CORPORATION BOARD
Nominations, Remuneration & Governance Committee

Minutes of a meeting held online via Teams on Monday 9th June 2025 at 6pm

Present
Adam Mumford (Chair);
Jacqui Canton (Principal);
Nicolas Pages;
Alan Bark;
Astrid Schloerscheidt

In attendance
Jude Brown, Clerk and Governance Advisor (minutes)

Governor questions are represented in italicized bold font with bullet points, and management responses follow.

1. Opening Comments
1.1 Apologies and matters to be raised under AOB

Apologies had been received from Nick Handy and Jo Milsom. Kevin Wilkinson was not required to attend. The meeting was quorate. Astrid Schloerscheidt had to leave the meeting at 7:20pm (after item 6.7) and the meeting remained quorate at that time.

No items were raised under AOB.

1.2 Declarations of interest

Declarations of interest were made by Nicolas Pages for item 4.2, Jacqui Canton for items 5.1 and 5.3, and by Jude Brown for item 5.2. No other declarations of interest were made.

2. Minutes of the meeting held on 3rd March 2025
2.1 Public Minutes

The minutes of the previous meeting were approved as an accurate record of the meeting held on 3rd March 2025.

3. Matters Arising, Written Resolutions & Action Points

There had been no matters arising since the last meeting.

The written resolutions were reviewed. Most actions had been completed. The EPA end date for the former student governor was still not confirmed to confirm the appointment dates for her as an external governor. The Clerk had reviewed whether terms of office could be retrospectively amended, and it was agreed that a paper would be brought to the next committee meeting outlining any proposed amendments. The action regarding the proposed schedule of compliance with the new Code of Governance from the AOC was discussed in more detail under item 6.6 below.

Action	By Whom	Deadline
Clerk to table a paper with any recommended adjustments to governor terms.	Clerk	September 2025

The Committee noted the report.

4. Nominations
4.1 Terms of Office, Recruitment, Committee Membership, and Appointments

The Clerk presented key details in the update, providing an overview of the current state of governor appointments and recruitment. A CV had been circulated in relation to the Co-Opted Member of the Audit Committee role, and it was agreed to proceed to interview.

The vacancy arising from the Chair of the Board's end of term as an external governor was discussed and it was agreed that there was a strong preference for accountancy skills in this recruitment. It was agreed that the Clerk should commence recruitment efforts.

Recruitment of new student governors has commenced as the previous student governor had now left the College after her T level examinations. It was noted that the video done by the previous student governor was excellent and that the Student Voice coordinator had been doing an excellent job of promoting the role to students.

It was noted that the date for Clare Forder's term was incorrectly noted in the appendix which the Clerk will amend.

Action	By Whom	Deadline
Clerk to update term of appointment once date of EPA is known	Clerk	September 2025
Clerk to arrange the interview of the prospect for the role of Co-Opted Member of Audit Committee	Clerk	July 2025
Clerk to review permissions regarding retrospectively amending the end of Governor terms of appointment	Clerk	September 2025

The report was noted by the Committee with the following two recommendations for the Board:

1. The Committee agreed to recommend to the Board that Clare Forder was appointed to the CQS Committee and be invited to the forthcoming committee meeting as a guest.

2. The Committee agreed to recommend to the Board the re-appointment of the Vice-Chair for a two-year term commencing when the term had lapsed, and to continue effectively to the end of his term as a governor.

4.2 Nomination for the Chair – Fit and Proper Person Assessment [Confidential]

Nicolas Pagès left the meeting for this item.

The Clerk gave the background to the paper as the Chair was not present.

The Chair of the Corporation Board had reviewed the fit and proper person checks conducted by the Clerk of the governor nominated for the forthcoming vacancy of Chair of the Board. The Chair of the Corporation Board in his working life was an experienced and senior audit professional and was well placed to undertake the review. The Committee members had reviewed the confidential paper and were in agreement with the conclusion by the Chair of the Board that the nominee was a fit and proper person for both the role of governor and potential Chair of the Corporation Board, if elected.

The Committee agreed to recommend the outcome of the review to the Board.

Nicolas Pagès returned to the meeting.

4.3 Proposal for the Removal of a Governor from Office

The Clerk gave an overview of the background to the paper which asked to Committee to consider the matter of the long-term absence without permission of governor Mackenzie Howe-Nordal. Attempts had been made to contact the governor on multiple occasions with her contact details, but no replies had been forthcoming, although it was evident that the person was active professionally on Linkedin. The governor had been absent from meetings for the whole of the academic year to date.

