

## MINUTES

### Further Education Corporation Meeting of the Governance and Remuneration Committee Monday 3 April 2023

<b>Date and timings</b>	<b>18:00 to 19:18</b>	
<b>Location</b>	via Microsoft Teams	
<b>Present</b>	Roderic Gray (RG) <b>Chair</b> Elizabeth Sipiery (ES) Denise Brown (DB) CEO and Principal Gerry Bender (GB) Louise Parr-Morley (LPM) Sarah Stone (SS)	
	<b>Governors by invitation:</b> Rick Olver (RO); Roland Anderson (RA)	
<b>Clerk to the Corporation</b>	Lana Jackman	
<b>Apologies</b>	0 x vacancies	
<b>Quorum (3)</b>		
<b>Item</b>		<b>Action lead</b>
<b>0.</b>	Agenda	
<b>1.</b>	<b>Preliminary items</b> The Chair welcomed everyone to the meeting.	
<b>1.1</b>	<b>Apologies for Absence</b> There were no apologies for absence.	
<b>1.2</b>	<b>Declaration of Interest</b> 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> .	
<b>1.4</b>	<b>Urgent items of other business</b> 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. Minutes and Matters arising of the Special Meeting held on 27 March 2023.**

The Minutes of the Special Meeting held on 27 March 2023 were **APPROVED** subject to a minor adjustment as follows:

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

It was agreed that this adjustment should be inserted under Any other Business.

It was noted that the COO will be Tier 2 Senior Postholder role the same as Anthony McGarel's role.

It was further noted and agreed that the GRC will **recommend** to approve to the Corporation Board that once the probationary period was over and successful, the post would be signed off as a Senior Postholder role. This decision, it was agreed, would not affect the recruitment process.

All Agreed

It was mentioned that in relation to Item 4. PowerPoint Summary of Committee Matters the point made was that presentation of Committee summaries should not be too prescriptive not that PowerPoint summaries were not needed.

It was confirmed that the Confidential Minutes of the meeting held on 6 February 2023 will be circulated by Jo Hindhaugh.

It was confirmed that the decision relating to whether the College was successful in being granted a bursary by the DfE to help with recruitment of a governor will be circulated at the end of April to the Chair and Director of Governance.

**3. Overseas Travel**

The request for Overseas Travel for the CEO was circulated prior to the meeting and taken as read.

The Committee discussed the Conference visit to New Mexico to be held in October 2023. It was mentioned that it was a great opportunity to meet people internationally, hear how people tackle issues differently, as part of the CEO's personal development and networking. It was mentioned that the overseas travel opportunity should be a topic of conversation for the Board Development Day.

It was decided that the GRC was fully supportive of the idea that DB travelled to New Mexico but felt that it was not under the

Committee's remit to approve recommendation to the Corporation Board but should instead be brought before PRC.

It was commented that this was not a governance matter or indeed part of Governance policy and practice. That the committee should consider the trip, but that it was the wrong committee to approve recommendation to the Corporation Board.

As Principal and Chief Executive DB mentioned that regarding overseas travel due process should be followed, and consideration of the Headline Test relating to how it would look in an article placed in FE Weekly if the CEO should go overseas without Board approval could be misconstrued as a benefit in kind. It was further mentioned that as there were no policy and procedure it showed a gap in SEC's suite of governance policies for overseas travel or an independent lens, to protect individuals travelling. It was mentioned that the Financial Regulations were good for controlling the budget but in terms of the governance process of approval an item such as overseas travel should be brought to the Governance Committee, which advances the strategy of the organisation.

It was mentioned that the process within the Schedule of Delegation should be followed.

It was confirmed that there were no policies in place for domestic or overseas travel for Senior Postholders solely the Financial Regulations.

Following a robust discussion it was mentioned that the GRC would be happy if there was a Travel and Expenses Policy, International and Domestic for the whole College with a section for Senior Postholder travel.

It was agreed that the Travel and Expenses Policy was a work in progress to be linked to the Financial Regulations in terms of what was permitted in terms of expenditure, security and insurance and be brought back to the GRC.

**3.1 RESOLVED** that LJ would draft the Travel and Expenses Policy with the GRC's contribution and seek assistance from the finance team or anyone of LJ's choosing. The GRC will subsequently make amendments and refine it. It was agreed that the document should be succinct.

**3.2 UNRESOLVED** whether GRC or PRC should agree to recommend SPH overseas travel to the Corporation Board.

It was confirmed that whilst DB was away Adam Fahey would deputise.

**4. Chair Remuneration**

It was discussed that the Charity Commission Order stated that the Chair Remuneration level of payment should be £15,000 pa.

**4.1 RESOLVED** that a Written Resolution be circulated to the Board that the GRC recommends authorisation of £15,000 pa for the Chair Remuneration tied to a level of expectation in relation to the role.

It was **AGREED** that the remuneration for the Chair to be paid via the employee payroll.

**5. Chair Recruitment - update and confirmation of Recruitment Panel**

The Committee was updated on the process for Chair recruitment via Peridot and Partners.

**5.1 RESOLVED** Jo Hindhaugh to send a Teams invite to the Selection Committee to meet with Sarah Atkins-Boal at Peridot to discuss the process, timeline and role description.

It was **AGREED** that the Board to be updated that a Selection Committee for recruiting the new Chair had been formed and consisted of Sarah Stone, Roderic Gray, Elizabeth Sipiere and Louise Parr-Morley with Denise Brown in attendance, and Lana Jackman, Interim Director of Governance.

It was **AGREED** that Sarah Stone be Chair of the Selection Committee.

It was discussed and **AGREED** by the Committee that though it was not normal practice for the outgoing Chair to be on the Selection Committee that ES had a deep understanding of the role and vast experience, and the only caveat was that as long as she was not biased then it seemed sensible for ES to be on the Panel.

It was **proposed** that Sue Leonard join the GRC. GB seconded the proposal. The Committee **AGREED** that Sue Leonard join the GRC on a temporary basis.

Following discussion it was **AGREED** that the date for the next GRC meeting to be held on 15 May 2023 remain except for the time to be changed to 17:00.

**REMUNERATION**

*The CEO left the meeting at 19:03*

**6. Pension Paper**

**Motion of Confidentiality**

**[THAT, because of its nature, the business to be conducted be treated as confidential and not for publication]**

### Any other business

There was no other business.

### Dates of future meetings

15 May 2023 5pm Southend

03 July 2023 4 pm Southend

***There being no further business the meeting ended at 19:18***

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

### Actions completed will be removed from the table

Item	No	Action	Initial	Status
3	3.1	LJ would draft the Travel and Expenses Policy with the GRC's contribution and seek assistance from the finance team or anyone of LJ's choosing. The GRC will subsequently make amendments and refine it. It was agreed that the document should be succinct.	LJ	
4	4.1	Written Resolution be circulated to the Board that the GRC recommends authorisation of £15,000 pa for the Chair Remuneration tied to a level of expectation in relation to the role.	LJ	
5	5.1	Jo Hindhaugh to send a Teams invite to the Selection Committee to meet with Sarah Atkins-Boal at Peridot to discuss the process, timeline and role description.	JH/DB	<b>completed</b>
6	6.1	GRC recommend to the board to <b>APPROVE</b> that DB be allowed to return to paying into the pension scheme.	GRC Board agenda item	
6	6.2	GRC recommend to the Board to <b>APPROVE</b> the salary uplift for DB from	GRC	

		January 2023 which was 12 months after DB joined the College.	Board agenda item	
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<sup>i</sup> 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.