

Minutes of the **Nominations, Remuneration and Governance committee**
held on Tuesday 8th February 2022

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

With: Tracy Scaife, Head of Governance

55. Apologies for absence – received from Jim Webster.

56. Disclosures of interest – none received.

57. Minutes of the last meeting held on 5th October 2021 and matters arising – minutes agreed as a correct record. Matters arising raised as follows:

(a) 45 Risk management update – noted that Chair of Corporation and Head of Governance were still to produce an action plan reflecting the need to stagger the terms of office of governors.

(b) 46 Committee terms of reference – noted that the exercise to regularise the committee terms of reference has been handed over to the Head of Governance who will endeavour to present final versions of the committee terms of reference to the next meeting of the committee.

(c) 48(c) Appointment of link governor for careers – noted that the appointment of a link governor for careers was referred to the Corporation meeting held in December however no volunteers for the role were forthcoming.

With regard to link governors generally and governor support for the college, a discussion was held exploring linking this with the strategic plan and other areas within the college that the Principal deems would benefit from such support.

58. Risk management update – noted that there are currently no risks relating to governance on the Risk Register.

59. Association of Colleges (AoC) Code of Good Governance for English Colleges – report by the Head of Governance received and noted.

The committee is asked to recommend the Code to the Corporation for approval. The Head of Governance's working document showing how compliant the college currently is with 'must' and 'should' was also noted. Those areas categorised as 'must' would be the priority and the meeting asked that these areas be addressed and the college be compliant by the next meeting of the committee. The areas categorised as 'should', while still important, can run at a more measured pace and need to be prioritised against the college strategy.

ACTION: JA to present AoC Code of Good Governance for English Colleges to Corporation 08.08.2022 for approval; TS to present updated 'must' compliance to next meeting of the committee.

60. Scheme of Delegation – report and draft Scheme of Delegation produced by the Head of Governance received and noted.

RESOLUTION: that the draft Scheme of Delegation be presented to the Corporation on 8th March 2022 for approval.

ACTION: *JA to present Scheme of Delegation to Corporation 08.03.2022 for approval.*

61. Governance Framework and Protocols – report by Head of Governance and draft Governance Framework and Protocols document and accompanying efficiency questionnaire received and noted.

The meeting further noted that the efficiency questionnaire is a document to be used and owned by the committee rather than a questionnaire to be issued to all governors. Suggestions were made to make the column heading more useful.

RESOLUTION: that the draft Governance Framework and Protocols document and accompanying efficiency questionnaire be presented to the Corporation on 8th March 2022 for approval.

ACTION: *JA to present Governance Framework and Protocols document to Corporation 08.03.2022 for approval.*

62. Corporation size and composition – report by Head of Governance received and noted.

The meeting further noted that the social media campaign for the recruitment of governors has resulted in one suitable candidate being recommended for appointment.

A discussion was held with regard to the terms of office of current governors, particularly Simon Cove, John Dernie and Jim Webster. All are currently serving their second terms of office and the committee agreed that it would be beneficial to the college for these terms of office to be extended. It was suggested that Simon Cove be invited to serve a further three years, John Dernie a further four years and Jim Webster a further one to two years. In addition, John Dernie be invited to consider taking on the position of Chair of the Resources, Integration and Change committee when Jim Webster leaves.

With regard to the recommendation to reduce the overall size of the Corporation and to reduce the number of external governors from fourteen to twelve it was deemed that this would be a sensible solution to the current situation where the Corporation has four vacancies, three of which have existed for a considerable period of time.

RESOLUTION: that the Corporation be recommended to

- (i) reduce the overall size of the Corporation from 20 to 18
- (ii) reduce the number of external governors from 14 to 12
- (iii) amend the Instrument and Articles of Government to reflect the changes referred to in (i) and (ii) above
- (iv) that the Chair of Corporation discusses with Simon Cove, John Dernie and Jim Webster the Possibility of extending their terms of office as discussed.

ACTION: *MWG to present proposal to reduce overall size of the Corporation and reduce number of external governors to Corporation 08.03.2022; MWG to discuss terms of office with Simon Cove, John Dernie and Jim Webster.*

63. Appointment of Governor: Shereen Sameresinghe – the meeting noted that all members of the committee and the Head of Governance have met with Shereen Sameresinghe. Consideration has been

given to her CV and to her skills set and the committee is satisfied that her skills meet those currently required by the Corporation.

RESOLUTION: that the Corporation be recommended to appoint Shereen Sameresinghe as a member of the New College Swindon Corporation for a term of office of four years.

ACTION: MWG to recommend Corporation 08.03.2022 appoint Shereen Sameresinghe as a governor

64. Governor appointment and training record – information provided by the Head of Governance noted.

The meeting noted that the document circulated is a working document for the Head of Governance and will be updated as items are completed and will be reported to every meeting of the committee. It was agreed that the priority must be to complete enhanced DBS checks for those governors who have not yet done so. It was agreed that all outstanding DBS checks must be completed or at least submitted by the Corporation meeting on 8th March 2022. The Chair agreed to contact those governors without current DBS checks to stress the need for these to be completed as a matter of urgency. The amount of red on the table in all areas needs to be reduced as soon as possible. The Chair asked the Head of Governance to produce an interim update between now and next meeting.

RESOLUTION: that the Chair of the committee contacts those governors who do not have an enhanced DBS check with the college and advise them that they must do this and have them submitted and preferably completed by the time of the next Corporation meeting on 8th March 2022.

65. Subsidiary reporting lines – agenda item requested by the Chair of Corporation.

The Chair of Corporation advised that he was keen to understand the reporting lines and control of the subsidiary company, how much involvement the Corporation will have with the company and to have assurance that the Corporation could close the company if it so required. He added that he did not necessarily wish to become a director of the company and suggested that the Principal should become the chair of the company board. The meeting agreed that further details and examples of how the company would operate were needed. The Principal advised that the Deputy Principal Finance and Resources, who is leading the project, has previous experience of setting up a subsidiary company and she will ask him to provide some clarity and report back to the Chair of Corporation. The meeting agreed that it was essential to ensure that the subsidiary company could not change its purpose or remit without the approval of the Corporation.

ACTION: CK to seek clarification from SH on reporting lines and control of subsidiary company and to advise MWG.

66. Any other business – none.

67. date of next meeting – Tuesday 24th May 2022 at 4.00pm