The Committee agreed to recommend to the Board to proceed with the next steps in the Board Procedure for the Removal of a Governor from Office. It was agreed to table this at the forthcoming Board meeting in July given the timescale, instead of arranging a Special Meeting of the Board.

5. Remuneration

It was agreed that it was not necessary for the Principal and the Clerk to leave the meeting as specifics could not be discussed at this meeting.

The reason for this was that the benchmarking information had not yet been received from the AOC to enable the review against benchmark for 5.1 and 5.2 at this meeting, and the staff pay award had not yet been agreed which had the largest influence on the remuneration of the Principal. The staff pay award would go to the F&GP Committee shortly and then to the Board in July. The staff pay award was normally effective from 1st August. It was also discussed that as part of the proposals arising from the Weston intervention report, the NRG Committee should consider the total remuneration of the Principal and not just the percentage increase, and then, as has been done at this College anyway, recommend to the Board.

It was agreed to consider these items at NRG in September and to consider the matter of backdating the Principal's pay award as part of those discussions.

6 Governance

6.1 Update on Committee Monitoring of Operational KPIs

The Principal gave an overview of the committee monitoring of operational KPIs which happens as part of the implementation of the Strategic Plan. Underpinning strategies were being updated, and the new Digital Strategy had been recently launched. There were no concerns expressed regarding the committee monitoring.

The Committee noted the report.

6.2 Annual Review of the Strategic Plan

The Principal outlined what had happened at the annual Board Strategy Day held on 24th April 2025. Governors had worked in groups together with SMT to review the Strengths, Weaknesses, Threats, and Opportunities (SWOT) analysis. This had been compiled after the meeting and was now presented to NRG for review. The Committee members felt the updated SWOT reflected the discussion on the day and their understanding of the strategic landscape. There had not been significant changes.

- ***Have you reflected on what this means for the Strategy itself?*** SMT adapt as circumstances change, and they will have an August Strategy Day to review and make their operational plans in line with the strategy for the forthcoming year.

The Committee recommended the revised SWOT to the Board to note.

6.3 Accountability Statement 2025

The Principal outlined that this would be the third Accountability Statement which is now an annual requirement. The document sets out what the College will deliver in relation to DfE specific priorities although not everything the College does as an organisation. There had been positive feedback on the College approach to its statement and the format.

The deadline for submission is 30th June so it was proposed that NRG review at this committee meeting and then recommend to the Board via written resolution.

- ***Looking at section 4 [of the draft] it looks as though enrolments have dropped. Given that we are expanding as a college, are these numbers correct since they go against trend? If the figures are true, why is this happening?*** The Principal agreed the check if sub-contractor enrolments are missing. There had been some changes in categorisation of art and design courses, but it was agreed that the overall number should be checked.
- ***On Page 13 it would be worth mentioning the local Industrial Strategy driving growth and apprenticeships.*** It was agreed to add for completeness.

There was positive feedback from Committee members on the Accountability Statement.

The Committee agreed to recommend the Accountability Statement to the Board by written resolution, subject to the agreed changes being circulated to NRG first.

Action	By Whom	Deadline
Principal to update the Accountability Statement with agreed changes and re-circulate to NRG members for review	Principal	Mid-June 2025
Clerk to send written resolution for approval by Board members of the Accountability Statement 2025	Clerk	Mid-June 2025

6.4 Plans for Academic Year-End Board and Committee Self-Assessment

The Clerk outlined the proposals for the end of academic year self-assessments. An external governance review had happened during the 2023/24 academic year so self-assessment for 2024/25 was due as assessment must happen annually. The Committee reviewed the plans and the proposed questionnaires.

The Committee recommended these plans to the Board.

6.5 Annual Review of Governance Documents

The Clerk gave an overview of the changes to the Governance Documents which were outlined in the covering paper but were mainly:

- to recombine the Standing Orders with the Board Procedures (at the last review the Board Procedures had been put into a ‘supporting document’ separate to the Standing Orders but this impeded effective referencing);
- minor changes to the Instrument and Articles of Government to enable smoother handover of future Chairs;
- slight updates to the Committee Terms of Reference to reflect learnings from the Weston intervention report, i.e. that NRG should review the ‘total’ remuneration of the Principal before recommendation to the Board, and to be assured that payroll was transparent;
- the DOI form was unchanged;
- the Declaration of Eligibility had been amended to ensure governors also read the ‘fit and proper’ persons requirements from HMRC and OfS and sign to confirm their eligibility;
- the creation of a Governor Handbook to help induct new governors in particular.

