

**SEARCH, GOVERNANCE, AND REMUNERATION
MINUTES**

Tuesday 28 November at 16.30

Princes' Road, Princes' Campus.

Members: Trevor Bolton (Vice Chair) Jenny Beaumont, Rachael Cornwall, Amanda Montague, Sarah Noble.

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

	FORMAL MATTERS	Action																		
1.	<p>Apologies for Absence Apologies were received from Jenny Beaumont. The Chair welcomed Rachel Cornwall to her first meeting of the SGR Committee.</p>																			
2.	<p>Declaration of Interest and to notify any confidential items Trevor Bolton, Amanda Montague, and Sarah Noble all declared an interest in Item 5 as it detailed their terms of office.</p>																			
3.	<p>To approve the minutes of the meeting of 21 September 2023 AGREED: THE MINUTES OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE MEETING OF 21 SEPTEMBER 2023 WERE AGREED AS A TRUE AND ACCURATE RECORD.</p>																			
4.	<p>Matters and actions arising from the minutes of 21 September 2023 Ra Hamilton-Burns offered updates on the actions from the last meeting:</p> <table border="1"> <thead> <tr> <th>Item</th> <th>Action</th> <th>Update</th> </tr> </thead> <tbody> <tr> <td>4</td> <td>The SGR committee agreed that RHB should pursue a joint EDI twilight session</td> <td>Jeff Greenidge has agreed to present this. Harlow have declined to join. USP has agreed but a change of chair is delaying setting a date. RHB is in communication with Sue Glover, USP GP.</td> </tr> <tr> <td></td> <td>RHB will work with DW to draft suggestions for other twilights training topics</td> <td>This is ongoing.</td> </tr> <tr> <td></td> <td>DW to share Essex Police Prevent coordinator details with RHB. RHB to arrange a Prevent session for the Spring term.</td> <td>Complete. David Layton-Smith will deliver a twilight on Prevent on 9 January 2024. An invitation has been sent.</td> </tr> <tr> <td>5</td> <td>DW to clarify to which Committee Ruth Gilbert is to be appointed.</td> <td>Done. Ruth is a co-opted member on PSR.</td> </tr> <tr> <td></td> <td>RHB to correct the membership list to move RG from Quality and Learners to PSR.</td> <td>Done as above.</td> </tr> </tbody> </table>	Item	Action	Update	4	The SGR committee agreed that RHB should pursue a joint EDI twilight session	Jeff Greenidge has agreed to present this. Harlow have declined to join. USP has agreed but a change of chair is delaying setting a date. RHB is in communication with Sue Glover, USP GP.		RHB will work with DW to draft suggestions for other twilights training topics	This is ongoing.		DW to share Essex Police Prevent coordinator details with RHB. RHB to arrange a Prevent session for the Spring term.	Complete. David Layton-Smith will deliver a twilight on Prevent on 9 January 2024. An invitation has been sent.	5	DW to clarify to which Committee Ruth Gilbert is to be appointed.	Done. Ruth is a co-opted member on PSR.		RHB to correct the membership list to move RG from Quality and Learners to PSR.	Done as above.	
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	RHB to seek alternative skills surveys for the November Search Governance and Remuneration Committee.	This is detailed in item 6
	David and Ra Hamilton-Burns will review suitable, local candidates to see if they are potentially suitable new governors	This is ongoing. David Holmes' cv has been circulated to this meeting for consideration.
6	Draft Board development day agenda RHB to thank Gemma and confirm attendance. RHB to also request to record the TEAMS session.	The session took place. Recording was not possible but Gemma offered, and delivered to Amanda a further session as she could not attend. RHB sent Gemma a thank you letter on behalf of the Board.
	Update on returns of skills matrix As agreed in Item 3, Ra Hamilton-Burns is to seek a more accessible and informative skills survey format.	This is covered in Item 8
	Disclosure and Barring Service returns RHB to ask that Rachael Cornwall be contacted by HR to request completion or detail of her DBS	RC has contacted HR to make arrangements to come in but capacity issues have meant that this has not been possible.
	KCSIE part one acknowledgement RHB to remind RC during her induction presentation	AS has contacted RC to remind her to confirm that she has read this.
TO DISCUSS AND APPROVE/RECOMMEND		
5.	Succession planning and appointment of new members The Chair reminded the Committee that there was an urgent need to address upcoming vacancies and how to proceed. The Committee reviewed the immediate vacancies that will be left by: <ul style="list-style-type: none"> • Barbara Vohmann – 10 Dec 2023 • Doug Zeeman – 10 Dec 2023 They will both be invited to attend the Board meeting on the 15 December 2023 as observers and thank you gifts will be arranged. Barbara Vohmann	

