

SEARCH, GOVERNANCE, AND REMUNERATION MINUTES

16 June 2025 at 16.00

TEAMS

Members: Trevor Bolton (Vice Chair), Rachael Cornwall, David Holmes, Amanda Montague, Christian Norman, Shelia Salmon.

In attendance: Ra Hamilton-Burns, David Warnes (CEO)

	FORMAL MATTERS	Action
1.	Apologies for Absence and declarations of interest <ul style="list-style-type: none"> Trevor Bolton had sent apologies. Amanda Montague agreed to Chair the Search and Governance elements of the meeting and Christian Norman the Remuneration element. 	Note
2.	Minutes of previous meetings and electronic resolution. <p>i. Minutes of the meeting held on 3 December 2024 AGREED: THE SGR COMMITTEE AGREED THAT THE MINUTES OF THE MEETING HELD ON 3 DECEMBER WERE A TRUE AND ACCURATE RECORD.</p> <p>ii. Electronic resolution re appointment of Sheila Salmon The Committee noted the resolution to recommend to the Board the appointment of Sheila Salmon as Chair from 28 June 2025 for a four-year term.</p>	
3.	Matters/Actions arising from the minutes <p>i Committee membership</p> <ul style="list-style-type: none"> DW to contact Ben Backhaus re becoming a co-opt member on Audit and Risk Committee. <i>DW still to contact him and report back.</i> RHB to ask Bella Russell if she wanted to additionally join the A&R committee. <i>Bella was offered but declined but was grateful for the offer.</i> <p>ii. Summary of compliance to statutory returns from governors</p> <ul style="list-style-type: none"> AM To remind governors at the Board meeting to complete the statutory returns <i>Completion is still low – The governance team is checking on email addresses and that they might be shared on the GVO to improve communication. Amanda Montague noted that response rates to private email addresses were higher than those to College emails.</i> <p>Confidential Remuneration session about Senior Post Holder matters.</p> <p>i. FE Commissioner SPH guidance and Chelmsford compliance</p> <ul style="list-style-type: none"> RHB to ask Sandra Prail if the question on GP supporting the appraisal is aimed at supporting appraisal of SPH or Board members <i>The support was for the appraisal of Board members, but DoG</i> 	<p>DW</p> <p>AM</p>

	<p><i>can be expected to offer whatever support is necessary for both. Trevor Bolton and Amanda Montague are arranging conversations with Board members.</i></p> <p>li CEO and SPH targets 2024-5</p> <ul style="list-style-type: none"> For future CEO reports Amanda Montague will be the author of reports on DW. <i>AM had met with DW to conduct a discussion and appraisal and had produced the report on DW today.</i> RHB to ask the network what the usual practice on SPH appraisal and target is setting across the sector and feedback. <i>Practice is variable with some colleges only having one meeting during the year. This is expected to change in light of the SPH and Chair recommendations that dialogue is ongoing throughout the year. The Committee might discuss how the Chair can feedback to the group outside meetings.</i> DW to circulate an updated set of SPH targets with values completed <i>This had been circulated.</i> <p>Sheila Salmon joined the meeting at 16.10</p>	<p>TB/AM</p> <p>AM</p>
	TO DISCUSS AND APPROVE/RECOMMEND	
4.	<p>Governance matters</p> <p>i. Membership</p> <p>a. Board and committee structure</p> <p>b. Terms of office – renewals?</p> <p>c. Vice Chairs</p> <p>The Committee reviewed the current membership and structure and considered if the Board the correct governors on each committee and an appropriate distribution. Governors recognised that the recent recruitment campaign had led to exceptional new talent on the Board and this had augmented an already refreshed and skilled membership. The intent is to reduce back down to 16-17 members as attrition occurs.</p> <p>They then discussed if the membership of each Committee is appropriate and the numbers sufficient to support the business required:</p> <p>Audit and risk committee - David Holmes said there is a good mix of skills and experience on the Committee and that it reflects the size of other organisations. The meetings are always quorate.</p> <p>Quality and learners' committee - Christian Norman said that the committee is working well and Sarah Atkinson has recently become Vice Chair. He noted that his term of office will expire in 2026, and that succession planning is key.</p> <p>Search, governance and remuneration committee - is made up of chairs of committees with Rachael Cornwall as an additional member adding her HR expertise. This structure has worked well and allows input from all committees of the Board.</p>	

