

**CHELMSFORD COLLEGE  
SEARCH, GOVERNANCE & REMUNERATION COMMITTEE  
16<sup>th</sup> MAY 2023 AT 12.30PM**

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**Minutes**

Minutes of a Meeting of the Search, Governance & Remuneration Committee held at the Moulsham Street Campus (Committee Room), Chelmsford on 16<sup>th</sup> May 2023 at 5.00pm.

**PRESENT:** Amanda Montague (Chair)  
Jenny Beaumont  
Trevor Bolton (Vice Chair)  
Sarah Noble

**IN ATTENDANCE:** David Warnes (Principal)  
Fiona Chalk (Governance Advisor)

**FORMAL MATTERS**

**1. APOLOGIES FOR ABSENCE**

Susan Hughes.

**2. DECLARATION OF INTEREST AND TO NOTIFY ANY  
CONFIDENTIAL ITEMS**

No new interests were noted. Items of confidentiality was noted under Item 10 – Clerk to the Corporation appointment, item 12 – CEO performance update, and Item 14 - Restructure.

**3. TO APPROVE THE MINUTES OF THE MEETING OF 8<sup>TH</sup> NOVEMBER  
2022**

Non-confidential: 'Her' should be 'Him' for Jaya's re-appointment.

The minutes were approved as a correct record of the meeting, subject to the above amendments.

**4. MATTERS ARISING FORM THE MINUTES**

Explore options for a deputy to DH – ongoing. DW advised that a review of ESS will be reported to Board in July. A Finance Manager has been appointed in ESS and aligned to Chelmsford College, who will support DH in the short-term and is sufficient for the interim until the ESS review report is received. This was a realignment of existing resources.

## **GOVERNANCE**

### **TO APPROVE / RECOMMEND**

#### **5. REVIEW TERMS OF REFERENCE AND AGREE COMMITTEE EFFECTIVENESS REVIEW**

Compliance with the Terms of Reference was noted, and the committee agreed that the Terms of Reference remain appropriate.

The Committee agreed that it better needs to evidence the impact of the work of the committee and in future the ToR review should detail specific evidence from any relevant meeting.

The appointment of CEO was noted as a key activity, but that it fell into the previous year's assessment report.

FC suggested implementing a governor impact diary so help capture the value add of committees and board members in general.

Governors agreed that the questionnaire reviewing the committee's effectiveness should be circulated for completion.

#### **ACTIONS:**

**FC to implement a governor impact diary to capture the value add of committees and board members' activity.**

**FC to circulate committee self-assessment.**

#### **6. CYCLE OF COMMITTEE BUSINESS 23/24**

The Schedule of Business for the upcoming year was noted. Any further comments to be sent to FC by the end of term.

**ACTIONS: Governors to send through any comments. FC to publish agreed workplan on Governors Portal.**

#### **7. BOARD EFFECTIVENESS REVIEW**

##### **a. AGREE PROCESS FOR A SELF-ASSESSMENT**

FC suggested that the proposed self-assessment for this year will consist of:

- a) Continued review of actions against the Code of Governance
- b) Committee self-assessments (questionnaire), including a review of the Terms of Reference
- c) Board self-assessment (questionnaire)
- d) Board members attendance and engagement through link governor activity and training and development opportunities

The outcome of the self-assessment will inform the Leadership and Management element of the college SAR and provide a Board Development Plan of action for 2023-24 academic year. It is recommended that this process is fairly robust this year to prepare the Board for the upcoming Ofsted and External Review.

The Committee noted the proposed governance self-assessment questionnaire for the Board, which is more rigorous than previous years. After some discussion, it was proposed that the completion of the self-assessment be done at the October development day as a team activity with both governors and the senior leadership team. The Board Development Plan would go to the November SG&R for discussion and on to the December Board for approval. The External Review is expected to begin in the Spring term of 2024.

**b. RECOMMEND A PROVIDER FOR AN EXTERNAL REVIEW OF GOVERNANCE**

The Committee noted that many providers approached, declined to submit a proposal due to the fact that FC provides a commercial service undertaking such reviews. Two other providers declined due to capacity issues.