had expressed her wish to leave the Board when her term ends.

Doug Zeeman has yet to express his intentions, but the Committee suggested that he would be asked to join Quality and Learners' Committee as a co-opted member. His contribution as the SEND link governor is invaluable and he also does a lot of good work on GDPR. This experience should not be lost. He would be asked to detail his visits to College in the new report format. The Committee recognised that there should be an immediate succession plan for a new member who would, in time, be able to take on the role as the SEND link.

AGREED: Doug Zeeman will be invited to join the Q&L Committee for a two-year period as a co-opted governor

It was recognised that the Quality and Learners' Committee will need new and strengthened membership.

The Committee went on to discuss the three members who will end a term of office in 2024:

Amanda Montague – membership term ends on 1 May 2024 (will have done 2 terms)

Trevor Bolton reminded Committee members that whilst Amanda Montague's term of office Board membership ends on 1 May 2024, she does not however end her term of office as Chair until 1 August 2025. The Committee discussed the anomaly of the terms of office and recognized that it was a curiosity but that they would prefer her to complete her term as Chair. Amanda Montague confirmed that she would be willing to serve out her term as Chair until 1 August 2025. The Committee discussed at length the many factors that meant that this continuation would benefit both the Board and College. They recognised that the College still has a relatively new CEO, is still receiving active FEC support, a number of new governors (and is recruiting for more) and is expecting an Ofsted inspection imminently. They were anxious to preserve continuity at the top and institutional memory at this critical time.

Rachael Cornwall commented that she had observed that the Board has some diversity issues. DW said that, taking into account all protected characteristics, the College is at 8% of the regional benchmark. There are five members in the Board with protected characteristics. The Committee agreed that it would welcome further diversity in its membership and Rachael Cornwall is happy to support this.

AGREED: TO RECOMMEND TO THE BOARD THAT AMANDA MONTAGUE BE APPOINTED TO THE END OF HER TERM OF OFFICE AS CHAIR TO 31 JULY 2025.

Sarah Noble – membership term ends 23 March 2024 (will have done 2.5 terms)

Sarah Noble said that in view of the fact that she has served 2.5 terms of

office she will leave the Board in March 2023.

Trevor Bolton – membership term ends 2024 – (will have done one term)

Trevor Bolton had indicated that he would be happy to agree to a further two-year term of office to take him to

AGREED TREVOR BOLTON RECOMMENDED FOR A FUTURE TERM LIMITED TO TWO YEARS TO 25 MARCH 2026 AT HIS REQUEST.

There is a succession planning policy being recommended by the working party in Item 8.

It was agreed that there needs to be a recruitment strategy, and this should be put in place as soon as possible. All protected characteristics will be taken into consideration and a positive recruitment campaign mounted.

In the short term the Committee agreed that the three skills most needed are:

- Finance skills
- Education standards and quality
- Audit

There was a discussion about recruitment of members to the Audit and Quality and Learners' Committees in the immediate term.

ACTION: DW and RHB to look at REACH volunteering to identify any possible candidates.

Potential new member - David Holmes

Trevor Bolton had served on the Board of Havering College when David Holmes had worked there, and he now works at Writtle College. Trevor Bolton recommended his appointment to the Committee as he has strong finance, pensions, and estates skills. Governors said that his CV is impressive, and that the Committee had been discussing his potential membership with him for some time.

ACTION: RHB to invite David Holmes for a discussion with the SGR panel comprising of David Warnes and Rachael Cornwall.

It was noted that David Warnes had undertaken safer recruitment training.

