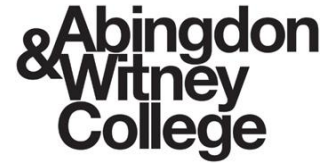


**CORPORATION BOARD**  
**Nominations, Remuneration & Governance Committee**



Minutes of a meeting held in person and online on Thursday 25 October 2023 at 3:30pm

**Present**

Victoria Field, *Chair of CQS Committee (Chair)*  
 Adam Mumford, *Chair of Audit Committee*  
 Jacqui Canton, *Principal & Chief Executive*  
 Nick Handy, *Chair of F&GP Committee*  
 Gavin Maitland-Smith, *Chair of Governors*

**In attendance**

Kelly Haddrell, *Head of HR*  
 Jessie Weavers-Medina, *Student Governor*  
 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 no apologies given for the meeting and no items to be raised under AOB.

A declaration of interest was made by Jessie Weavers-Medina for item 4.3.  
 There were no further declarations of interest.

**2. Minutes of the meeting held on 15 June 2023**

Governors requested for a small revision to identify the detail of matters arising in the minutes rather than the reference numbers. 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 Clerk highlighted the actions had not been included in the committee papers and would circulate following the meeting. Governors agreed and recalled from the minutes there not being any urgent actions following the last meeting.

Action	By Whom	Deadline
Circulate actions from last meeting	Clerk	October 2023

**4. Nominations**

**4.1. Annual Review of Board (size, composition, skill set, succession management, terms of office)**

The Clerk presented the paper highlighting the changes in the Board composition over the last academic year. The committee recognized the requirement to carry out governor recruitment and to review appointments of chairs for each committee, noting these items were on the agenda for discussion in further detail.

There was discussion on the requirement of student governor roles on the board, recognising that there is only currently one of two possible vacancies filled by students. Governors discussed the need to improve student engagement and representation, acknowledging this work was also in motion under the student engagement proposal. The governors suggested an update to the wording in the standing orders to reflect the wider student engagement work that is undertaken.

Action	By Whom	Deadline
Update Standing Orders to reflect wider student and governor engagement	Clerk	Next meeting

#### 4.2. Annual Review of the committee structure

The committee structure was reviewed, and it was noted that there had been no requests to change it in the previous year. The committee structure was found to be comprehensive, covering all necessary aspects and statutory requirements. No changes were proposed or required for the upcoming year.

One item was highlighted by governors; to amend the wording for the Audit committee members to reflect the Principal is not a member of the committee however is invited to attend.

Action	By Whom	Deadline
Update to Audit committee membership wording	Clerk	October 2023

#### 4.3. Governor terms of office & appointments

The Clerk outlined the paper highlighting the terms of office due to expire in the first term of the academic year, drawing attention to two governors who have now reach the end of the second term and therefore cannot be reappointed.

At this point Jessie Weavers-Medina was asked to leave the meeting while the student governor term was discussed. The proposal had been received by the clerk to update the wording of the standing orders allowing a student governor to serve for two full academic years permitted they hold an active enrolment. The proposal was accepted.

This amendment therefore will mean the current student governor appointment held by Jessie Weavers would be extended from 23<sup>rd</sup> November 2023 to 31<sup>st</sup> July 2024. All were in agreement.

Jessie was invited to rejoin the meeting.

Discussion shifted to the process of appointments of committee chairs due to expire. The Clerk highlighted from the paper the chair of CQS and Audit were due for renewal. Tthe Chair of F&GP would be also due for renewal following the appointment agreed by the Board to appoint Nick Handy as Chair of the Corporation from 1<sup>st</sup> January 2024.

Discussion was held that the Vice Chair of the Corporation, Adam Mumford would remain as the sole chair of NRG and therefore not stand for reappointment as Chair of Audit Committee.

Governors agreed the process that had been used before to appoint committee chairs had worked well, with NRG recommending individuals, with their permission, to stand for appointment as chair to relevant committees. While it was recognised that this process had worked well, it was also noted that the standing orders specified that the committee should ultimately decide on its chair. There was an agreement to follow this process and approach individuals outside of the meeting.

The Clerk also highlighted the designated and link governor areas. The link governor areas were agreed and to be circulated to governors and relevant college Heads of Faculty and managers. It was agreed to revisit designated areas informed by the outcome of committee chair appointments to ensure fair representation and workload.

Action	By Whom	Deadline
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Update to student governor wording in standing orders	Clerk	Next meeting
Chairs of Audit, CQS and F&GP to approach individuals to stand for appointment	Governors	November 2023

#### 4.4. Update on Governor Recruitment

The clerk presented the paper on governor recruitment, highlighting that we have one individual that has now formally applied following a discussion with the clerk. This individual has further education experience in senior roles. The committee agreed to carry out an interview with the individual at a mutually convenient time.

The principal highlighted they had also now been contacted by an individual with accounting experience who had expressed an interest in joining the governing body. It was agreed for the contact to be passed to the clerk to follow up with an informal meeting and identify suitability and skills set to meet the needs of the board composition.

The committee agreed this was a positive movement and would fulfil the skill sets required for the Board.