	<p>Policy, sustainability and resources committee - has a sizeable membership but this is felt to be appropriate given the broad remit of the Committee.</p> <p>A skills survey will be sent at the beginning of the year to all members to inform further discussion at the Autumn meeting and future membership discussions.</p> <p>Creation of a role of a second Board Vice Chair - there had been discussions by the current Chair, new Chair and Vice Chair that a role for a second Board Vice Chair should be considered and, if appropriate, proposed. Sheila Salmon has discussed this bearing in mind the workload for the current Chair and Vice Chair and taking into account succession planning. She had discussed this with Trevor Bolton who supported the suggestion of a second Vice Chair. The SGR members considered this to be a prudent recommendation which would offer more capacity to support the incoming new Chair.</p> <p>AGREED: THE SGR COMMITTEE AGREED TO RECOMMEND THAT THERE BE A ROLE FOR A SECOND VICE CHAIR TO THE BOARD</p> <p>Action: RHB to invite expressions of interest in the role of Vice Chair.</p> <p>David Warnes noted that there will be an election for student governor in the first two weeks of September. Both current student governors have expressed an interest in standing again which is a positive reflection on their experience this year in the role. Both current student governors will be thanked for their excellent contributions during this academic year at the June Board meeting.</p> <p>Terms of office</p> <ol style="list-style-type: none"> Trevor Bolton – March 2026 – 6 years will have been served Richard Davidson – 23 September – 4 year term will have been served. Willing to stand for another term Paddy Reilly – 1 August 2025 – 4 year term will have been served. DW had approached him and he indicated that he would like to continue. <p>AGREED: THE COMMITTEE AGREED TO RECOMMEND THE FOLLOWING REAPPOINTMENTS:</p> <ul style="list-style-type: none"> TREVOR BOLTON TO BE REAPPOINTED TO SERVE AN ADDITIONAL TWO YEARS TO 24 MARCH 2028 RICHARD DAVIDSON TO BE REAPPOINTED FOR A SECOND TERM OF FOUR YEARS TO 22 SEPTEMBER 2029 PADDY REILLY TO BE REAPPOINTED FOR A SECOND TERM OF FOUR YEARS TO 31 JULY 2029 <p>Action: AM to confirm with Paddy Reilly that he is happy to be reappointed.</p>	<p>RHB</p> <p>AM</p>
--	--	----------------------

Doug Zeeman (co-opted) – has served maximum eight years as Board member to Dec 2023. He will have served an extra two years as co-opted member in December 2025. The Committee discussed the valuable contribution that Doug Norman has made to the Committee but recognized that it isn't best practice to appoint him to the Board again. He has offered excellent links to the community and knowledge on health and safety and GDPR. David Warnes reminded the Committee that Doug Norman also sits on the stakeholder scrutiny committee and would welcome his continuation as a member of this. Governors asked what his role would be, and he would be a stakeholder member. After long debate and with some regret, it was agreed that it was not appropriate to renew Doug Norman as a co-opted member, but that David Warnes would contact him to invite him to remain as a member of the Stakeholder Scrutiny Committee.

Action: DW and RHB to contact Doug Zeeman

iv. Review the Committee Terms of reference

These are reviewed each year and recommended to the Board. As part of the end-of-year self-assessment the DoG mapped performance against them and some small additions were recommended by A &R, Q&L and PSR Committee members as follows:

The Audit and Risk terms of reference will remain the same as in 2024-5 until the new finance handbook is released. Informal conversations with reviewers of the new finance handbook lead the DoG to believe there will be no major impact on the A&R ToR for next year.

The SGR terms of reference have been reviewed and only two minor changes are recommended to take account of the new SPH and Chair requirements and to change the words '*governor appraisal*' to '*governor conversation*'.

PSR Terms of reference - the Committee has asked that the gender pay gap report and ethnicity, and disability pay data are added to its terms of reference.

AGREED: The SGR Committee agreed that the terms of reference for the audit and risk, quality and learners', policy, sustainability and resources and search, governance and remuneration committees would be recommended to the Board for 2025-6

v. Assurance mapping

In the last three months there have been several reports and guidance documents issued to the sector.

The Audit Framework report has been shared with all governors via the May briefing and will be scrutinized at the Audit and Risk Committee. Annex C outlining new requirements has been completed from a governance perspective and has been reviewed by the DPFCS

and has gone to the Board for approval.

The SPH and Chairs' appraisal guidance was covered on this agenda under item 6

The Weston College report and FE Commissioner guidance had been mapped in attached reports and the Board and College RAG rate positively against them. The Board and DoG will remain vigilant to ensure that the College is both compliant but exceeds best practice wherever possible. Any concerns will be raised immediately and shared with the Board and senior team. The SGR Committee reviewed each of the documents and confirmed that it was content that the assurance mapping exercise is thorough.

