

**CHELMSFORD COLLEGE
SEARCH, GOVERNANCE & REMUNERATION COMMITTEE
21 November 2017**

Draft Minutes

Minutes of a Meeting of the Search, Governance & Remuneration Committee held at the Princes Road Campus (Room 123), Chelmsford on Tuesday 21 November 2017 at 3.30 pm.

PRESENT: Elaine Oddie (Chair)
Andy Sparks (Principal)
Sarah Noble
Susan Hughes
Michael Lager

IN ATTENDANCE: Rob Millea (Clerk to the Corporation)

1. APOLOGIES FOR ABSENCE

There were no apologies for absence.

The quorum for the Committee is three and the Clerk confirmed that this is satisfied for the Remuneration items on the Agenda, where the Principal cannot participate as a Member of the Committee.

2. DECLARATION OF INTERESTS AND CONFIDENTIAL ITEMS

There were no declarations made, save that the Clerk declared his interest as Clerk of South Essex College and Company Secretary of Essex Shared Services Limited.

No confidential items were notified save that Remuneration matters on the Agenda are classed as confidential and a separate minute is prepared for these items, which is attached to these minutes.

**3. TO APPROVE THE MINUTES OF THE MEETING OF THE SEARCH,
GOVERNANCE & REMUNERATION COMMITTEE HELD ON 22
NOVEMBER 2016**

The Minutes of the above Meeting were **APPROVED** and **SIGNED** by the Chair.

4. MATTERS ARISING

The Clerk introduced this item.

He **REPORTED** that the Board had approved the following matters, which includes recommendations from this Committee, at its Meetings since this Committee last met:

- Re-appointment of Doug Zeeman to the Board for three years from 11 December 2016 (9 December 2016)
- Appointment of Susan Hughes to chair the Audit Committee from 1 January 2017 (9 December 2016)
- Appointment of Steve Houghton to the Audit Committee from 1 January 2017 (9 December 2016)
- College Governance Protocols (7 July 2017)
- Disbanding of PFGP Committee (7 July 2017)
- Leave of absence for Steve Houghton to 31 March 2018 (20 October 2017)
- Replacement for Mike Tadman to be a Senior Postholder (29 September 2017)
- Appointments of Seena Shah (four Years) and Jack Pendleton (Student Governor) (2017/18 academic year) from 20 October 2017 (20 October 2017)
- Appointments of Elaine Oddie and Michael Lager as designated Finance Governors from 1 August 2017 (7 July 2017)
- Appointments of Elaine Oddie to the Quality & Learners Committee and Amanda Montague to the Audit Committee from 1 August 2017 (7 July 2017)

The Committee **NOTED** the following additional matters:

- The Clerk has provided induction for both of the new appointees to the Board
- The Clerk's contract has been renewed through Essex Shared Services Limited for the year ended 31 July 2018. He continues to act in the same capacity for South Essex College.

5. SEARCH & GOVERNANCE MATTERS

5.1 Governor Retirements – 31 March 2018

Michael Lager has given notice that he will retire from the Board on 31 March 2018, at the conclusion of his current term of office.

Sarah Noble and Susan Hughes both complete their current terms of office on 31 March 2018 but are eligible for re-appointment. Both have indicated that they would like to be considered for re-appointment.

The Committee requested that Susan Hughes and Sarah Noble provide a short statement (2/3 paragraphs) outlining why they wish to be

considered for re-appointment to the Board for a further term of four years. Their proposed re-appointments will be considered by this Committee before going to the Board as recommendations on 23 March 2018.

The Committee noted, given Michael Lager's proposed retirement, that there will be a need to appointment a replacement for him as a designated finance governor to serve alongside the Chair. In addition, the Board would need to consider whether to appoint another Vice Chair to serve alongside Sarah Noble but noted that it is not necessary to appoint two Vice Chairs.

ACTION: CLERK

5.2 Recruitment of New Governors

With the retirement of Michael Lager, the Membership of the Board will be 12 against the determined Membership of 15, meaning that there are three vacancies, all for independent governors.

There has been some activity in recruiting new Governors.

A potential new governor (a Chartered Certified Accountant) is meeting with a panel from this Committee on 7 December 2017 and has been invited to attend the Board Meeting later that day as an Observer.

All being well, it is proposed that he be appointed to the Board at the Governors' Development Day on 2 February 2018. It may be possible that he could be appointed a designated Finance Governor.

ACTION: CLERK

The Clerk advised that he has spoken to another potential candidate recently who had been referred through SGOSS. He is enthusiastic about joining the Board and has a background in Quality Assurance especially with regard to systems, health & safety, project management and the like. His CV was circulated to the Committee for review.

The Committee wished to meet him to explore the possibility of him joining the Board and the Clerk was instructed to arrange such a Meeting for early in the New Year. Again, if all goes well, he could be appointed to the Board at the Governors' Development Day on 2 February 2018.

It was felt advisable to ask him to join the Audit Committee.

ACTION: CLERK

The Committee noted that there are currently three vacancies on the Audit Committee. Given that Steve Houghton is on leave of absence from the Board, the effective current Membership is only 4, with a quorum of 3. This is mitigated by the fact that, after today, the Audit Committee does not next meet until June 2018 and a new governor appointee may join this Committee.

Meanwhile, the Clerk was asked to see if Barbara Vohmann retained an interest in joining the Audit Committee as well as or instead of her sitting on the Quality & Learners Committee.

ACTION:CLERK

The other two Committees are fully populated.

As the Membership of the Quality & Learners Committee is now nine, which exceeds the determined Membership of 8, the Committee **RECOMMENDED** to the Board that the determined Membership be increase from 8 to 9, at its next Meeting on 7 December 2017.

ACTION: CLERK

The Committee acknowledged that, taking account of the potential two new appointees and the retirement of Michael Lager, the Board would then have one vacancy. The Committee felt it desirable to embed the two potential new governors before looking to further recruit to the Board.

The Board was conscious of Steve Houghton's position.

The following possible future recruitment sources to explore were mentioned:

- Chamber of Commerce (Chair's contact)
- Employer contacts of the College (Director of Business Development)
- Governor exchange with Writtle University College as part of increased collaboration (Principal to pursue)

6. CURRENT LIST OF GOVERNORS

The Clerk provided the Committee with a current list of Governors and Committee Memberships (as at 1 November 2017).

7. SKILLS MATRIX

The Clerk provided the Committee with a current skills matrix with the two new governors (Seena Shah and Jack Pendleton) added.

In respect of the Skills Matrix, a discussion ensued as to how to revise and develop this further. The Committee acknowledged it was an indicator of skills/expertise/area of interest but not a statement of expert knowledge of Board Members. The Clerk was asked to prepare a short paper for the Governors' Development Day on 2 February 2018 for discussion on the Matrix, audit its content with Members, the principles behind the structure of the Matrix and its usage.

ACTION: CLERK

8. REMUNERATION MATTERS

This was deemed to be a Confidential Item under the Instrument & Articles and a separate minute has been prepared which is attached to these minutes.

9. ANY OTHER BUSINESS

The Clerk tabled the Terms of Reference of the Committee with some suggested minor amendments for consideration. The Committee **RECOMMENDED** that the Terms of Reference be approved by the Board at its Meeting on 7 December 2017.

10. DATE OF NEXT MEETING

Friday 23 March 2018 at 12.30pm (to be confirmed)

There being no further business, the Meeting terminated at 5.25 pm.

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