

**CHELMSFORD COLLEGE  
SEARCH, GOVERNANCE & REMUNERATION COMMITTEE  
12 May 2020**

---

Minutes of a Meeting of the Search, Governance & Remuneration Committee held at the Moulsham Street Campus (Dovedale Fountain Lodge), Chelmsford and by internet on Tuesday 12 May 2020 at 12.30 pm.

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

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

*The Principal and the Clerk were present in the Dovedale Fountain Lodge and the other attendees accessed the Meeting by internet. This was necessary due to the COVID-19 situation and social distancing requirements imposed by Government.*

**1. APOLOGIES FOR ABSENCE**

There were no apologies for absence.

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

The Clerk declared his interest as 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 and acting Chair of ACER Limited (dormant).

*No **confidential** items were notified, other than Remuneration matters – item 7 on the Agenda –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 5 NOVEMBER 2019**

The Minutes of the above Meeting were **APPROVED** by the Committee, subject to one agreed amendment to the confidential minutes being made. They will be physically signed by the Chair in due course.

**ACTION: CHAIR/CLERK**

#### **4. MATTERS ARISING**

The Clerk introduced this item.

He reported that the Board on 27 March 2020 had **APPROVED** by email resolution the appointment of a new Governor – Trevor Bolton (from 27 March 2020 for four years) and the re-appointment as a Governor of Amanda Montague (from 2 May 2020 for four years). Trevor has joined the Audit Committee and Amanda remains on the Audit Committee and as a designated Finance Governor.

He further reported that the Board on 6 December 2019 had **APPROVED** the re-appointments of Barbara Vohmann and Doug Zeeman as members of the Board for four year terms commencing 12 December 2019.

The Committee **NOTED** that leave of absence for Seena Shah had ceased on 31 December 2019 and she has resumed her Governor role.

The Board also on 6 December 2019 had **APPROVED** the appointment of Elaine Oddie as Chair of the Corporation for 2020/21.

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

##### **5.1 Governor Appointments and Induction**

In respect of the appointment of the new Governor noted in 4 above, the Clerk **REPORTED** that he has not yet provided, due to the COVID-19 crisis, induction for Trevor Bolton, although DBS and other processes have been completed. In the light of Trevor's experience as a governor at Havering College recently and matters covered with him at interview by the Committee, this was not considered a risk.

Formal induction will nevertheless be carried out when possible.

**ACTION: CLERK**

##### **5.2 Governor Recruitment**

There are two vacancies on the Board, one for an independent governor and one for an academic staff governor, following the resignation of Janet Maynard on 20 April 2020, following her ceasing full time employment with the College.

There has been no progress on the one possible new governor – Paula Hornett – who retired from Essex County Council late last year. She has been sent an Application Form but this has not been returned.

This will be followed up by the Principal, when practicable.

**ACTION: PRINCIPAL**

There are no other potential candidates at present.

The Committee were keen that the skills mix of the Board be reviewed at the next Meeting, given the upcoming retirement of the Chair, who is one of the designated finance governors, and to address the likely revised form of working for the College, due to the current crisis.

**ACTION:CLERK**

The resignation of Janet Maynard is noted in **Minute 5.5** below.

**5.3 Chair of Board 2021/22**

The Board has re-appointed Elaine Oddie as Chair of the Board for the academic year 2020/21.

She will cease as a governor on 31 July 2021, having expressed the wish that she does not intend to seek a further term as a governor of the College.

The Committee noted the position and the recommendation of the FE Commissioner's Report recently that the succession of the Chair of the Board needs to be considered.

The Committee discussed the succession to the Chair in principle and **AGREED** to seek expressions of interest from existing independent Board Members. The Clerk was instructed to email Members in late August/early September and report to the Board meeting in September.

The Clerk would send with his email a 'job specification' for the role and the possible time commitment in order that Members can weigh up whether they feel they could fill this role. The Committee will approve this by email before it is sent. The existing Chair offered to provide a confidential one to one briefing on what the role entails to any prospective candidate(s).

If a successor cannot be identified amongst the existing Board, the Committee would need to consider an external recruitment process. The Committee **AGREED** that it would be desirable to have a new Chair

identified by early in 2021 so that a 'settling in' period could exist for a new governor.

#### **5.4 Clerking Arrangements 2020/21**

The Board re-appointed the Clerk by email resolution on 27 March 2020 for the 2020/21 academic year, subject to agreement of his contract with Essex Shared Services Limited.

This was **NOTED** and the fact that this addressed a further recommendation made by the FE Commissioner's Report.

The Committee **NOTED** that, to ensure succession to the current Clerk, if necessary, that his availability beyond 31 July 2021 needs to be established by February 2021 in order to allow sufficient time to recruit a replacement.

#### **5.5 Governor Retirements**

Janet Maynard has resigned as academic staff governor on 20 April 2020 and there is now a casual vacancy. Stuart Hodges completes his term as support staff governor on 8 July 2020.

The Committee has been consulted by email and have **AGREED** that, in the light of COVID-19, it is no practicable or appropriate to seek to hold staff governor elections this academic year in order to appoint new governors at the July Board Meeting, the normal practice. Accordingly, elections will be held as soon as possible in the new academic year with the hope that new staff governors can be elected and approved by the Board at its Meeting on 25 September 2020.

Meanwhile, Janet's resignation will not be filled on a temporary basis and Stuart Hodges has agreed to continue as staff governor (support) until elections have been held and new staff governors approved.

The Committee **RECOMMENDED** to the Board at its meeting on 2 July 2020 that this course of action be formally approved.

#### **ACTION: CLERK**

In addition, the term of office of Thomas Pipe as a Student Governor ends on 31 July 2020 and a replacement candidate will be brought to the September Board Meeting for approval.

The Committee **AGREED** that the Chair and Principal should write a letter of thanks to Tom for his contribution to the Governing Body as a student governor during 2019/20.

**ACTION:CLERK**

The Committee **NOTED** that there are no governor retirements expected during 2020/21, save for the Chair of the Board, as noted above.

**6. CURRENT LIST OF GOVERNORS AND COMMITTEE MEMBERSHIPS**

The Clerk provided the Committee with these documents updated (as at 1 May 2020) to reflect the addition of the new governor and the resignation of Janet Maynard.

There remains one vacancy on the Audit Committee but the membership is seven with a quorum of three so it is not felt that quoracy should be a problem. The Quality & Learners Committee has two vacancies and one will be filled by a new academic staff governor, and therefore, as with the Audit Committee, quoracy is not considered a problem.

The SG&R Committee is fully populated.

The documents were **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.*

The matters covered were the Pay Review for Senior Postholders for 2020/21 to inform the 2020/21 budget process, the normal half-yearly review of the Principal’s Objectives and Targets for 2019/20 and a briefing on recent confidential HR matters in accordance with the process established by the Board.

**8. ANY OTHER BUSINESS**

There were no matters of AOB.

**9. DATE OF NEXT MEETING**

Tuesday 3 November 2020 at 4.30pm.

There being no further business, the Meeting terminated at 1.30 pm.

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