The SGR Committee reviewed the mapping of Chelmsford College performance against the recommendations from the Weston Report and the June FEC letter to Chairs and CEOs and noted that it was happy that it demonstrated compliance with, or exceeded, these expectations.

It was noted that the entire package of SPH will be noted both in the Remuneration and annual reports. Rachael Cornwall recognised that this is a thorough piece of work and goes above and beyond requirements.

vi. Independence of the Director of Governance arrangements and Policy for ensuring the independence of the DoG

The [regularity audit requires a statement on the independence of the DoG](#) each year and the [AoC Code of Good Governance 2023](#) recommends a Board policy on the independence of the DoG.

The Committee noted the arrangements and considered that they are adequate to ensure the independence of the Director of Governance.

AGREED: THE SGR COMMITTEE APPROVED THE POLICY FOR ENSURING THE INDEPENDENCE OF THE DIRECTOR OF GOVERNANCE.

Annual Cycle of Business

Board and committee annual cycle of business – the Director of Governance explained that this is constantly being refined as it is a live document, but the SGR committee approved the current, updated version.

AGREED: THE SGR COMMITTEE AGREED TO RECOMMEND THE OUTLINE ANNUAL CYCLE OF BUSINESS TO THE BOARD FOR 2025-6

Scheme of delegation

The new audit framework requires a scheme of delegation. The document demonstrates which key items are taken to which committee and the level of signoff. With effective use of the consent agenda, college mission-critical documents are all 'recommended' to the Board to give all members sight of, and opportunity to comment on, all of them.

	<p>It was noted that the compliance with MPM is in the finance regulations. Management accounts will go to all Board members each month, the intention is to meet the requirement that this is done by the fifteenth day of the month as soon as possible but the Committee recognized that the reality is that this will be delayed.</p> <p>AGREED: THE SGR COMMITTEE AGREED TO RECOMMEND THE SCHEME OF DELEGATION TO THE BOARD.</p>	
5.	<p>Board assessment Self-Assessment process</p> <p>i. Governance improvement plan</p> <p>AGREED: THE SGR COMMITTEE NOTED THE ADDITIONS TO THE SELF-ASSESSMENT MATRIX AND ACTIVITIES AND AGREED THESE REMAIN APPROPRIATE FOR 2025/6</p> <p>Case study on the death of a member of staff on site. The recently released briefing from the Committee on Standards in Public Life in March 2025 'Recognising and responding to early warning signs in public sector bodies' recommends that public bodies 'regularly review incidents to ensure that they learn from successes and failures'. To reflect corporate best practice, many boards are using case studies on specific incidents that occur outside the normal, day-to-day functions of an organisation to reflect and learn. The Committee should review and recommend any actions to be taken by the Board and governance team.</p> <p>Recommendations include:</p> <ul style="list-style-type: none"> • It should be agreed that requests for contact should be marked urgent if an instant response is required. • A code word for violent or terrorist attacks also might be agreed as is common practice in public bodies. • The senior team should be asked to inform the Chair and DoG should one of the three ELT not be on site and nominate a designated manager in charge. This person should be fully acquainted with the protocols and contacts for the Board. • A protocol of communication, action workflows and presence on site should be drafted and shared with senior staff and Board members. This would include reminders about communication with media through CEO and Chair only. • A tiered action list for Board and senior team members ranked by event depending on the risk and threat level to the College and the contribution each role may make should be drafted. This will give clear guidelines and manage expectations. • An update on actions and communications taken should be shared with all Board members • Members' details for next of kin, addresses etc should be gathered and shared on the GVO <p>A governor pointed out that it was important to differentiate between events to gauge the appropriate responses. The unfortunate death of someone should not be compared to a terrorist attack. The Committee</p>	

	<p>agreed that the Board needed to be informed but there was nothing more that could be done outside contacting those who had been present to offer support.</p> <p>The Committee agreed that it is important to have contact details for many situations. David Warnes explained that the College has two internal committees, and this event had been discussed at the Health and Safety committee – a crisis would be discussed at the Crisis management committee. The need to have contact details and list of members on site were noted by them.</p> <p><i>The last item was on remuneration and was taken as a separate and confidential part of the meeting.</i></p>	
6.	<p>Consent agenda</p> <p>Briefings since the November 2024 SGR meeting</p> <p>January – May briefings were all recorded in the appendices</p>	
7.	<p>Any Other Business</p> <p>Christian Norman noted that it was the last meeting of Amanda Montague and thanked her hugely for her significant contributions and assured her that she will be missed by governors and senior staff alike.</p> <p>The meeting closed at 17.30.</p>	
8.	<p>Date of Next Meeting</p> <p>7 October 2025 at 16.00</p>	