

**CHELMSFORD COLLEGE
SEARCH, GOVERNANCE & REMUNERATION COMMITTEE
5 November 2019**

Minutes

Minutes of a Meeting of the Search, Governance & Remuneration Committee held at the Moulsham Street Campus (Committee Room), Chelmsford on Tuesday 5 November 2019 at 5.10 pm.

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

IN ATTENDANCE: Rob Millea (Clerk to the Corporation)

1. APOLOGIES FOR ABSENCE AND WELCOME TO NEW MEMBER

There were no apologies for absence.

The Chair welcomed Jenny Beaumont to her first Meeting as a Member of this Committee.

2. DECLARATION 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 8 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 14 MAY 2019

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 on 4 July 2019 had **APPROVED** the appointment of two new Governors – Jaya Patten (from 4 July 2019 for four years) and Thomas Pipe (Student Governor) (from 1 August 2019 for one year). Jaya has joined the Audit Committee and Thomas has joined the Quality & Learners Committee.

The Board also **APPROVED** the appointment of Jenny Beaumont to the Search, Governance & Remuneration Committee on 4 July 2019.

The Committee **NOTED** that leave of absence for Seena Shah had been approved by the Board on 27 September 2019.

The Board on 4 July 2019 had **APPROVED** the appointment of Elaine Oddie as Chair of the Corporation for 2019/20.

The Clerk raised the issue of Succession planning for Chair of the Board as the current Chair is only confirmed in office for this academic year. The withdrawal of Writtle from a potential collaboration means that the College's Strategic Future is being reconsidered.

In the light of this, the Committee felt that the Board should consider the position of Chair through to (at least) 31 July 2021 so that there is continuity in the event of the College proceeding to possible collaboration arrangements with another College.

The Chair indicated that, as her term of office as a governor does not end until 31 July 2021, she would be prepared to consider continuing as Chair of the Corporation until this date if that was the wish of the Board.

The Clerk was instructed to prepare a paper outlining the issue for debate at the Board Meeting on 6 December, having canvassed the views of Members in advance of that date. Three options seemed relevant – the current Chair to continue, seek a new Chair from the other existing Board Members and external recruitment.

ACTION: CLERK

The Clerk **REPORTED** that he has signed a contract for Clerking Services to the College with Essex Shared Services Limited for the year ended 31 July 2020. The budget agreed for routine matters is 250 hours for the year but this does not include any additional time spent on the College's Strategic Future discussions, which will be additional. The Clerk will keep a separate note of this time.

5. SEARCH & GOVERNANCE MATTERS

5.1 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.

5.2 Governor Recruitment

There are two vacancies on the Board for independent governors. There is one possible new governor – Paula Hornett – but there is a potential conflict of interest regarding her appointment, given a new job she is considering, having recently retired from Essex County Council.

This will be followed up by the Principal.

ACTION: PRINCIPAL

5.3 Committee Memberships

The Committee was provided with a current list of Board Members (with effect from 1 August 2019) and their Committee Memberships.

Recent Committee changes are noted in minute 4 above.

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 has one vacancy and the SG&R Committee is fully populated.

5.4 Clerking Arrangements 2019/20

This covered in minute 4 above.

5.5 Governor Re-appointments and Retirements

Re-appointments

Doug Zeeman and Barbara Vohmann complete their current terms of office on 11 December 2019. They have both indicated their desire to continue as governors and provided statements supporting their candidacy for another term.

After discussion regarding the contributions made to the Board by both of these governors and having regard to the Board's needs in terms of skills and experience, the Committee **RECOMMENDED** to the Board at its meeting on 6 December 2019 that they both be re-appointed for a further four year term.

ACTION: CLERK

Retirements

The Clerk informed the Board that three governors reach the end of their terms of office during this academic year – Amanda Montague (1 May 2020), Janet Maynard (31 July 2020) and Stuart Hodges (8 July 2020).

The Clerk will ask Amanda Montague if she wishes to continue as a governor and her re-appointment, if that is her wish, will be considered by this Committee at its next Meeting on 27 March 2020.

ACTION: CLERK

With regard to Janet Maynard and Stuart Hodges, they are both staff governors and, in accordance with the Clause 2 (c) of the Instrument of Government of the College, nominations to serve as staff governors (one academic and one support staff) will be sought from the staff of the College early in 2020 by email notification. If more than one nomination is received for either position, an election will be arranged.

The Committee noted that both Janet and Stuart would be eligible for re-election and can therefore put themselves forward accordingly.

ACTION: PRINCIPAL

6. SKILLS MATRIX

The Clerk provided the Committee with a current skills matrix updated to reflect the addition of the two 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 27 March 2020 at 12.30pm.

There being no further business, the Meeting terminated at 6.50 pm.

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