

**CHELMSFORD COLLEGE  
SEARCH, GOVERNANCE & REMUNERATION COMMITTEE  
22 November 2016**

---

Minutes of a Meeting of the Search, Governance & Remuneration Committee held at the Moulsham Street, Chelmsford Campus on Tuesday 22 November 2016 at 6.00 pm.

**PRESENT:** Elaine Oddie (Chair)  
Andy Sparks (Principal)  
Sarah Noble  
Jonathan Swan

**IN ATTENDANCE:** Rob Millea (Clerk to the Corporation)

**1. APOLOGIES FOR ABSENCE**

Apologies for absence were received from Michael Lager.

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 no confidential items were notified.

**3. TO APPROVE THE MINUTES OF THE MEETING OF THE  
REMUNERATION COMMITTEE HELD ON 24 NOVEMBER 2015  
AND THE SEARCH & GOVERNANCE COMMITTEE HELD ON 18  
MARCH 2016**

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

**4. MATTERS ARISING**

The Clerk introduced this item.

He **REPORTED** that the Board had approved the following recommendations of this Committee at its Meeting on 8 July 2016:

- The amalgamation of the Search & Governance Committee with the Remuneration Committee with the revised Committee having a Membership of 5, comprising the Chair of the Corporation, the Principal and the three other Committee Chairs. The Committee noted that the Principal would be excluded from the Meetings when his own salary, appraisal and terms and conditions of employment are discussed
- Revised College Governance Documents
- Chairs of Committees for the period from 1 August 2016 to 31 July 2020
- Appointment of Bob Edes as a co-opted Member of the Audit Committee for a one year term from 1 August 2016
- Appointment of new staff governors (Janet Maynard and Stuart Hodges) for four year terms from 1 August 2016 until 31 July 2020
- Appointment of Amanda Montague as a Governor from 1 May 2016 until 30 April 2020 (by email resolution)

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

- Amanda Montague has joined the Personnel Finance & General Purposes Committee
- Appointment of Will Dean as a Student Governor by the Board on 30 September 2016 for the remainder of this academic year and he has joined the Quality & Learners Committee
- Nathan Warren will attend Board and Quality & Learners Committee as a Student Observer for the remainder of this academic year to provide cover for Will as the Student Voice
- The Clerk has provided induction for all new appointees to the Board
- The Clerk's contract has been renewed through Essex Shared Services Limited for the year ended 31 July 2017. He continues to act in the same capacity for South Essex College

## **5. Search & Governance Matters**

### **5.1 Retirement of Jonathan Swan**

Jonathan has given notice that he will retire from the Board on 31 December 2016, at the conclusion of his current term of office. This creates a vacancy on the Audit Committee and also for Chair of that Committee.

The Committee **RECOMMENDS** that Susan Hughes be appointed as Chair of the Audit Committee with effect from 1 January 2017. The Audit

Committee are supportive of this proposal. The Board will be asked to ratify this recommendation at its Meeting on 9 December 2016.

## **5.2 Re-appointment of Doug Zeeman**

The Board appointed Doug Zeeman to the Board on 11 December 2015 for a one year term. He has indicated his wish to be re-appointed to the Board and it is proposed that he be re-appointed for a further term of three years ending with the Board Meeting in December 2019.

The Committee discussed this proposal and considered his contribution to date to the Board and the College in arriving at its recommendation.

The Committee **RECOMMENDED** the Board re-appoint Doug Zeeman as a Governor at its Meeting on 9 December 2016.

## **5.3 Recruitment of New Governors**

With the retirement of Jonathan Swan, the Membership of the Board is 12 against the determined Membership of 15, meaning that there are three vacancies, all for independent governors.

The Board has put recruitment of new Governors on hold, given Area Reviews. The Committee confirmed this approach.

The Clerk advised as to the Membership of Committees as from 1 January 2017, following Jonathan Swan's retirement, by tabling a paper in this regard.

The Committee noted the current vacancies (Quality & Learners 1, Audit 4, PFGP 4) sought instructions from the Committee as to how to fill these vacancies. He pointed out the number of vacancies on Audit and PFGP is a threat to quoracy in each case (see Minute **5.4** below).

The Committee did observe that the determined Membership of Audit and PFGP is an historic figure (8 in each case) and it does not need to be that many. However, the Committee agreed that it was inappropriate to have a quorum for any Committee of less than three. This implies a determined Membership of six.

The Clerk informed the Committee of a possible person to be considered as a Governor or Co-optee to a Committee and was asked to investigate this further.

**ACTION: CLERK**

#### **5.4 Membership of the Audit Committee and PFGP Committee**

The Committee discussed the Membership of both of the above Committees and the Clerk's concerns regarding quoracy (experienced today at PFGP).

The Clerk was instructed to approach Members of the Board, currently serving on only the Quality & Learners Committee, to see if they were prepared to serve on either of the Committees which are short of Members, excluding staff and student Members.

**ACTION: CLERK**

The Clerk proposed a more radical suggestion to abolish the PFGP Committee and transfer its functions to Quality & Learners Committee regarding staff and the whole Board regarding Finance matters, supplemented by Task and Finish Groups if the need arose.

The Clerk was instructed to prepare a paper on this suggestion for consideration by the Board at the Governors' Development Day on 3 February 2017.

**ACTION: CLERK**

#### **6. 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.

#### **7. ANY OTHER BUSINESS**

There were no items of Any Other Business.

#### **8. DATE OF NEXT MEETING**

To be confirmed – possibly on the same day as PFGP Committee on 13 March 2017.

There being no further business, the Meeting terminated at 7.20 pm.

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