

**CHELMSFORD COLLEGE  
SEARCH, GOVERNANCE & REMUNERATION COMMITTEE  
23 March 2018**

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Minutes of a Meeting of the Search, Governance & Remuneration Committee held at the Moulsham Street Campus (Committee Room), Chelmsford on Friday 23 March 2018 at 12.30 pm.

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

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

**1. APOLOGIES FOR ABSENCE**

Apologies for absence were received from Sarah Noble.

**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.

**3. TO APPROVE THE MINUTES OF THE MEETING OF THE SEARCH, GOVERNANCE & REMUNERATION COMMITTEE HELD ON 21 NOVEMBER 2017**

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 7 December 2017 Meeting since this Committee last met:

- Appointment of Deborah Hurst as Vice Principal, Finance & Corporate Services and as a Senior Postholder

- Increase in the Determined Membership of the Quality & Learners Committee from 8 to 9
- Committee Terms of Reference

## **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.

Susan left the room when her re-appointment was considered. She returned for considering Sarah's re-appointment.

The Committee received from Susan Hughes and Sarah Noble short statements outlining their wishes to be considered for re-appointment to the Board for a further term of four years.

The Committee considered these proposed re-appointments and **RECOMMENDED** that Susan and Sarah be re-appointed as Governors of the College for a further four year term commencing 1 April 2018.

**ACTION: CLERK**

### **5.2 Finance Governor**

With the retirement of Michael Lager, the Committee **APPROVED** the appointment of Amanda Montague as a Designated Finance Governor, alongside Elaine Oddie.

### **5.3 Leave of Absence – Steve Houghton**

The Committee was reminded that leave of absence, which the Board had granted to Steve Houghton last year, expires on 31 March 2018.

The Clerk was asked to enquire from Steve his current availability to resume his role as a governor. If he needed more time until being able to do that, the Committee **AGREED** that Steve be granted further leave of absence until 30 September 2018. The matter can be reviewed again at the Board Meeting at the end of September.

*(Post Meeting Note: Steve would be grateful for an extension to 30 September and the Clerk informed him that the Committee were content with that)*

#### **5.4 Appointment of Vice Chair**

For some time the College has had two Vice Chairs (Sarah Noble and Michael Lager). With Michael's retirement the Committee considered whether or not to recommend to the Board the appointment of a second Vice Chair and, if so, whom.

The Clerk informed the Committee that it is not necessary to have two Vice Chairs – it has been custom and practice for the College. The Committee **DECIDED** that the Corporation would revert to one Vice Chair for the immediate future.

#### **5.5 Governor Recruitment**

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

In addition, the Leave of Absence granted to Steve Houghton effectively reduces the active Membership of the Board to eleven.

The Clerk reported that there has been some activity in seeking to recruit new Governors.

Firstly, two possible candidates unfortunately did not progress to interview.

However, the Clerk has renewed contact with SSGOSS and they are looking out for possible volunteers for the College.

In addition, Bev Mahoney and the Clerk have explored recruitment possibilities through Education & Employment, a charity funded by the Education & Training Foundation. This service is web based and free.

The College has subscribed to the service and is able to identify possible persons of interest in the local area. To date, we have identified five possible candidates. Further and better particulars are being obtained through asking the individuals in question to complete a Volunteer Application Form as the information from the website is merely general and introductory.

In addition, the Clerk will make contact with those individuals to explain the role.

Once (and if) completed Applications are received, interviews with candidates will be arranged. In this process, the skills needs (see Minute 7 below) of the Corporation will be borne in mind.

Finally, a possible candidate was referred to the Committee by the Principal. The candidate is a recent Head of Faculty from Colchester Institute who is looking for a Board post.

The Clerk was asked to make contact with him, explain the role and establish whether he would wish to join the Board.

*(Post Meeting Note: contact made on 26 March and candidate is interested. HR is asking him to completed Application Form and then an interview will be arranged)*

Further initiatives and activity was noted:

- Sarah Hamilton (Director of Business Development) will continue to ask business contacts for possible interest in becoming a governor
- The Principal will enquire from the CEO of Chelmsford City Council if there are any interested staff/councillors
- The possible collaboration with Writtle may involve exchange of governors

**ACTION: CLERK/PRINCIPAL**

## **5.5 Committee Memberships**

The Clerk provided the Committee with a list of Board Members and Committee Memberships applying from 1 April 2018. As noted above, there are three Board Member vacancies.

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 the Audit Committee does not next meet until June 2018 and a new governor appointee may join this Committee.

Meanwhile, the Clerk reported that Barbara Vohmann still retains an interest in joining the Audit Committee and will attend the June Meeting as an Observer.

**ACTION: CLERK**

The Quality & Learners Committee is fully populated. The Search Governance & Remuneration Committee has one vacancy, with Michael's retirement. It was **AGREED** to leave the Membership of the SG&R Committee as is for the time being.

## **5.6 Clerking Arrangements 2018/19**

The Clerk left the room during discussion of this item. Prior to leaving, the Clerk indicated that he would be prepared, if it was the wish of the Board, to serve as Clerk for at least one further academic year i.e. 2018/19.

The Committee **RECOMMENDED** to the Board that the Clerk be offered a contract through Essex Shared Services Limited as a sub-contractor to provide clerking services to the Board for the year commencing 1 August 2018 on the same terms and conditions as currently prevail.

## **6. CURRENT LIST OF GOVERNORS**

The Clerk provided the Committee with a current list of Governors and Committee Memberships (with effect from 1 April 2018).

## **7. SKILLS MATRIX**

The Clerk provided the Committee with a current skills matrix updated to reflect the forthcoming retirement of Michael Lager.

The Committee discussed the Matrix and noted areas where further appointments to the Board should be focused – student contacts/involvement, capital projects and employer engagement.

The Principal raised the question of the Governor Links programme which is only partially developed. The Committee agreed that the programme should focus on College themes, not necessarily specific Departmental Links.

The Clerk observed that the following thematic links are already in place:

- Safeguarding – Susan Hughes
- Teaching, Learning & Assessment – Sarah Noble
- GDPR and High Needs learners – Doug Zeeman
- Finance – Elaine Oddie and Amanda Montague
- Student Voice – Seena Shah

The Matrix was **NOTED**.

## **8. ANY OTHER BUSINESS**

The Principal reported that Debs Hurst's 3 month probationary period as VP, Finance & Corporate Services had been satisfactorily completed.

The Principal indicated to the Committee his wish to attempt to broaden the skills set of Mark Emerson (Director of Information Services) so that he can progress to the next level of Management. Members were asked to use their contacts and networks to attempt to find a possible Board appointment to which Mark could apply.

The Committee **RECORDED** its thanks to Michael Lager for his contribution to this Committee as this is his last Meeting due to his retirement from the Board on 31 March 2018.

## **9. DATE OF NEXT MEETING**

Tuesday 20 November 2018 at 12.30pm (to be confirmed)

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

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