

**CORPORATION BOARD**  
**Nominations, Remuneration & Governance Committee**



Minutes of a meeting held in person and online on Wednesday 13<sup>th</sup> March at 2:00pm

**Present**

Adam Mumford (Chair)  
 Jacqui Canton  
 Nick Handy  
 Jessie Weavers-Medina

**In attendance**

Kelly Haddrell, *Head of HR*  
 Howard Stamp, Clerk and Governance  
 Advisor (minutes)

Governor questions are represented with bullet points, and management responses are italicized.

**1. Apologies and matters to be raised under AOB**

There were apologies received from Astrid Schloerscheidt and Nicolas Pages. There were no matters arising to be raised under AOB.

**1.2 Declarations of interest**

The Principal declared an interest in item 6.1 regarding the Principal's objectives. No other declarations of interest were provided.

**2. Minutes of the meeting held on 22<sup>nd</sup> November 2023**

**2.1 Public Minutes**

The committee approved the minutes of the previous meeting for signature.

**3. Matters Arising, Written Resolutions & Action Points**

The matters arising were noted, recognising the ongoing actions for the Clerk some of which are agenda items for this meeting.

**4. Policies for approval**

**4.0 Policies cover sheet**

**4.1 Delegation Framework**

The committee discussed minor updates to the Delegation Framework, highlighting revisions to reflect the responsibilities of the Senior Management Team (SMT) including the removal of specific names in favour of job titles for clarity.

- **Should monetary value be part of the approval level?** *This is believed to be included as part of the financial regulations, however if not it could be added here.*

Action	By Whom	Deadline
Clerk to check monetary approval levels are included within the financial regulations and if not, then add them to this policy	Clerk	April 2024

The committee recommended the policy to the Board.

**4.2 Governance Assessment and Quality Improvement**

The committee discussed minor updates to the Governance Assessment and Quality Improvement Policy. It was noted the main change was to include the requirement to undertake an external review every three years. Some inconsistencies of numbering and documents formatting were noted to be included ahead of inclusion to the Board papers for approval.

Action	By Whom	Deadline
Clerk to update numbering and format prior to approval.	Clerk	March 2024

The committee recommended to the Board.

#### 4.3 Board Confidentiality

The committee discussed minor updates to the Board Confidentiality Policy. The committee discussed the presentation of the formal job title of the Clerk as the Clerk and Governance Advisor. It was agreed to include the formal title in full at the start of the document and follow consistently through the document.

The responsibility of the student governor within this policy was discussed. It was noted that the confidentiality in this area was quite complex and not clear within the governing documents.

The committee recommended the policy for approval once the clarification had been included of student governor confidentiality.

Action	By Whom	Deadline
Clerk to review the policy, to include the detail of the student governor elements and ensure the document is up to date with current legislation and references the standing orders.	Clerk	March 2024

#### 4.4 External Governor Recruitment & Selection

The committee discussed updates to the External Governor Recruitment & Selection Policy. The document had been presented as an annual refresh, however with discussion between committee members, there was more clarification required on several points. In particular, the requirements and implications of committee titles, specifically the Nominations and Remuneration and Governance Committee.

The committee concluded this document would benefit from a further detailed review rather than an annual refresh. The committee requested that the Clerk carry out more work on this document bring back to the next NRG committee for discussion before recommendation to the Board.

The committee did not recommend the policy to Board for approval.

Action	By Whom	Deadline
Clerk to review the Governor Recruitment policy in further detail, for presentation to the next NRG committee, with specific focus on and statutory requirement for a nominations committee.	Clerk	Next Meeting

#### 4.5 Governor Expenses and Reimbursement

The committee discussed updates to the Governor Expenses and Reimbursement Policy.

Specific questions were raised about the provision for bicycle use by governors, and whether this policy could be aligned with the HMRC recommendations given that this would also support sustainability goals. It was agreed this should mirror the staff expenses policy. The committee agreed this should not be a reason not to recommend as it may take longer to update both the staff and governor policies together.

The committee agreed to recommend the policy in its current form and to separately request that the staff policy were updated.

The process of expenses claims was discussed, and the committee agreed to amend the wording in the policy to reference support from the Clerk.

The committee agreed to make a small change; any expenses and/or accommodation relating to the Chair should be approved by the Vice Chair.

The committee recommended the policy to the Board.

Action	By Whom	Deadline
Clerk to follow up with Finance Director and Head of People services to reflect the use of bicycles in future expenses policies.	Clerk	March 2024
Clerk to amend the wording for the reimbursement process	Clerk	March 2024
Clerk to add wording for the expenses requested by the Chair to be approved by the Vice Chair.	Clerk	March 2024

## 5. Nominations

### 5.1 Vice Chair's report on annual appraisal of the chair

The Vice Chair provided an update to the committee on the annual appraisal of the Chair. It was discussed that although this would usually be the time of year the appraisal is undertaken, the current Chair had only been in post from January and therefore an appraisal would not be appropriate.

The committee agreed that a review during the summer committee cycle would be appropriate and allow time for reflection on actions ahead of the next academic year.

### 5.2 Update on Terms of Office, Recruitment, Committee membership and Appointments

The Clerk outlined the report and there was discussion on the current committee memberships. The committee expressed a need for a review to ensure a balanced and appropriate mix of members across committees. It was highlighted that there was a small imbalance in the distribution of external governors and some potential changes were proposed to address this issue and to ensure F&GP committee had an appropriate number of members whilst there was a vacancy for a governor.

The current composition of the Audit Committee and the Curriculum Quality and Students committee were discussed. The committee expressed satisfaction with the mix and number of members, considering it appropriate for both the committee's functions.

