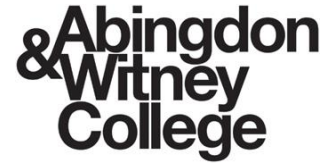


CORPORATION BOARD
Nominations, Remuneration & Governance Committee



Minutes of a meeting held in person and online on Wednesday 22nd November 2023 at 2:00pm

Present

Adam Mumford, (Chair)
 Jacqui Canton, *Principal & Chief Executive*
 Nick Handy, *Chair of F&GP Committee*
 Gavin Maitland-Smith, *Chair of Governors*
 Jessica Weavers-Medina, *Student Governor*

In attendance

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

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

1. Apologies and matters to be raised under AOB

There were no apologies given for the meeting and no matters arising to be raised under AOB. The Principal declared an interest in item 7.1 regarding senior post holder remuneration. No other declarations of interest were provided.

The Chair recognised the work and commitment of previous governor and joint chair of NRG Vicky Field. The committee acknowledged and shared their thanks for the 8 years of dedication as a governor.

2. Minutes of the meeting held on 25th October 2023

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

3. Matters Arising, Written Resolutions & Action Points

No written resolutions have been made since the last committee meeting. The majority of the actions listed had been completed or were in progress. There was a discussion held around two historic actions. It was agreed to the actions to remain and the Clerk to review the actions as part of the External Governance Review.

4. Nominations

4.1. Update on governor recruitment and appointments

The Clerk provided an update on the current governor vacancies. It was highlighted there were two candidates who had been shortlisted for interviews taking place the day after this committee meeting, one candidate with significant FE experience and the other with a background in audit and accounting. Any recommendations to appoint would be made to the Board for approval.

The committee recognised the opportunity to fill governor vacancies, acknowledging that a further vacancy would arise in January 2024. The Clerk is already having conversations with another potential candidates with more generalist experience in business management.

4.2. Update on Committee Chairs

The Clerk provided an update on the current position regarding the re-election of committee chairs for CQS and Audit. The CQS Chair appointment is currently being carried out via written resolution as there have been some apologies received for the upcoming meeting. This appointment is expected to be completed prior to the committee meeting.

A similar process will shortly take place for the Chair of Audit committee for which one nomination has been received. The written resolution will be circulated to all other committee member in due course.

It was noted a new Chair of F&GP would also be required for the March committee meeting.

5. Remuneration

None at this meeting.

6. Governance

6.1 External Governance Review Update

The Clerk provided a verbal update on the ongoing External Governance review advising the committee that the review had started with the provision of a number of documents and initial meetings with some governors and members of the senior management team.

The External Governance Reviewer, Melissa [present at this committee meeting] would attend all upcoming meetings in this cycle and the corporation board meeting in December.

A draft report would be expected to be provided to the Clerk in the last week of December.

The committee thanked Melissa for undertaking the review and looked forward to any advice or suggestions for quality improvement.

6.2. NRG Committee Self-Assessment

The Clerk presented the paper that combined comments received from all committee members as part of the self-assessment review. There was positive discussion from the committee, and they agreed with the points raised and the need for continual review of the committee purpose and reflection to ensure it remain efficient.

The committee noted the report.

6.3 Review of Standing Orders

The Clerk outlined the requirement to undertake a review of the standing orders that had originally been scheduled for this meeting. However, due to the ongoing External Governance Review which included a review of the governing documents, the revised draft documents would therefore be presented at the March committee cycle. This approach was approved by the committee.

There was a discussion of key items to be considered as part of the document review and the committee agreed it would be better to undertake a comprehensive rewrite rather than minor changes to help ensure consistency.

The committee members requested particular focus in some areas including both CQS and NRG Terms of Reference. Ensuring we have something that is easy to follow and clearly highlights the responsibilities and decisions to be undertaken by each committee and the Board was highlighted by the committee as important.

A suggestion was also raised of the possibility of a visual or one-page visual summary if possible.

7. Policies for Approval

7.1 Senior Post Holder Remuneration Policy

The Clerk outlined this policy noting this was a refresh with no changes. There was a discussion regards the ONS reclassification and the requirement to report senior salaries over a threshold. It was confirmed this was only relevant to new appointments made above

the threshold and would not therefore apply to usual salary increments applied by the college.

The committee recommended the policy to the Board.

7.2 Governor Induction and Development Policy

The Clerk outlined this policy noting this was a refresh with no changes. The committee discussed the Governor Induction process and the consistency of implementation. It was also discussed that some items of potential development may have been missed in the previous absence of a Clerk. Since the appointment of a Clerk, the committee were keen to ensure items of interest such as workshops were circulated to both new and existing governors as part of ongoing CPD.

The committee recommended the policy to the Board.

7.3 Policy Framework

The Clerk outlined the policy as a refreshed policy with only minor changes and confirming that the full list of policies would be kept separately by the Clerk and presented to the governors as required. The committee agreed policy approval level was appropriate to continue with a risk based approach.

The committee recommended the policy to the Board.

8. Any Other Business

There were no items raised under AOB.

9.0 Future Business

It was agreed that the standing orders and governing documents would form part of the next agenda alongside schedule agenda items.

Approved for signature: 13th March 2024

Signature A Mumford
22/Aug/2024 13:57:35
Adam Mumford

Date 22/08/2024



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