There was a discussion about recruitment of members to the Audit and Quality and Learners' Committees in the immediate term.

Timings of meetings for annual report.

David Warnes told the Committee that Ra Hamilton-Burns had proposed the introduction of a joint meeting for the Audit and PSR Committees to review the annual statements. The format would be an overlap session between the two committees that would run consecutively. This would allow both committees to review the annual statements from their different

	<p>perspectives but result in one draft, agreed version for recommendation to the Board. The Committee considered this would be a practical way forward.</p> <p>AGREED: PSR AND AUDIT COMMITTEES TO OVERLAP FOR END OF YEAR ANNUAL STATEMENT REVIEWS FROM 2024-5 ONWARDS</p>	
6.	<p>Update on Autumn inductions</p> <p>At the start of the Autumn 2023 term four new members had joined the Board:</p> <ul style="list-style-type: none"> • Rachael Cornwall – independent governor • Lola Cole – student governor • Kaiffe Turner – student governor • Ruth Gilbert – co-opted governor on PSR Committee <p>The induction process is still being reviewed and further developed but initial steps had included:</p> <ul style="list-style-type: none"> • Members were invited to meet with the Principal • Members were given an online induction presentation and invited to ask questions by the Director of Governance • Members were sent background information and key documents to complete after this meeting. • Members were put in touch with a Board buddy/mentor to keep in touch before and between meetings during their first year • Members were offered a tour of the campuses. <p>The Director of Governance has kept in regular contact with the student governors to signpost them to specific Unloc and AoC governor training. Touchbase emails will go to all new members as the term comes to an end to offer further support.</p> <p>Rachael Cornwall commented that she had not yet completed the appropriate processes in terms of submitting her DBS (which had only been received that day) and her references to HR. She had contacted HR but there had not been anyone available. She pointed out that, as a result of this, she should technically not have been sent the papers for both committees or attended them.</p> <p>The Committee agreed that going forward the sequencing of governor onboarding should be tightened up. New members will not be invited to meetings until all statutory returns have been completed.</p>	
7.	<p>Search & Governance update</p> <p>Ra Hamilton-Burns presented the historical report for Autumn 2023 and the future plans for the Spring Term of 2024.</p> <ol style="list-style-type: none"> i. Activity Autumn Term 20223 ii. Activities planned in Spring term 2024 to be included in Governance Improvement Plan. <p>There were no questions.</p>	

CONSENT AGENDA

8.

Recommendations from the SGR working party

Trevor Bolton reminded the Committee that the Board established an SGR working Group for expeditious pre-scrutiny and recommendation of Governance documents. The Working Group comprised Trevor Bolton, David Warnes and Sarah Noble. The documents were presented on a consent basis.

- a. SGR working group terms of reference
- b. Chelmsford Board Governance position paper
- c. Suggested skills survey based on the Chelmsford College strategic plan
- d. Board succession planning policy
- e. Individual Governor record template
- f. Chair appraisal survey
- g. Code of conduct for Chelmsford College Governors
- h. Induction presentation for new governors
- i. Independence of the Clerk report

The Committee approved the documents with the following updates:

Item c – suggested areas for skills survey focus. The Committee asked that a 'guide to grading' be given the definitions of 0-3 to be clearly defined for the new skills survey when it is devised. A level 3 should be senior experience of working in the field. It was agreed that the skills survey will be developed along these lines and reviewed at the next Committee:

ACTION: RHB and DW to develop the skills survey aligned to the new College strategy in terms of the matrix and further skills

ACTION: SEND, Safeguarding, GDPR, EDI and HR should be added to the skills survey

Item d – succession planning policy. Governors commented that the succession planning group should be looking at a six-month lead time for recruitment. This would be extended to a year lead time for the Chair.

There was a suggestion that all Committees have a Vice-Chair and this will be discussed along with the review of the appointment of Chairs and Vice chairs. Governors suggested that there should be training for governors who may be interested in these roles.

Governors suggested that succession planning for the College Senior Leadership Team should be looked at as this is a critical risk for the College. It is important to ensure senior team members share and disseminate knowledge and this should be part of the strategic plan.

