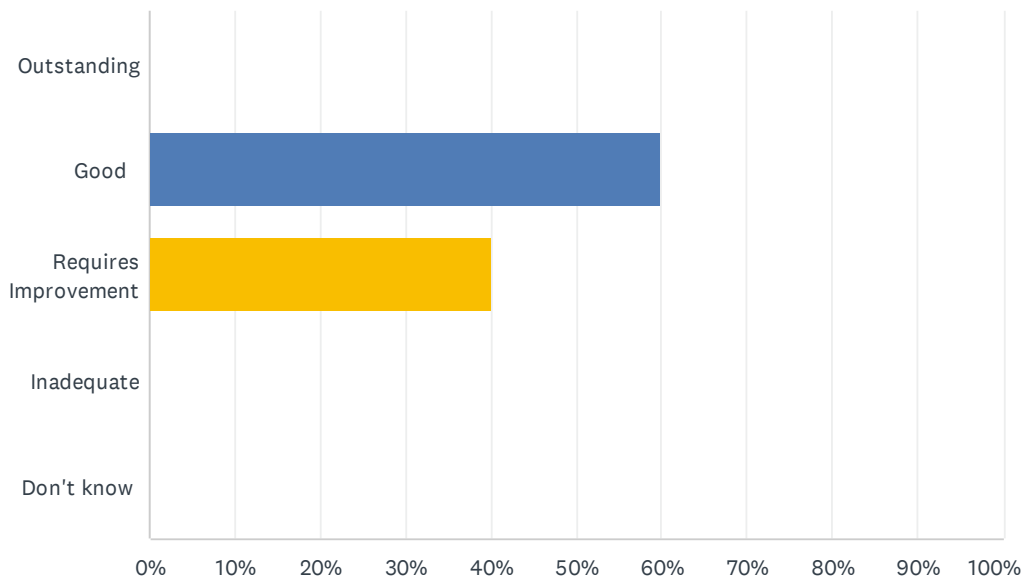
Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Outstanding	40%	0.00%	0
Good	40%	100.00%	5
Requires Improvement		0.00%	0
Inadequate		0.00%	0
Don't know	20%	0.00%	0
<b>TOTAL</b>			<b>5</b>

## Q20 The The Governance Remuneration and Search Committee Chair is an effective leader of the Committee How good is he at this?

Answered: 5 Skipped: 0



ANSWER CHOICES	2022	RESPONSES	
Outstanding	40%	0.00%	0
Good	60%	60.00%	3
Requires Improvement		40.00%	2
Inadequate		0.00%	0
Don't know		0.00%	0
<b>TOTAL</b>			<b>5</b>