

**CHELMSFORD COLLEGE
SEARCH & GOVERNANCE COMMITTEE
18 March 2016**

Minutes of a Meeting of the Search & Governance Committee held at the Moulsham Street, Chelmsford Campus on Friday 18 March 2016 at 12.30 pm.

PRESENT: Elaine Oddie (Chair)
Graham Evans
Andy Sparks (Principal)
Michael Lager

IN ATTENDANCE: Rob Millea (Clerk to the Corporation)
Jo Seward (Minuting Secretary)

The Clerk advised that an Interview with Amanda Montague, a prospective candidate for Membership of the Board, had to be cancelled due to family reasons by Amanda. It will be rescheduled after she leaves the Skills Funding Agency at the end of March. The suggested date is Wednesday 27 April 2016 at 3.30 pm.

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from Jonathan Swan.

2. ELECTION OF CHAIR

Elaine Oddie was elected Chair of the Committee nem con.

3. DECLARATION OF INTERESTS AND CONFIDENTIAL ITEMS

There were no declarations made and no confidential items notified.

4. URGENT BUSINESS

There were no items of Urgent Business.

5. MEETING HELD ON 11 DECEMBER 2015

The Committee last met on Friday 11 December 2015 and recommended to the Board the appointments of Steve Houghton as a governor of the College for a four year term and Doug Zeeman for a one year term, both terms to commence from 11 December 2015. No formal Minutes were taken.

It was **NOTED** that the Board approved these appointments at its Meeting on 11 December 2015.

6. BOARD AND COMMITTEE MEMBERSHIP

The Clerk introduced this item.

6.1 Board Membership/Recruitment

The Committee **NOTED** the recent resignations of Angelika Baxter (24 February) and Marie Kemp – support staff governor (3 March) from the Board and that Heather Clarke (academic staff governor) is not proposing to seek re-election when her term expires in the summer.

In addition, Graham Evans notified the Committee that he proposes to retire as a Board Member at the July Board Meeting.

As a consequence, there will be three vacancies on the Board for independent/external Members and two vacancies for staff Members (see **6.4** below).

The Clerk explained steps being taken to fill these vacancies, including the possibility of Amanda Montague joining the Board. After some discussion, the Committee did not feel, in the current climate of upcoming Area Review for Essex and possible changes that might result, that time should be spent in an active governor recruiting campaign.

If Amanda can join the Board, that will leave two independent Member vacancies – the Clerk was, however, authorised to follow up some enquiries he has made and Sarah Hamilton (Director, Business Development) was asked to continue her efforts to be on the 'lookout' for a new Governor, preferably with Construction industry experience.

If any suitable candidates are found, care would be needed to explain the possible outcomes of Area Review so that they are not misled as to the governor role.

ACTION: CLERK

6.2 Committee Memberships

The Clerk advised the current Membership of Committees and the current vacancies (Quality & Learners 1, Audit 3, PFGP 4, Remuneration 2 – but see **7** below regarding the combining of Remuneration with Search & Governance) and sought instructions from the Committee to fill these

vacancies. He pointed out the number of vacancies on Audit and PFGP is a threat to quoracy in each case.

He pointed out that the above vacancies do not take into account Graham's forthcoming retirement from the Board, which will reduce PFGP Committee Membership to the quoracy number of three only – this will need to be filled. The Membership of Search & Governance would also be reduced by one, but this will be filled by Sarah Noble, following her appointment as Chair of Quality & Learners (see below).

It was therefore **AGREED** that, at interview, Amanda Montague be strongly encouraged to join PFGP (assuming of course she is appointed to the Board).

In response to a question from the Committee, the Clerk confirmed that there is no reason why a Staff Governor should not be a Member of the PFGP Committee.

The Committee **NOTED** that, following the resignation of Angelika Baxter, Sarah Noble had agreed to Chair the Quality & Learners Committee.

The Committee **RECOMMENDED** to the Board that the following governors be appointed as Committee Chairs for four year terms commencing 1 August 2016:

- | | |
|----------------------------------------|----------------|
| • Personnel Finance & General Purposes | Michael Lager |
| • Search, Governance & Remuneration | Elaine Oddie * |
| • Quality & Learners | Sarah Noble |
| • Audit | Jonathan Swan |

*See also item **7** below

It was further **RECOMMENDED** that Chairs of Committees should normally only serve for one four year term as Chair of that Committee. The above proposal would therefore cover being Chair for the period from 1 August 2016 until 31 July 2020.

This proposal will be put to the July Board Meeting.

