

**CHELMSFORD COLLEGE  
SEARCH, GOVERNANCE & REMUNERATION COMMITTEE  
6 November 2018**

---

**Minutes**

Minutes of a Meeting of the Search, Governance & Remuneration Committee held at the Moulsham Street Campus (Committee Room), Chelmsford on Tuesday 6 November 2018 at 6.40 pm.

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

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

**1. APOLOGIES FOR ABSENCE**

There were no apologies for absence.

**2. DECLARATION OF INTERESTS AND CONFIDENTIAL ITEMS**

The Clerk declared his interest as Clerk of South Essex College and Company Secretary of Essex Shared Services Limited. The Chair and the Principal declared their interests as Directors of Essex Shared Services Limited and the Principal declared his interest as a Director of ACER Limited.

No confidential items were notified, other than Remuneration matters – item 8 on the Agenda – and two matters relating to Declarations of Interests – for which separate minutes have been prepared and are attached to these minutes.

**3. TO APPROVE THE MINUTES OF THE MEETING OF THE SEARCH, GOVERNANCE & REMUNERATION COMMITTEE HELD ON 23 MARCH 2018**

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 appointment of three new Governors – Jenny Beaumont (from 1 August 2018), Christian Norman (from 6 July 2018) and Ryley Shrimpton (Student Governor) (from 30 September 2018). Jenny and Christian were appointed for four year terms and Ryley for this academic year.

The Committee **NOTED** that leave of absence for Steve Houghton had now ceased and he has resumed his role on the Board.

The Committee **NOTED** that the Board had approved the Pay Award for 2018/19 for Senior Post Holders, which was revised from the recommendation previously made by this Committee, following further discussions with the individuals involved.

The Committee **NOTED** the desirability of Mark Emerson acquiring a Trustee/Board appointment outside the College to broaden his experience and contribute to his CPD.

The Clerk **REPORTED** that he has signed a contract for Clerking Services with Essex Shared Services limited for the year ended 31 July 2019. The budget agreed for routine matters is 250 hours for the year but this does not include time spent on the collaboration discussions with Writtle which will be additional. The Clerk said he is keeping a separate note of this time.

## **5. SEARCH & GOVERNANCE MATTERS**

### **5.1 Governor Retirements**

There are no scheduled retirements during this academic year. The student Governor will serve until the end of this academic year. The next scheduled retirements are Steve Houghton and Doug Zeeman, whose terms of office expire in December 2019.

### **5.2 Governor Appointments and Induction**

In respect of the appointment of new Governors noted in 4 above, the Clerk **REPORTED** that he had provided induction for those new Governors.

In addition, the Committee **NOTED** that an additional student is willing to serve as an Observer on the Board and the Quality & Learners Committee (Alice Kampe) and has been given induction also.

### 5.3 Governor Recruitment

There is one vacancy on the Board for an independent governor. The Committee **AGREED** to postpone further recruitment at this stage given other collaborative developments.

### 5.4 Committee Memberships

The Committee was provided with a current list of Board Members (as at 1 October 2018) and their Committee Memberships. Of the new governors, Ryley Shrimpton and Christian Norman have joined the Quality & Learners Committee and Jenny Beaumont has joined the Audit Committee.

There remain three vacancies on the Audit Committee but the membership is six with a quorum of three so it is not felt that quoracy should be a problem. The Quality & Learners Committee is fully populated and there is one vacancy on the SG&R Committee.

### 5.5 Audit Code of Practice and staff governors

The Committee discussed the provision in the Revised Audit Code of Practice which states that staff governors should not be members of the Audit Committee, due to a possible conflict of interest.

The Clerk advised that the wording states 'should not' not 'must not' and he is aware that many Colleges have a staff governor on their Audit Committees and do not plan to change this.

The Committee was of the view that the College retain a staff governor of the Audit Committee (presently Stuart Hodges) but needs to be mindful of any potential conflict of interest during Committee Meetings. Stuart will be reminded of his role in declaring any potential conflicts.

The Committee **RECOMMENDED** to the Board that a staff governor can serve on the Audit Committee, so long as there is appropriate consideration and management of any potential conflicts of interest.

The Committee observed that there is always the potential for conflicts of interest on the Board or one of its Committee from Staff governors and, to some extent, Student governors, and this needs to be managed.

**6.SKILLS MATRIX**

The Clerk provided the Committee with a current skills matrix updated to reflect the addition of the three new governors.

The Matrix was **NOTED.**

**7. 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.*

**8. ANY OTHER BUSINESS**

There were no matters of AOB.

**9. DATE OF NEXT MEETING**

Friday 29 March 2019 at 12.30pm (to be confirmed)

There being no further business, the Meeting terminated at 1.45 pm.

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