The committee discussed in more detail the membership of the Finance & General Purposes committee (F&GP). The discussion revolved around the need for a more balanced representation on the F&GP Committee, especially with external governors.

It was proposed to consider moving one member with estates knowledge and skills from the Audit Committee to the F&GP Committee to address the imbalance; it was felt the Audit committee would still have sufficient numbers and skills mix.

Student governors were also discussed, recognising that the current student governor term of office was due to end in July. The committee requested the Clerk undertake the necessary steps to begin the recruitment of student governors.

The committee agreed to revisit the committee memberships in the next meeting to finalise any necessary changes.

Action	By Whom	Deadline
Chair of the Corporation to speak with one external governor about possibly moving to the F&GP committee.	Chair of Corporation	May 2024
The Principal to speak with the staff governor whose term ends this academic year, to understand if they would like to be nominated for a second term.	Principal	April 2024
Clerk to ensure the two new governors are included on the webpage.	Clerk	April 2024

## 6. Remunerations

### 6.1 Update on Principal's objectives and Personal Development Plan

The Chair of the Corporation provided a verbal update to the committee, highlighting that a discussion has taken place with the Principal regarding their objectives. The objectives that have been mutually agreed map against the current strategic objectives of the college.

Detail of the Principal's objectives are held confidentially.

The committee noted the verbal update.

## 7. Governance

### 7.1 External Governance Review Draft Report

### 7.2 External Governance Review draft recommendations

The Clerk provided a detailed summary of the draft external governance review report. The committee agreed the report had not provided any detail that the college was unaware of in terms of both areas of strength and recommendations for improvement.

It was felt by some committee members that there were some areas of the report did not fully represent some of the governance work carried out by the college.

Regarding the publication of the report, it was clarified that there is no strict requirement to publish the report. However, it was suggested that a summary of key findings, strengths, and areas for improvement could be published on the college's website. Approval should be sought from the reviewer of the wording to be published.

The committee discussed the recommendations from the report and those extracted by the Clerk. The committee agreed for the Clerk to take these recommendations forward.

Action	By Whom	Deadline
Clerk to write a summary of the report and findings to be published to the college's website using the key strengths and recommendations.	Clerk	April 2024
Clerk to follow up on the recommendations coming out of the external governance review.	Clerk	September 2024

The committee agreed to recommend the report and recommendations to the Board.

### 7.3 Review of Instruments & Articles of Governance

The Clerk provided an overview into the review of governance documents, particularly focusing on the alignment of the instruments and articles with the standing orders. The initial discussion highlighted discrepancies in the number of external governors and proposed aligning them to ensure consistency. The committee agreed this would be aligned to 13 members with two staff governors and up to two student governors.

The committee discussed a small number of points in relation to updating the Instruments and Articles of Governance to ensure the document reflected current working governance practices at the college. The committee recognised that much of the content of this document is standard working and statutory information.

Following a small number of amendments the committee agreed to recommend the document to the Board.

#### **7.4 Review of Standing Orders**

The Clerk presented the revised standing orders for review by the committee.

The Clerk explained that the sections that had been removed from the document included items that reflected local government process rather than similar Further Education organisations. The revised document was therefore now more aligned to the further education sector.

The committee worked through each section of the proposed document. The committee discussed whether the membership and appointment of governors should align with academic terms and whether student governor appointments should align with academic years. Wording was adjusted to ensure this is clear.

The committee structure was discussed, as was the language used for convening committee meetings. The method of attendance for committee meetings was discussed, recognising the benefit of both in person and remote committee meetings to ensure good engagement from committee members. It was agreed that the committee chair should decide the appropriate method of meeting for each committee meeting throughout the year.

The committee discussed the revised standing orders at length and following this agreed the supporting documents should be held for review until the following meeting. There was some initial discussion around the supporting documents which had been reviewed alongside the standing orders however the committee felt there could be further work to rationalise these documents into a 'handbook' style document and to ensure consistency across terms of reference for each committee.

The Clerk would therefore undertake a further review of the supporting documents. The committee did agree to approve the adoption of the updated Eversheds code of conduct.

The committee recommended the draft standing orders to the Board following some small changes.

The committee agreed to hold the supporting documents for further review at the next NRG meeting.

The committee agreed to recommend the updated code of conduct to the Board.

<b>Action</b>	<b>By Whom</b>	<b>Deadline</b>
Clerk to carry out further review of the supporting documents in readiness for the next NRG committee in June.	Clerk	Next Meeting

#### **7.6 Update on progress towards delivering the Strategic Plan**

The Principal presented an update on the progress towards the Strategic Plan. The update included discussion of progress against each of the KPIs emphasising that these are also agenda items at the relevant committee meetings.

The committee agreed the report was positive and recognised the college continued to move in the right direction against strategic objectives.

The committee noted the report.

**8. Any Other Business**

There were no items of AOB raised.

**9.0 Future Business**

The draft calendar of dates was discussed by the committee. The committee discussed the benefits and drawbacks of a combined F&GP and Audit committee for end of year accounts. The committee agreed to keep the two meetings separate for the next academic year.

The committee recommended the draft calendar of dates to the Board.

It was agreed that the supporting governing documents would form part of the next agenda alongside usual scheduled agenda items.

*Approved for signature: ..12/03/2024.....*

A Mumford  
22/Aug/2024 15:43:01

Signature .....*Adam Mumford*.....

Date .....22/08/2024.....



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## Document Signers Scan/Click the QR Code to view signature information

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## Document History

Thu, 22 Aug 2024 15:43:01	<b>Adam Mumford</b> Signed the Document (IP: 217.38.23.82)
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