ACTION: CLERK

6.3 Governor Retirements

The Clerk advised that Jonathan Swan comes to the end of his term of office in December 2016. If he wishes to be re-appointed (he is eligible), a resolution to that effect would be put to the December Board Meeting.

The Clerk recommended that a statement be sought from him as to whether he wishes to stand again and the reasons supporting his request. The Search & Governance Committee should meet to consider his re-appointment and make a recommendation to the Board. A Meeting is proposed for this purpose before PFGP in November.

The Chair observed that Jonathan's work commitments sometimes prevent his attendance at Meetings of the Board and Committees and this aspect is to be clarified as part of the re-appointment process.

The Committee **ENDORSED** this approach.

6.4 Staff Governor Elections

The Clerk will arrange for elections to be held in the summer in order to replace Marie Kemp, who has resigned, and Heather Clarke, who is not intending to stand for re-election.

ACTION: CLERK

6.5 Skills Matrix

The Clerk tabled a draft Matrix, which he had populated from his own (limited) knowledge.

The Committee believed detailed individual skills audit documents had been prepared by the previous Clerk and reference should be made to these documents.

(Post Meeting Note: These documents have been located but are not complete due to new Governors having been appointed and other new Governors likely. The Clerk will complete this exercise to cover all new Governors in due course and these individual documents will be the audit trail for the summary 'at a glance' matrix.)

The Clerk will circulate the summary skills matrix to the whole Board to ensure accuracy and **TABLE** the completed document at the July Board Meeting.

ACTION: CLERK

6.6 Governor Profiles

These have been updated for the new appointments and added to the website.

7. REVIEW OF COLLEGE GOVERNANCE DOCUMENTS

The Clerk presented a paper on the Review he has undertaken on joining the College of the College's Governance Documents, some of which needed updating and revision, in particular the Terms of Reference for Committees, which were incomplete and out of date.

He explained the main changes. In particular, he advised that Terms of Reference are not only a statement of the responsibilities of each Committee but drive the Annual Schedule of Business for each Committee and the resultant Meeting Agendas.

The Committee confirmed that, in principle, it will not normally appoint governors for more than two four year terms (in line with the English Colleges Code of Good Governance) but, where there is a clear benefit to the College, as assessed by this Committee, longer service is not prohibited.

Michael Lager indicated he had some drafting amendments which he would pass to the Clerk.

The Committee asked that a short Executive Summary be inserted in the Code of Conduct. One governor thought this protocol was too long but the Clerk explained that the Code of Conduct was the Eversheds model which the College has used since 1995 and the only substantive addition is the Complaints Procedure.

The Committee **DISCUSSED** the revised documents and **RECOMMENDED** that the Governance Documents be approved by the Board at their next Meeting in July 2016, after any drafting corrections are made, along with the following two proposals:

- That the Search & Governance Committee be combined with the Remuneration Committee
- That the Membership of the combined SG&R Committee will be the Chair of the Corporation, the Principal (except that he will be excluded when his own salary, appraisal and terms and conditions are discussed) and the Chairs of the other Committees of the Board – a total of five Members

ACTION: CLERK

8. CLERKING ARRANGEMENTS

The Clerk left the room during discussion of this item.

The Committee **AGREED** the Clerk's current contract, which expires on 31 July 2016, should be extended until 31 July 2017, to cover the Area Review process. The Clerk **AGREED** with this request and thanked the Committee for the confidence shown in him.

A contract extension will be drawn up for signature by the Chair of the Corporation and the Clerk.

ACTION: ELAINE ODDIE

9. CORPORATION MATTERS

The Clerk presented a paper comprising some relevant Governance Matters for discussion and comment.

Draft Meeting Schedule 2016/17

This was agreed in principle, subject to agreeing the timings of the Meetings of the Audit Committee being discussed and agreed with the Chair of that Committee.

Governance and Clerking Frameworks Survey

This was **NOTED**.

Personal Liability of Governors

This document was **NOTED** and will be circulated to all governors.

ACTION: CLERK

Glossary of Terms in FE

This was **NOTED** and will be circulated to all governors.

ACTION: CLERK

Training Arrangements

The Committee **NOTED** the arrangements made for seminars on Governance Revisited (27 April) to be delivered by the Clerk and on Asking Challenging Questions (21 October) to be delivered, during the Board Development Day, by Kevin Finnegan, and AoC National Subject Specialist.

10. ANY OTHER BUSINESS

There were no items of Any Other Business.

11. DATE OF NEXT MEETING

Friday 8 July 2016 at 1.00 pm (to be confirmed)

There being no further business, the Meeting terminated at 2.10 pm

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