The proposal and costings from the AoC were noted, and it was agreed to recommend to the Board, the appointment of the AoC.

**ACTIONS: Recommend to the Board the self-assessment process for 23/24, including a planned activity at the Development Day in October  
Recommend to the Board the appointment of the AoC to carry out an External Review of Governance in Spring 2024.**

**TO NOTE**

**8. GOVERNANCE SECTOR UPDATE REPORT**

a. New code of governance

FC advised that a new Code of Governance is being proposed by the Chairs' Council. This will be a slimming down of the current Code and will instead focus on six key principles. Example documentation/actions are to be listed as evidence of compliance with the principles.

FC proposed that when the new Code is introduced, likely from September 2023, that the Board considers how it is applying the

principles, in addition to compliance with them. This will support the need expressed by governors for a greater focus on the impact of governance.

## **9. GOVERNANCE IMPROVEMENT ACTION PLAN UPDATE**

Governors noted that all areas of the Code either comply or are on target to comply by the end of the academic year. The exception is the EDI principle, where more work is required. Governors agreed that improvements need to be made to recruit difference in order get a more cognitively diverse Board, and that it should seek to extend its current recruitment practices in order to recruit diverse talent. The Governor Appoint Policy and Skills Audit will be reviewed to see what improvements can be made.

It was noted that the recommendation by the DfE for Boards to have Link Governors across many areas of specialism is difficult to meet, and questioned whether it is necessary. It was acknowledged that a SEND link governor is best practice, along with a careers advice link governor. The current Safeguarding link governor requirement is met.

DW advised that the college is seeking to achieve the Inclusive Employer Standard, which encompasses governor recruitment. It was agreed the Board's work needs to align to this Standard.

**ACTION: FC to review the governor appointment policy and skills audit to ensure it promotes the recruitment of diverse talent, and is aligned to the inclusive employer standard**

### **SEARCH**

### **TO RECOMMEND**

**Appointment of Clerking Service.**

See confidential minute.

### **TO DISCUSS**

## **11. GOVERNOR MEMBERSHIP REVIEW AND UPDATES REPORT**

The Committee noted the resignations of two governors and the opportunity to re-appoint Jaya Patten, who has signalled his intention to stand for re-election.

The existing skills audit was discussed, and it was agreed that it needs revising, both in terms of skills required to deliver the strategic plan and also to give more insight to the depth of knowledge in specific areas. Areas of expertise to be added are sustainability, SEND, and local community. Current skills gaps highlight following the resignations, are an accountant, HR, Safeguarding, and Audit.

It was agreed that FC would leverage organisations specialising in volunteers such as Reach Volunteering, CVS, as well as the Employers Forum, and that governors would also look to their networks.

The Committee proposed a move to 4.30 pm for PS&R, to support recruitment of employed governors.

It was noted that the Stakeholder committee is in place. There has been plenty of engagement with community organisations and further engagement by business owners / employers, would strengthen it further.

Exit interview details were noted and will be used to inform future recruitment and development of governance.

**ACTIONS: FC to update and circulate the skills audit for governors to complete**  
**FC to approach organisations to support recruitment**  
**Governors to forward contact details of potential candidates to FC**  
**Recommend to the Board the re-appointment of Jaya Patten for a further 4-year term**

## **REMUNERATION**

### **TO NOTE AND AGREE**

#### **12. PERFORMANCE AGAINST TARGETS SPH**

See confidential minute.

#### **13. TARGETS FOR NEXT YEAR SPH**

The Chair advised that she and the Vice-Chair will have meetings with DW, DG, and DH for the summer term to discuss objectives for 2023/24.

#### **14. ANY OTHER BUSINESS**

#### **RESTRUCTURE PROPOSAL**

See confidential minutes.

#### **15. DATE OF NEXT MEETING**

**7<sup>th</sup> November 2023 at 5pm**

The meeting closed at 18.45