

**East Coast College Corporation MINUTES of the meeting of the  
Governance Remuneration and Search Committee 7<sup>th</sup> June 2023  
9am Lowestoft Sixth Form College Board Room**

<b>Present:</b>	David Blake (DB Chair) Alan Debenham (AD) Tina Ellis (TE) Rob Evans (RE Senior Independent Director) and Stuart Rimmer (SR CEO)
<b>In attendance:</b> Wendy Stanger – (WS) Director of Governance and Ann Wall (AW) Director of People and Wellbeing for items 10 and 11.	
<b>G/23/06/1</b>	<b>Membership and Apologies</b>
There were no apologies as all in attendance.	
<b>G/23/06/2</b>	<b>Declarations of interest</b>
<p>The Director of Governance declared an interest in:</p> <ul style="list-style-type: none"> <li>• Agenda item 6 AOC External Board Reviews Offer, as a review consultant for AOC's offer.</li> <li>• Agenda item 7 Senior Post Holder Remuneration Policy.</li> </ul> <p>It was agreed that this did not preclude full participation in this item.</p> <p>The CEO declared an interest in:</p> <ul style="list-style-type: none"> <li>• Agenda item 7 Senior Post Holder Remuneration Policy and it was agreed that this did not preclude full participation in this item.</li> </ul> <p>Papers have been shared for these items with the CEO and Director of Governance.</p> <p>David Blake, Alan Debenham, Tina Ellis and Rob Evans declared an interest in:</p> <ul style="list-style-type: none"> <li>• Agenda Item 5 Governance 23/24 and it was agreed they would withdraw if required.</li> </ul>	
<b>G/23/06/3</b>	<b>To approve the minutes of the last meetings and any other matters raised previously not otherwise included in the agenda</b>
<b>G/23/06/3.1</b>	<b>Minutes 7 2 2023</b>
<b>G/23/06/3.2</b>	<b>Minutes 16 2 2023</b>
The minutes of the meetings of the non-confidential and confidential 7 2 2023 and confidential 16 2 2023 were approved as a true record.	
<b>G/23/06/4</b>	<b>To Review the Action Log</b>
The action log was reviewed and the progress noted.	

	<b>Part 1 Agenda</b>	
<b>G/23/06/5</b>	<b>Governance 2023/24</b>	
<b>G/23/06/5.1</b>	<b>Governance Team</b>	
<p>The Director of Governance presented the report. The independent governors had now all had a governor review with the Chair which included a review of terms of office. All, apart from Alan Debenham, had agreed to continue as full independent governors. Alan Debenham wished to reduce his commitment but remain as an Associate Governor. The report set out the reasonings for the Governor reappointments and current attendance.</p> <p>The Committee discussed the reappointment recommendations and agreed that these were appropriate but also highlighted the need for succession planning and the need for strengthening committees, in particular the Finance and Resources and Audit Committee. The Director of Governance advised that there had been a recent appointment to the Audit Committee and that recruitment with Peridot was still continuing for a governor with financial experience and following the resignation of the new governor appointed as the SEND lead, a governor with SEND experience.</p> <p>The Committee discussed the Chair and Vice Chair roles and how the Vice Chairs could support the Chair role. It was noted that there was a need for succession for these roles too. It was agreed that as Saul Humphrey was Chairing and leading the work of the Steering Group it was appropriate to recommend that he be appointed as a Vice Chair.</p> <p>The Director of Governance advised that the Chair had expressed his concern with not being able to attend College events or represent the College in the community and it was proposed that Tina Ellis be appointed Vice Chair Community to help fulfil this function.</p> <p>The Committee noted that Kirk Lower had advised that he was interested in the Vice Chair role as well as the role of Chair of Quality and Standards. The Director of Governance advised that if there was more than one candidate and only one vacancy an election would be required. The Committee felt that in an Ofsted year it would be beneficial for Kirk Lower to focus on the Chair of Quality and Standards role as this was key and it was agreed that the Chair would discuss this with him.</p> <p>The Committee discussed succession planning for the Chair and if there were suitable candidates on the current Board or whether external recruitment would be required. It was agreed that this needed to be a focus for the year so that an appointment with handover was made ready for the academic year 2024/25. The Chair commented that he has enjoyed the role of Chair and was happy to continue to 31 7 2024 but there was a need to plan for his succession. This should include looking for a Chair that was nearer the College who was thereby able to better support the senior team. The CEO commented that this proximity would be particular crucial if there was a new Principal as they would require the Chairs support and guidance.</p> <p>The Director of Governance advised that the Associate Governors had been contacted regarding their terms of office as these were expiring. Jose Bamonde and Dave Cole were not seeking another term due to their other commitments and Liz Howard was happy to be</p>		

reappointed. The Committee discussed the associate roles and how they could best be used to assist with the College's governance with for example specific tasks allocated.

**The following actions were agreed:**

- **Terms of office to be followed up with those Associate Governors that had not responded. If they agree to an extension the Committee are happy to recommend reappointment as their respective skills supported the College's governance.**
- **Chair succession planning to be carried out during 2023/24 with the aim of appointment for 2024/25.**

**WS**

**GRS**

**The Committee resolved to recommend the following appointments to the Board for approval:**

- **Alan Debenham as an Associate Governor for a term of office to 31 7 2024.**
- **Tina Ellis as an Independent Governor for a term of office to 31 7 2024.**
- **Rob Evans as an Independent Governor and Senior Independent Director for a term of office to 31 7 2024.**
- **Saul Humphrey as an Independent Governor for a term of office to 31 7 2026.**
- **Giles Kerkham as an Independent Governor for a term of office to 31 7 2026.**
- **Mike Dowdall as an Independent Governor for a term of office to 31 7 2024.**
- **Kirk Lower as an Independent Governor for a term of office to 31 7 2024.**
- **Jude Owens as an Independent Governor for a term of office to 31 7 2025.**
- **Malcolm Goodwin as an Independent Governor for a term of office to 31 7 2024.**
- **Liz Howard as an Associate Governor for a term of office to 31 7 2024.**