ACTION: RC to meet with Bev Mahoney to discuss an SLT succession planning policy .

AGREED: THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE AGREED TO RECOMMEND THE FOLLOWING DOCUMENTS TO THE BOARD AT ITS DECEMBER 2023 MEETING:

- a. **SGR WORKING GROUP TERMS OF REFERENCE**
- b. **CHELMSFORD BOARD GOVERNANCE POSITION PAPER**
- c. **OUTLINE TOPICS FOR SUGGESTED SKILLS SURVEY BASED ON THE CHELMSFORD COLLEGE STRATEGIC PLAN**
- d. **BOARD SUCCESSION PLANNING POLICY – will be edited to say six months planning for members, nine months for committee chairs and twelve months for chair.**
- e. **INDIVIDUAL GOVERNOR RECORD TEMPLATE**
- f. **CHAIR APPRAISAL SURVEY**
- g. **CODE OF CONDUCT FOR CHELMSFORD COLLEGE GOVERNORS**
- h. **INDUCTION PRESENTATION FOR NEW GOVERNORS**
- i. **INDEPENDENCE OF THE CLERK REPORT**

ACTION: Feedback from the Individual Governor reports and link visits will be added as an item to the Board Development Days

ACTION: RHB to send the induction presentation with the Code of conduct to members and offer to hold a session for anyone wishing to ask questions.

9. **Policies**

Policies:

- a) **Governor succession policy** *renewed in item 8. (every three years)*
- b) **Governor expenses policy (every three years)**
Clerk suggested that Governors should use the expenses policy which pertained to staff and contained the financial regulations
- c) **Public Values statement** (is included in the strategic plan)
- d) **Job descriptions** (every three years)
 - i. Chair
 - ii. Vice Chair
 - iii. Committee Chair
 - iv. Committee Vice-Chair
 - v. Co-opted governor

Rachael Cornwall commented that the job descriptions are outdated and should be more succinct and made to appeal to a more diverse audience. Rachael Cornwall said that several items are repetitious on the Chair JD and may be off-putting. The Committee said that an element of check listing is inevitable. It was agreed that these JDs be accepted for now but it was agreed that these should be reviewed going forward.

ACTION: Rachael Cornwall will work with Bev Mahoney to review a template for Chelmsford College job descriptions for the future.

	<p>AGREED: THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE AGREED TO RECOMMEND THE FOLLOWING DOCUMENTS TO THE BOARD AT ITS DECEMBER 2023 MEETING:</p> <ul style="list-style-type: none"> e) Public Values statement f) Job descriptions <ul style="list-style-type: none"> vi. Chair vii. Vice Chair – change to their they not his her viii. Committee Chair ix. Committee Vice Chair x. Co-opted governor 	
10.	<p>Governor briefings sent since the last SGR meeting</p> <ul style="list-style-type: none"> a) October 2023 b) November 2023 <p>The Committee noted the briefings. A recording of the webinar on sustainability is on the TEAMS site for Governors.</p>	
Confidential Part B		
11.	<p>Remuneration reports</p> <ul style="list-style-type: none"> a) Performance of SPH 2022/23 and SPH targets for 2023/24 This item was taken as a confidential minute. b) Adoption of SPH Code for 2023/24 Ra Hamilton-Burns reminded the Committee that the College had not adopted the SPH Code that is an appendix to the original AoC Code for good governance. A new version is expected, and this will be presented to the May meeting for review and adoption. Reporting on this will then take place for the annual reports for this academic year. <p>ACTION: RHB to send new SPH Code to SGR May Committee for review and recommendation.</p>	
12.	<p>Any Other Business</p> <p>The Committee discussed the long journey by bus that Christian Norman makes to attend Board meetings and development days and it was agreed that a reasonable adjustment in recognition of his sight disability would be to provide a taxi.</p> <p>The meeting closed at 18.15</p> <p>Trevor Noble thanked Sarah Noble profusely for her service to the SGR Committee.</p>	
13.	<p>Date of Next Meeting Tuesday 14 May 2024 at 16.30</p>	