

MINUTES

Further Education Corporation Meeting of the Governance and Remuneration Committee Monday 27 March 2023

Date and timings	17:30 to 18:15
Location	Principal's Office, South Essex College, Southend Campus, Luker Road
Present	Roderic Gray (RG) Chair Elizabeth Sipiery (ES) Denise Brown (DB) CEO and Principal Gerry Bender (GB) Sarah Stone Governors by invitation: Rick Olver (RO); Roland Anderson (RA)
Clerk to the Corporation	Lana Jackman
Apologies	Louise Parr-Morley (LPM) 0 x vacancies

Quorum (3)

Item	Action lead
0. Agenda	
1. Preliminary items The Chair welcomed everyone to the meeting.	
1.1 Apologies for Absence Apologies were received and accepted from Louise Parr-Morley (LPM). Sarah Stone was absent from the meeting.	
1.2 Declaration of Interest Elizabeth Sipiery (ES) notified the Chair that she was no longer on the Board of Swan Housing due to its merger. There were no other new declarations of interest other than those already standing <i>(in accordance with the requirements of section 177 of the Companies Act 2006).</i>	

1.4 Urgent items of other business

There were no urgent items of other business notified to the Chair in advance of the meeting.

1.5 Quorum

The meeting was quorate.

2. Expiration of Terms of Office

Recruitment of New Governors

It was agreed that the recruitment process for governors should begin as soon as possible. The Clerk notified the Committee that the Nominations for Referral Form had been completed and submitted to the FE Governor Recruitment at the Department for Education (DfE). FE Provider Oversight of the DfE for FE Quality, Improvement and Support had confirmed that South Essex College had been added to the list for the next round of referral for April. The outcome on whether the College has successfully qualified for the bursary to instruct Peridot to begin a recruitment for new governors will be circulated by the end of April. It was agreed that with the expiration of the Terms of Office for RG ending on 15 July 2023 and the formal resignation of ES recruitment of new governors was a priority. It was agreed that the College should also run its own advertisement pending the DfE bursary decision. The Clerk was tasked with locating the previous campaign documents that was used to recruit governors to be used as a template by Peridot.

It was mentioned that new governors should have a Finance, Audit and Risk background. It was agreed that one new governor should have experience in governance, that is to say Board Membership in a relevant sector. It was felt that experience of the process and demands of governance of a complex organisation was crucial.

It was noted that Louise Parr-Morley had agreed to continue as Interim Chair of the Audit and Risk Committee until September.

It was noted that Inspiring Governance had lost its funding and therefore could not be used as part of a recruitment strategy.

It was suggested that the College should also advertise governor recruitment on its website possibly through a microsite portal.

It was **AGREED** that a timeline for recruitment be drafted.

2.1 RESOLVED that the process to recruit new governors similar to the previous campaign through Peridot be initiated.

2.2 ACTION that the Clerk locate the previous campaign documents that was used to recruit governors through Peridot so that the process can be initiated this time around.

2.3 ACTION that the possibility of advertising governor recruitment on the College website and through a microsite portal be investigated.

2.4 ACTION that the Clerk update the Committee on the outcome from the DfE relating to the bursary decision.

2.5 ACTION that the previous campaign documents that was used to recruit governors to be used as a template by Peridot.

2.6 ACTION that the Clerk draft a timeline for the Recruitment process.

3. Extension of Terms of Office for Chair to the Corporation

The formal resignation of the Chair to the Corporation, Elizabeth Sipiery (ES), was received and accepted.

The Committee agreed that an extension to ES Terms of Office should be recommended to the Board to be no longer than 12 December 2023 or the appointment of a new Chair whichever was the sooner.

It was **AGREED** that the GRC recommend to the Board to extend Terms of Office for ES until the College appoints a new Chair.

3.1 RESOLVED that extension to ES Terms of Office be recommended to the Board.

It was recognised that the process to appoint a Vice-Chair to serve as Chair to the Corporation as an interim for a time before the new Chair was appointed was discussed as an option. ES mentioned that though she could continue after December she had already planned to be in Switzerland in January.

3.2 Remunerated Chair Role

The Committee was reminded that the position shall be a Remunerated role.

It was mentioned by ES that candidates should be sought with significant Board experience from a large organisation or Public Sector of the same size as the College.

It was further mentioned by ES that the Selection Panel shall consist of RG, SS and ES and to also conduct the interview.

3.3 RESOLVED that with the formal resignation of the Chair to the Corporation the process to recruit a new Chair be initiated as a priority.

