

CORPORATION BOARD

Nominations, Remuneration & Governance Committee



Minutes of a meeting held at Abingdon Campus on Monday 29th September 2025 at 6pm

Present

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

In attendance

Joanne Milson, Deputy Principal
Kevin Wilkinson, Head of People Services
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

There were no apologies for the meeting. The meeting was quorate.

Two items were raised which were discussed under section 4 Nominations instead of AOB.

1.2 Declarations of interest

Declarations of interest were made by Jacqui Canton for items 5.2 to 5.4, and by Jude Brown for items 5.5 and 5.6. No other declarations of interest were made.

2. Minutes of the meeting held on 9th June 2025

2.1 Public Minutes

The minutes of the previous meeting were approved as an accurate record of the meeting held on 9th June 2025 with one correction of a typo in 4.2.

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 had been confirmed completed so her appointment as an external governor was approved to proceed.

Action	By Whom	Deadline
Clerk to circulate a written resolution for the appointment of Jessie Weavers-Medina as an external governor to be allocated to F&GP Committee	Clerk	October 2025

The Committee noted the report.

4. Nominations

4.1 Annual Review of Board Composition

The Clerk presented the report highlighting the changes throughout the past year and notable changes. The Committee discussed the usefulness of the skills survey to highlight gaps which could inform external governor recruitment. The area of sustainability was

discussed, and it was felt that the former student governor who was in the process of being appointed as an external governor had strengths in this area.

The Committee noted the report.

4.2 Annual Review of the Committee Structure

The Clerk presented the paper on the Committee Structure. The Committee members felt that the structure was working well and there was no reason to change the structure for the new academic year.

The Committee noted the report.

4.3 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 upcoming expiries.

In recognition of the governor's value and contributions, it was agreed that the Chair would reach out to the governor whose first term of appointment is due to expire in February 2026 to see if he would be interested in serving a second term. It was also agreed that succession planning for the role of Vice-Chair of the Corporation Board should commence soon.

The merits of recruiting co-opted members versus full governors was briefly discussed. The progress on appointing a new student governor was welcomed. The contributions of the Student Voice Coordinator as well as the Marketing team and the previous student governor in promoting the role to students were acknowledged.

The Chair of the Corporation Board had discussed candidates for the role of Chair of Audit Committee with Audit Committee members and there was a nomination for external governor Amanda Tilley. The Clerk will send a written resolution to the members of Audit Committee so that the vacancy can be filled.

The role of Designated Safeguarding Governor was also discussed and the Chair of the Corporation Board nominated external governor Clare Forder for the role having discussed the possibility with her. The Committee agreed with the nomination and the Clerk will send a written resolution to the Board to seek confirmation and allow the governor time to take up the role.

The Committee discussed the Link Governor areas and agreed that external governor Amanda Tilley should cover Oxfordshire Adult Learning as she had an interest in that area.

The proposed amendments to some governors' terms of office to align better with the governance cycle were discussed and the Clerk was tasked with discussing the amendments with affected governors to seek their agreement. It was felt by the Committee that the minor amendments would not contravene the spirit of the Code of Good Governance.

The Committee reviewed the candidates for the external governor vacancies that had been received and felt that they were all impressive candidates with relevant expertise. It was agreed to form an interview panel to progress recruitment. The Chair agreed to provide his availability and the Clerk would then seek additional interviewers. There was a discussion as to how the applicants might line up with the current committee vacancies, and it was agreed

that this would be reviewed and allocation to committees would be done once interviews were completed.

Action	By Whom	Deadline
Clerk to send a written resolution for the nomination of Chair of Audit to the members of Audit Committee.	Clerk	October 2025
Clerk to send a written resolution for the nomination of Clare Forder to the role of Designated Safeguarding Governor to members of the Board.	Clerk	October 2025
Clerk to arrange interviews for the applicants to the external governor vacancies	Clerk	October 2025
Clerk to contact governors to seek agreement to amended terms of office	Clerk	October 2025

The Committee noted the report and agreed the nominations of Clare Forder as Designated Safeguarding Governor and Amanda Tilley as Chair of Audit. In addition, the Committee agreed to progress the external governor applications to interview.

5. Remuneration

5.1 Draft Remuneration Report

The Committee discussed the fact that this information will in fact go to the F&GP and Audit Committees as part of the creation and review of the Financial Statements. The Chair of the Corporation Board undertook to ensure that the pay multiples of the Principal/CEO and median earnings of the College workforce information was properly incorporated.

