

Minutes of the **Nominations, Remuneration and Governance committee**
held on Wednesday 29th June 2022

Present: John Arnott (Chair)
Carole Kitching, Jim Webster, Martin Wyn Griffith

With: Tracy Scaife, Head of Governance

68. Apologies for absence – none received.

69. Disclosures of interest – received from the Principal and Head of Governance in respect of items 14 and 15 on the agenda.

70. Minutes of the last meeting held on 8th February 2022 – agreed as a correct record.

71. Risk management update – the Head of Governance advised that there are currently no items relating to governance on the risk register.

The meeting noted that one of the objectives of a recent audit by RSM, the college internal auditors, was to ensure that a robust framework of governance is in place. The auditors looked at various governance documents including the Instrument and Articles of Government, Standing Orders, Terms of Reference, Corporation and committee cycles of business. They also looked at Corporation membership and appointment processes, governor recruitment, skills assessments and self-assessment/performance reviews. One low category management action has been recommended relating to version control on the Instrument and Articles of Government, Standing Orders and Terms of Reference. The committee agreed that these be added as the documents are **next** reviewed.

72. Schedule of meetings 2022/23 – received and noted.

The date for the IoT launch is incorrect and should be removed as a firm date has not yet been set.

The inclusion of governor away/training days was discussed and it was agreed that these be included on 18th October 2022 and 9th May 2023.

RESOLUTION: that the Corporation be recommended to approve the schedule of meetings for 2022/23 as amended.

ACTION: *TS to amend schedule of meetings as required. JA to present schedule of meetings to Corporation 05.07.2022.*

73. Cycle of business 2022/23 – received and noted.

The Head of Governance advised that the review of committees and committee membership should be added to the business items for meeting 3.

It was agreed that governor recruitment becomes a standing item for every meeting.

External governance reviews also need to be added to meetings 1 and 2. Meeting 1 will look at planning the plan for the review with meeting 2 looking at detailed proposals.

The Head of Governance will circulate an amended version of the cycle of business to the committee.

74. Committee self-assessment/performance review – report by Head of Governance received and noted.

The committee further noted that the responses had not returned any surprises or areas of concern.

With regard to the comment against question 9 regarding the usefulness of the committee, the Principal advised that she found it to be very useful. The Principal referred to the external review of governance that is now required and advised the meeting that this is a considerably large piece of work particularly for the Head of Governance. Involvement will also be required from governors and the senior team. For this purpose it would also be useful for the committee to consider the self-assessment/performance review questionnaire responses for the Corporation and the other committees.

75. Review of Standing Orders – report by Head of Governance and revised Standing Orders received and noted.

RESOLUTION: that the committee recommends the Corporation to approve the revised Standing Orders as presented.

ACTION: *JA to present amended Standing Orders to Corporation 05.07.2022*

76. Recruitment and re-appointment of governors –

(a) re-appointment of Rob Stokes as co-opted member of the Audit committee – the Head of Governance advised that this had been discussed with the Chair of the Audit committee and confirmed that Rob Stokes had agreed to be considered for re-appointment for a further period of one year.

RESOLUTION: that the Corporation be recommended to approve the re-appointment of Rob Stokes as a co-opted member of the Audit committee for a further year, ending at the end of the 2022/23 academic year.

ACTION: JA to recommend re-appointment of Rob Stokes as co-opted member of Audit committee to Corporation 05.07.2022.

(b) Recruitment and re-appointment of governors – a discussion was held on the re-appointment of current governors and the recruitment of new governors.

It was noted that Jim Webster comes to the end of his current (second) term of office in March 2023 but has agreed to continue until the end of the 2022/23 academic year but wishes to step down as Vice Chair of Corporation and Chair of the Resources, Integration and Change (RIC) committee at the end of the current academic year.

A discussion was held with regard to appointments to the positions of Vice Chair of Corporation and Chair of the RIC committee. The Chair of Corporation agreed to talk to the governors identified as possible candidates for those two roles.

With regard to the recruitment of governors the meeting agreed that there was an urgent need to recruit a governor who is a qualified accountant. There is still an ongoing need to recruit a governors with an HE background. A governor with general, high level business acumen is also required.

The Chair of Corporation advised that the Chair of the Curriculum and Quality (C&Q) committee has advised him of someone who might be suitable for co-option to that committee and it was agreed that the Head of Governance obtains a copy of their CV for consideration by this committee.

The membership of the C&Q committee was discussed and it was agreed that the committee only required one staff governor within its membership. The Chair of the C&Q committee is in agreement. The Head of Governance will check to see if it is possible for a staff governor to sit on the Audit committee as it could be difficult for them to be members of this committee or the RIC committee due to the nature of their business.

The Chair referred to the college relationship with the University of Gloucester, particularly the partnership with them relating to the IoT, and whether or not consideration should be given to offering them a governor space. The Principal advised that work is progressing to improve the relationship with the University of Gloucester and that this could be considered in six months time.

ACTION: MWG to discuss Vice Chair of Corporation and Chair of RIC committee roles with governors identified as possible candidates for the roles.

77. External governance reviews – discussed above (minutes 73 and 74 refer).

78. Governor appointment and training record – received and noted.

The Chair agreed to email those governors still to complete training. The Head of Governance advised that the GDPR training can only be accessed via a college email address and that arrangements can be made for governors to undertake the training in college using college equipment.

ACTION: TS and JA to chase outstanding training; TS to arrange for governors to undertake GDPR training in college using college equipment.

79. Any other business – none.

80. Date of next meeting – to be advised.

81. Performance review of Chair of Corporation – confidential minutes refer.

82. Performance review and remuneration of Principal – confidential minutes refer.

83. Performance review and remuneration of Head of Governance – confidential minutes refer.