The Committee found the covering paper useful to navigate the changes which were also provided in tracked changes for Committee member review. It was agreed that the handbook would be helpful for new governors and that the changes made were sensible.

The Committee recommended the Governance Documents to the Board.

6.6 AOC Code of Good Governance – Schedule of Compliance

The Clerk gave a verbal update that the drafting of the schedule of compliance requested at the March 2025 Board following the adoption of the new Code of Good Governance was underway but there was quite a lot to be done to evidence every aspect of the principles. It was discussed whether there was a deadline material to this work, and it was not thought that there was. It was agreed that the schedule of compliance would work well as an addition to the September NRG meeting as it would function as a review of how the Board had complied since the adoption of the new code.

The Committee noted the update.

6.7 Timeline for the next External Governance Review

The Clerk presented the suggested dates based on the last review when the Board had undertaken the review during the academic year 2023-24. The next external review would be due to take place during the 2026-27 academic year. It was agreed that the dates for approval should be brought forward by a Board meeting to allow more time for the review to take place as the timelines had been very compressed during the last review. It was agreed that activity for the procurement should begin in 2025-26 to allow the extra time.

The Committee noted the paper and tasked the Clerk with revising the dates to allow more time for procurement and the review itself.

Action	By Whom	Deadline
Clerk to update the timelines and add to the Business Cycle for NRG for 2025-26	Clerk	September 2025

6.8 External Governance Review Recommendations – June 2025 Update

The Clerk gave an update on the progress towards the previous external review recommendations. The majority have been closed. An action from the previous meeting relating to the wording of eleven had been completed. It was agreed to add an EDI questionnaire at the same time so both actions could be completed.

In terms of the ongoing actions the Clerk had updated the Skills Audit and circulate. The Committee members were content with the revisions made to the skills audit questionnaire. It was agreed that succession planning was in progress given the nomination for the Chair of the Board.

The Committee noted the report.

6.9 High Level Paper on Weston College

The Clerk gave an overview of the high-level recommendations from the AOC following the publication of the intervention report into Weston College. A number of further education bodies published their reactions in the lead up to this NRG meeting, so the Clerk undertook to continue to review recommendations as they arose and report back to the committee. There was a discussion about how shocking some of the findings were and that it was a valuable opportunity to review this Board’s own practice.

The Committee noted the report.

7. Policies for Approval
The Clerk gave an overview of the policies presented for approval at the meeting.

7.1 Link Governor Policy

The Clerk explained that there were no material changes to the policy apart from adding a Governor Visit Protocol recognising that it could be stressful for staff to have a governor visit and to remind governors of the need to remain strategic.

The Committee agreed to recommend the policy to the Board.

7.2 Public Value Statement

The Clerk had updated the statement slightly to briefly summarise the College’s mission at the start of the statement.

The Committee agreed to recommend the policy to the Board.

7.3 Strategic Plan Procedure

The procedure had been circulated at the annual Board Strategy Day in April and had been written at the recommendation of the internal auditor.

- ***We have a 5 Year Strategic Plan and a 3 Year Planning Cycle, in which year of the plan should the planning cycle be kicked off? Should this be spelled out in more detail for clarity?*** The Principal explained that the first year of the planning cycle would be in the third year of the Strategic Plan. It was agreed that it would be useful to review and consider how to add in the specifics for clarity so that expectations were clear. It was agreed that the Principal would make some clarifications to the procedure and committee members were content to see the updated version as part of the Board pack subject to the clarifications being made.

The Committee agreed to recommend the procedure to the Board subject to the clarifications being made.

Action	By Whom	Deadline
Principal to update the procedure for clarity.	Principal	July 2025

8. Any Other Business

No items were raised under AOB.

9. Future Business
9.1 Proposed Cycle of Business 2025/26

The Clerk gave an overview of the updated Cycle of Business for NRG Committee for 2025-26. The Committee members were content overall with the proposed plan.

It was agreed to reflect the proposed brought-forward dates for External Governance Review procurement in the plan as well as any Strategic Plan cycle dates should they fall into 2025-26. It was agreed that the remuneration items (5.1-5.3) that could not be discussed in this meeting be added to the September meeting.

The next NRG Committee meeting is scheduled for Monday 29th September 2025 in person.

A Mumford
Adam Mumford
Signature ……………………………………………………
15/10/2025

This Document has been Signed with a **secure electronic signature** via E-Sign.

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