The Committee agreed that this item should be removed from the business cycle for NRG in future years.

The Committee noted the report.

5.2 Annual Appraisal of the Principal [Confidential]

The Principal and Deputy principal left the meeting for items 5.2 to 5.4. Confidential minutes of 5.2-5.6 were made.

5.3 Annual Review of Principal's Remuneration Against Benchmark [Confidential]

5.4 Principal's Pay Award [Confidential]

The Principal and Deputy Principal rejoined the meeting.

5.5 Annual Review of Remuneration of Clerk Against Benchmark [Confidential]

The Clerk left the meeting for this item.

5.6 Probation Review of the Clerk [Confidential]

The Clerk rejoined the meeting after the discussion had concluded

6 Governance

6.1 Update on Progress Towards Delivering the Strategic Plan

The Principal gave an overview of the paper which reflected on progress over the past academic year and include detailed appendices containing the KPIs and Operational Plan. The latter contained both material from the Accountability Statement as well as SMT's own objectives. Highlights included strong financial performance against the five-year plan and that, while quality is not where the Principal would like it to be yet, achievements rates have recently improved significantly.

- ***FE student satisfaction is below target, should we be concerned about this?***

The Principal agreed that the senior team would like this to be better and the detail of this score and underlying questions are reviewed in detail at CQS. The Deputy Principal explained that the survey is conducted three times a year and the third term typically results in lower scores which has been attributed to stress about exams and workload in Term 3 as the results do vary throughout the year. It has been considered whether the scores should be averaged

The Chair of CQS suggested that the national picture could be worth looking at for comparison and to see if there are commonalities, and that this could potentially be reviewed at CQS Committee. There is also the question of whether a termly survey is really needed.

- ***What do you do regarding the root causes?*** The Deputy Principal explained that there are limitations in terms of identifying root causes as the survey covers a broad range of students across a lot of areas. Most recently the College has been focused on raising the participation rate of the survey. The Heads of Faculty and other leaders in the College do discuss feedback with students over and above the surveys so there are other ways in which the College is collecting data and the key is to try to connect this to gain a broader understanding. This could be discussed in more depth at CQS.

The Committee discussed using the outcome of discussions at CQS could inform and update the questions used by governors at the termly Student Engagement sessions.

The Committee members noted that there were positive trends underlying some of the amber KPIs, for example staff turnover. The definition of red, amber, and green was discussed.

- ***Do any of the reds worry SMT?*** The Principal is not worried about apprenticeships but felt that the destination data needed to be understood in more depth. The staff satisfaction survey results were compared with other colleges who undertook the survey so not all colleges. The College is in the top 40% for staff satisfaction but this is compared to the whole cohort and not to colleges of comparable size. The full results of the staff survey go to F&GP Committee including year on year trends and are broadly better and going in a positive direction.

The Committee noted that this had been the best year yet in relation to progress on carbon emissions and the Principal updated that the new Environmental and Sustainability Advisor had started recently.

The Committee noted the report.

6.2 Development of the New Strategic Plan

The Principal gave an overview of the paper highlighting that that she was implementing the recently agreed Strategic Planning procedure as the end of the current five-year plan was in sight. The coming academic year 2025-26 was therefore the Planning Year referred to in the

procedure. In discussion with the Chair of the Corporation Board it was proposed that the Annual Strategy Day would be used to undertake more detailed situational analysis so that the Board could understand where the plan now sits in relation to the external environment. A number of options could then be chosen, for example a 'lite' process to extend the plan for a period if it remains relevant, or a more comprehensive review.

The Principal explained that the likely biggest influence on the College's strategic position would be devolution which may not be fully implemented until 2028. It was agreed that it would be useful to have this purposeful discussion at the Strategy Day.

The Committee were content with the proposals and agreed to recommend the paper to the Board in October for approval.

6.3 Annual Board and Committee Self-Assessments

The Clerk gave an overview of the results of the Self-Assessment surveys that had been conducted following the Board's approval of the plans for internal assessment of its operation during the 2024-25 academic year.

The level of strength of agreement had increased for most statements compared to the previous year. The only areas with some disagreements were for Sustainability and Stakeholder engagement.

It was felt that the area of Sustainability would improve with the appointment of a governor with special interest in this area as well as the new starter at the College in a sustainability role.

The Committee discussed who the stakeholders of the college were focussing on the external environment. It was agreed that the Principal would create a stakeholder map and give an overview of how the College engages with them at the Annual Strategy Day. Governors can then review this and consider if they would like to improve this. It was agreed that this would form a useful input to context settings at the Strategy Day.