**the following Corporation Chair, Vice Chairs and Committee Chairs:**

- **Corporation Chair David Blake for a term of office from 1/9/2023 to 31/07/2024**
- **Corporation Vice Chair Saul Humphrey for a term of office from 1/9/2023 to 31/07/2024**
- **Corporation Vice Chair Community Tina Ellis for a term of office from 1/9/2023 to 31/07/2024**
- **Quality & Standards Kirk Lower for a term of office from 1/9/2023 to 31/07/2024**
- **Estates Mike Dowdall for a term of office from 1/9/2023 to 31/07/2024**
- **Curriculum Development Peter Lavender for a term of office from 1/9/2023 to 31/07/2024**
- **Collaboration Steering Group Saul Humphrey for a term of office from 1/9/2023 to 31/07/2024**
- **Audit Giles Kerkham for a term of office from 1/9/2023 to 31/07/2025**

**And the Governance Remuneration and Search Committee to be reconstituted:**

- **Chaired by a Vice Chair with membership being:**
  - **Chair of People**
  - **Chair of Finance and Resources**
  - **Chair of Quality and Standards**
  - **Chair of Curriculum Development**

	<ul style="list-style-type: none"> <li>○ <b>Senior Independent Director</b></li> <li>○ <b>CEO and</b></li> <li>○ <b>Associate – Alan Debenham</b></li> </ul>	
<b>G/23/06/5.2</b>	<b>Standing Orders Review</b>	
	<p>The Director of Governance presented the standing order review and advised on the changes proposed. It was recommended that the Curriculum Development Committees name was changed to Curriculum Growth and Development to highlight its focus on growth and that an introductory paragraph had been added to the start of each committee’s terms of reference which included having due regard to the requirements of the guidance set out in HMT’s ‘Managing Public Money.’</p> <p>The CEO commented that the Curriculum Growth and Development Committee’s agendas and reports needed to be focused on driving learner numbers and market share and that each Committee should have due regard to the College’s Accountability Statement.</p> <p><b>The Committee resolved to</b></p> <ul style="list-style-type: none"> <li>• <b>recommend the revised standing orders to the Corporation for approval and</b></li> <li>• <b>refer the committee’s terms of reference to the relevant committee for review prior to them recommending a revised terms of reference to the Corporation for approval.</b></li> </ul>	
<b>G/23/06/6</b>	<b>External Board Review</b>	
	<p>The Director of Governance presented the report. At the February 2023 GRS meeting it had been agreed that a proposal from AOC be sourced which should include a choice of reviewers and to report Autumn 2023.</p> <p>The Committee discussed the review process and reviewers. It was agreed that it would be helpful if the review’s focus was on how committees add value including looking at delegation and committee connectivity.</p> <p><b>The following actions were agreed:</b></p> <ul style="list-style-type: none"> <li>• <b>Committees to be asked when reviewing their terms of reference to also consider delegation.</b></li> </ul> <p><b>The Committee resolved to</b></p> <ul style="list-style-type: none"> <li>• <b>appoint AOC to carry out the external board review at a cost of £5.700 + VAT and expenses</b></li> <li>• <b>to appoint Rob Lawson as the reviewer</b></li> </ul>	<b>WS</b>

<b>G/23/06/7</b>	<b>QD158 Senior Post Holder Remuneration Policy</b>	
<p>The Director of Governance presented the policy which had been drafted following the various Senior Post Holder remuneration discussions.</p> <p>The Committee agreed a small edit and commented that it was useful policy that should be implemented and used as a basis for this year's appraisals and remuneration discussions.</p> <p><b>The Committee resolved to recommend</b></p> <ul style="list-style-type: none"> <li><b>the Senior Post Holder Remuneration and Appraisal Policy to Corporation for approval.</b></li> </ul>		
<b>G/23/06/8</b>	<b>To review the risk register</b>	
<p>1. Has the risk register been reviewed</p> <p>Yes, May 2023.</p> <p>2. Is the Committee content that the risks are relevant and are being updated</p> <p>Yes – The Director of Governance updated on the changes made, none of which had changed the scoring.</p> <p>It was agreed that it be updated regarding governor and governor roles succession planning.</p> <p>3. Is the Committee content that the risks are being mitigated</p> <p>Yes, the mitigation was noted and had been updated. The risk appetite for the risk of a senior team which do not benefit from effective wellbeing support was queried and it was agreed this should be reviewed.</p> <p>4. Where a red risk is the Committee assured that appropriate action is being taken</p> <p>There were no red risks.</p> <p>5. Where does the Committee have significant concerns.</p> <p>No significant concerns were noted.</p>		
<b>G/23/06/12</b>	<b>Agenda Planning</b>	
The Governance schedule for 2023/24 to be circulated and agreed by email.		
<b>G/23/02/16</b>	<b>Review of Meeting</b>	
<p>Confidential Items – Part 2 of the agenda and separately minuted.</p> <p>Risk Management: any issues discussed which may require an additional Assessment – Succession Planning for the Board, key Board roles and Senior Team.</p> <p>Health &amp; Safety: any issues discussed which may require an additional Assessment - None</p>		

Equality & Diversity: any issues discussed which may require an additional Impact Assessment - None

Sustainability: any issues discussed which may require an additional Impact Assessment - None

Media: any issues discussed to inform local media – a media statement on remuneration.

How did the meeting go – A good detailed discussion that covered a lot of ground.