3.4 ACTION DB to contact Peridot to begin the search for a new Chair.

4. PowerPoint Summary of Committee Matters

It was mentioned by ES that the Committee Chairs present reports from each Committee to the Board prepared by the Clerk. It was further mentioned that a PowerPoint summary as originally suggested in the meeting held on 24 February 2023 between ES, DB and LJ would not be needed.

5. 2023-2024 Meeting Day be changed from Monday to Tuesday

Estates had requested that Corporation Meeting days be changed from Mondays due to the Colleges reduced hours for and early closing.

It was **PROPOSED** that the change to Meeting days, requested by Estates, be approved.

The proposal was **ACCEPTED**.

5.1 It was **AGREED** that timing for all meetings next academic year to start at 18:00 to allow for working governors.

ALL AGREED

It was discussed that the COO be considered as a Senior Postholder Role with a shorten probationary period. It was mentioned that the process of interviews were underway. It was further mentioned that ES and LF shall represent the Board at interviews.

It was decided that this would be discussed at the next GRC Meeting.

5.2 ACTION that the COO is a Senior Postholder role be discussed at the next GRC meeting.

6. Chairs Forum

It was decided that a Chairs Forum would not be needed. Instead all governors would be invited to contribute to the calendar of business for the academic year 2023-2024.

6.1 RESOLVED that governors would discuss the agenda items and other matters to be included in the Schedule of Business drafted by the Clerk for the academic year 2023-2024.

6.2 It was **AGREED** that this discussion would take place at the Board Development Day to be held on 12 June 2023 in which the

draft Schedule of Business and Calendar of Dates for the academic year 2023-2024 would be finalised.

REMUNERATION

The Clerk left the meeting at 17.50

7. Director of Governance Role

It was agreed to extend the Director of Governance role to July 2023.

8. CEO Pension Arrangements

The Paper was tabled for this meeting.

This item was deferred to give GRC Members time to read the Paper.

It was AGREED that a Special Meeting would be arranged as soon as possible to discuss the CEO Remuneration and Pension Arrangements.

9. Any other business

It was **AGREED** that the GRC Meeting date of 15 May 2023 to be rescheduled.

It was **AGREED** that the PRC Budgeting Meeting of 22 May 2023 to be rescheduled.

The GRC discussed and decided to recommend to the Board to contract Simon Perryman to conduct South Essex College External Review.

Dates of future meetings

~~15 May 2023 4pm Southend~~

03 July 2023 4 pm Southend

There being no further business the meeting ended at 18:15

Signed.....Dated.....

Actions completed will be removed from the table

Actions from the meeting held on the 27 March 2023

Item	No	Action	Initial	Status
2	2.1	the process to recruit new governors similar to the previous campaign through Peridot be initiated.	DB	
2	2.2	the Clerk to locate the previous campaign documents that was used to recruit governors through Peridot so that process can be initiated this time around.	LJ	completed
2	2.3	the possibility of advertising governor recruitment on the College website and through a microsite portal be investigated.	DB	
2	2.4	the Clerk update the Committee on the outcome from the DfE relating to the bursary decision.	LJ	
2	2.5	the previous campaign documents that was used to recruit governors to be used as a template by Peridot.	LJ	
2	2.6	the Clerk to draft a timeline for the Recruitment process.	LJ	
3	3.3 3.4	with the formal resignation of the Chair to the Corporation, the process to recruit a new Chair be initiated as a priority. DB to contact Peridot to begin the search for a new Chair.	DB	
5		Meeting days be changed from Mondays to Tuesdays	LJ	completed
5	5.1	timing for all meetings next academic year to start at 18:00 to allow for working governors.	LJ	
5	5.2	the COO is a Senior Postholder role be discussed at the next GRC meeting.	Agenda item	May 2023

6	6.1 6.2	that governors would discuss the agenda items and other matters to be included in the Schedule of Business drafted by the Clerk for the academic year 2023-2024 at the Board Development Day to be held on 12 June 2023	BDD Agenda Item	June 2023
9		GRC Meeting date of 15 May 2023 to be rescheduled. PRC Budgeting Meeting of 22 May 2023 to be rescheduled.	LE/LL	ASAP

ⁱ The code of conduct for Governors requires governors to be honest and open with regard to conflicts of interest (either real or perceived). Governors must not use their position for personal gain in business, political or social relationships. Therefore, a governor who has, or may be perceived to have, such a personal interest in a particular matter under consideration should declare that interest, withdraw from all discussions relating to it and take no part in any vote on such matter.