It was noted that one area where fewer people strongly agreed with the statement was governor understanding of roles and responsibilities. It was agreed that this could be improved by a strong induction programme and ongoing training.

The Committee discussed safeguarding updates based on some of the feedback and agreed that this should be added as a standing agenda item for CQS Committee which could then be reported to Board through the Chair of CQS update at Board meetings.

There was a brief discussion as to whether Chairs of Committees should produce written reports annually, but it was felt that the minutes as well as the standard reports sufficed.

The Committee was content with the report on its own self-assessment.

Action	By Whom	Deadline
Principal to create a stakeholder map and overview of how the College engages with them	Principal	April 2026

The Committee noted the report.

6.4 Annual Governance Report 2024-2025 to Audit Committee

The Clerk gave a brief overview of the paper and explained the highlighted section regarding the discussion of internal audit proposals. The Committee were content with the wording. It was agreed to add the percentage attendance to section seven and to mention the removal of a governor for non-attendance also in this section.

The Committee approved the report to go to Audit Committee with the suggested amendments to section seven on attendance.

6.5 Annual NRG Committee Report to the Board

The Clerk gave an overview of the paper, and the Committee was content that the paper covered the key points from the year.

The Committee agreed to recommend the paper to the Board to note.

6.6 Schedule of Compliance with the AOC FE Code of Good Governance

The Clerk highlighted the background to the paper, which was that, after the adoption of the new code by the Board in March 2025, the Chair had asked for a review of how the Board complied with the new code. The Clerk had undertaken this as a review of how the Board had complied during 2024-25 to give NRG and the Board confidence to state that the Board had complied during the year, as must be stated in the Statutory Financial Statements. It was agreed that the review was comprehensive and provided confidence that the College was complying with the new FE Code of Good Governance.

The Committee noted the report.

6.7 Updates to Instrument and Articles of Government

The Clerk gave an overview of the changes to the Governance Documents which were prompted by recommendations from the DfE and Charity Commission that came too late for the previous review cycle.

The proposed addition of a clause on Freedom of Speech intended to reflect the recent updates to the Higher Education (Freedom of Speech) Act 2023 was discussed in some detail and agreed to remove at this stage pending a more in-depth review of what was needed.

The Committee recommended the revised Instrument and Articles of Government to the Board with the agreed removal of the clause on freedom of speech for now.

Action	By Whom	Deadline
Clerk to review with the Principal and Head of HE what is required regarding freedom of speech	Clerk	November 2025

6.8 Last External Governance Review – Review of Actions

The Clerk gave an update on the progress towards the previous external review recommendations. The majority have been closed and archived from the report.

The Clerk had updated the Skills Audit and circulated, and this had been reported under 4.1 of this agenda. It was agreed that succession planning for the Chair had been completed

successfully, but that succession planning remains an ongoing focus for other appointments under the usual report to NRG on governor terms of office, appointments, and recruitment. The Clerk will circulate an EDI survey using People Services standard questionnaire during October and this will complete the outstanding action.

The Committee noted the report.

6.9 Timeline for the next External Governance Review

The Clerk presented the updated dates based on feedback at the last meeting of the Committee to allow more time for the review. The next external review would be due to take place during the 2026-27 academic year.

The Committee approved the updated timeline set out in the paper.

6.10 Review of Confidential Papers and Minutes

The Clerk gave an overview of the paper covering the confidential items from the past academic year as the Committee is required to do from time to time. The Committee agreed with the proposals to retain confidentiality as appropriate for commercial or personal reasons.

The Committee approved the report.

7. Policies for Approval

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

7.1 Senior Post Holder Disciplinary Policy

The Clerk explained that the policy had been refreshed with minor amendments for clarity.

The Committee agreed to recommend the policy to the Board.

7.2 Senior Post Holder Grievance Policy

The Clerk explained that the policy had been refreshed with minor amendments for clarity.

The Committee agreed to recommend the policy to the Board.

8. Any Other Business

The items raised by the Chair of the Corporation Board at the start of the meeting were dealt with under Nominations.

9. Future Business

The next NRG Committee meeting is scheduled for Monday 17th November to be held online.

It was discussed that this meeting is sometimes not required if there is insufficient business to justify the meeting. Given the amount of ongoing recruitment, the Chair will review with the Clerk whether the meeting is necessary nearer to the time. The date will also be reviewed as the Principal will be unavailable.

A Mumford

Adam Mumford

Signature

13/03/2026



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