Governors discussed the number of new governors on the Board and suggested that a piece of work could be carried out to provide support on strategy and vision to support them in growing into the governor role and ensuring the ongoing effectiveness of the Board.

Action	By Whom	Deadline
Follow up with each Governor candidate to follow through to formal interview.	Clerk	October 2023

## 5. Remuneration

### 5.1 Annual Appraisal of the Principal

A verbal update was provided by the Chair of the Corporation on the Principal's appraisal.

This item is noted in the Confidential Minutes due to the content of discussion.

## 6. Governance

### 6.1. External Governance Review & Committee Self-Assessment

The Clerk outlined the paper highlighting the requirement to undertake an External Board review and the three providers that had engaged in discussion to provide an outline of work.

There was discussion around one provider having previously provided services to the college and agreed there was no conflict of interest for the External Board Review.

There was good discussion around all three providers outlined. The Governors agreed with the Clerk's proposal to approach Rockborn to undertake the review or Governance4FE if Rockborn are unavailable for our timeframe.

The Clerk would check that this committee has permission from the board to make the final decision or if a written resolution was required to confirm the provider.

The Clerk outlined the approach to be taken in the first academic term to carry out a committee self-assessment. The committee agreed with the approach and the Clerk will forward to all governors in due course.

The committee approved the report.

## 6.2. Annual report to Audit Committee on Board effectiveness

The Clerk outlined the paper highlighting this is a statutory return due to be presented at the next audit committee in November.

One comment was raised on item 4 of the report; we should make the vice chair item explicit that this had been held in a joint capacity and following the end of appointment of one post holder this would now continue as a sole appointment.

It was also discussed by governors around the review of Chair of the Corporation to and to reflect on the outgoing chair to ensure it doesn't read as an outcome of the review but rather the end of an appointment.

The committee agreed for the revisions to be made and the report to be put forward to the audit committee.

Action	By Whom	Deadline
Report to be updated with comments prior to audit committee	Clerk	October 2023

## 6.3 Annual committee report to the Board

The clerk outlined the paper to be presented to the Board, reflecting on the work of the committee for the last academic year.

- What is the requirement and/or purpose of this report? *This is an historic report that had previously been considered best practice, however part of the ongoing work by the Clerk is to review items going to each committee and the requirements and best practice of our governance arrangements.*
- Should the new Chair appointment be included in this report? *Yes, this should be included in the Nominations part; the Clerk will update.*

The committee approved the report to be presented to the Board.

## 6.4 Update on progress towards delivering the Strategic Plan

The Principal presented the report to the committee, highlighting the purpose of the report was for this committee to be assured that all committees and the board are collectively working towards the strategic plan.

Information within the report had been reported throughout the year at various committees and governor events and therefore would be familiar content for governors.

- The HE review, what is the timeline and scope of this? *We haven't yet scoped out a timeline for this. We expect for this to run through at least this academic year as we would like to carry out some very detailed work on this item.*
- The new bus service, what has been the take up on this? *It has not had as much take up as planned, it has been discussed at the marketing committee about how we could improve uptake of this service and promote benefits to strategically support those campuses where there is still capacity for student recruitment.*

- Have students in these postcode regions been specifically contacted? *We have carried out targeted Facebook campaigns for these areas. We will check that current students have also been contacted.*
- Is there any indication why student recruitment at Witney is flat as opposed to the growth at other campuses? *That is a topic we are just working through currently; we have a lot of data on the demographic and the team are working through this to provide an update at the coming board meeting. We are looking at various ways to split the data on this topic to gain an informed picture.*
- Looking at the strategic KPIs, are there any reasons for some SAR areas not quite making the outstanding grade where we had planned to? *In part this is due to the expected drop in achievement grades and due to this drop we didn't feel it appropriate to grade higher. Majority of facilities have moved forward but not enough to take them into the Outstanding grade. We are confident they are higher in the 'Good' grading scale.*
- Staff turnover is reducing, but still slightly above the target. *Yes, that is correct.*
- Staff feeling valued is red. *We will provide more detail on this in the HR report at F&GP as it is a more challenging measure to grade. We are currently breaking down the data by department to see if there are any trends. We are also looking at some drop-in sessions to see what 'feeling valued' means to staff. There is no benchmarking data for other college as yet to compare on this.*
- It is good to highlight the student satisfaction rates for student in HE. *Yes, thank you, this is pleasing to see.*

**7. Any Other Business**

One AOB was raised regards supporting the engagement of governors. It would be good that we consider this over the next academic year and if there are any events in the college it would be good to ensure governors are invited to attend college events.

There was no other AOB raised.

**8. Future Business**

Items for the next meeting would follow the business cycle with nothing specific identified for the agenda.

The next NRG Committee meeting was scheduled for Wednesday 22<sup>nd</sup> November 2023 at 2pm.

The meeting closed at 4:45pm

Approved for signature: .....

Signature .....  
A Mumford  
03/Oct/2024 09:59:08  
*Adam Mumford*

Date .....



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## Envelope Details

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

Name	<u><a href="#">Adam Mumford</a></u>
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## Document History

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