

Minutes of the **Nominations, Remuneration and Governance committee**
held on Tuesday 5th October 2021

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

With: Tracy Scaife, Head of Governance

41. Apologies for absence – none received.

42. Disclosures of interest – none received.

43. Appointment of Chair and Vice Chair of Nominations, Remuneration and Governance committee – nomination for Chair received and duly seconded in respect of John Arnott and nomination for Vice Chair received and duly seconded in respect of Jim Webster. No further nominations were received.

RESOLUTION – that John Arnott be appointed as Chair and Jim Webster be appointed as Vice Chair of the Nominations, Remuneration and Governance committee until the first meeting of the next academic year.

44. Minutes of the last meeting held on 22nd June 2021 and matters arising – minutes agreed as a correct record. There were no matters arising.

45. Risk management update – currently no risks relating to governance on the Risk Register.

The Chair referred to the struggle to recruit new governors and the pressure on existing governors and questioned when this might become a risk to the college. The Head of Governance advised that there is a potentially serious risk in early 2023 when the second terms of office of both John Dernie and Jim Webster come to an end. They are currently the two governors with most financial experience, with current and historical knowledge. The recruitment of new governors with financial knowledge is essential but so is the retention of historical knowledge, especially as the college is still bedding in the recent merger. The Chair of Governors recommended that a more staggered end to the terms of office of governors would help, and suggested that he works with the Head of Governance to produce an action plan to address this issue.

RESOLUTION: that the Chair of Corporation and the Head of Governance work together on an action plan regarding the staggering of terms of office of governors and report back to the next meeting of the committee in February 2022 and to Corporation in March 2022. The action plan to be implemented during 2022.

ACTION: *MWG and TS to work together on action plan re. terms of office for governors*

46. committee terms of reference – report by the Chair of the committee received and noted.

The Chair advised that some regularisation is required to the committee terms of reference and he will work with the Head of Governance to address these points. He has consulted with the chairs of the committees and incorporated their views in his paper. The actual wording within each term of reference

will be agreed between the Chair of the committee and the Head of Governance. No negative feedback has been received and it was felt that it would be beneficial for all governors to receive the document.

A matter that was raised within the feedback was the lack of a terms of reference or similar document for the Corporation. The Head of Governance advised that a scheme of delegation could be drawn up to address this. The document could contain details of those matters that are unable to be delegated as well as those that have been delegated to committees, the Chair and Principal.

The Chair of the Audit committee suggested that key financial and non-financial risks should receive greater visibility and consideration by the Corporation than the current annual review. The Vice Chair suggested that while this is an important area for the Corporation it does need to be kept in perspective. A risk management update item is included on every agenda for the Corporation and each committee. Ideally the Corporation should focus on the main 4-5 risks to the college with the Audit committee looking at the full list of risks. A suggestion was made that the Chair of the Audit committee could give an update on risks when she presents the minutes of the Audit committee to the Corporation, the Chairs of the other committees could also be asked to do the same for those risks reported to their committees when presenting their minutes. Another option might be for the Chair of Corporation to ask the chairs of the committees to summarise the main risks to their committees during the risk management update item. The risk management update report needs to provide governors with the information that they require in an accessible, clear format. The Chair suggested that a discussion take place with the Chair of the Audit committee to review options.

It was noted that, following discussions involving the Chair of Governors, Head of Governance Principal and the Chair of the RIC committee it had been agreed that a report on HR matters will be presented twice per year to the RIC committee. The report will cover such matters as starters and leavers, policies, tribunal proceedings/outcomes etc. The Vice Chair stated that the recent changes to the membership of the RIC committee had led to the last meeting being much more balanced. The terms of reference for the RIC committee need to be amended to reflect the inclusion of HR matters. In lieu of this the Chair agreed to remove the comment within his document relating to the NRG committee appointing a separate committee to look at people matters.

RESOLUTIONS:

- (i) that the Head of Governance produces a Scheme of Delegation for the Corporation and present it to the December meeting of the Corporation;
- (ii) that the Chair and Head of Governance discuss with the Chair of the Audit committee her ideas for the presentation of risk to the Corporation and the Deputy Principal Finance and Resources be asked to amend his reporting accordingly;
- (iii) that the Chair amend his report as required and present it to the Corporation in December.

46. Corporation self-assessment – report by Head of Governance received and noted.

The Head of Governance advised that 14 responses had been received to the questionnaire and that the majority of the responses had been positive. It was noted that the responses to question 4 stand out with 38% of responses not agreeing that the Corporation challenges and questions the Executive sufficiently. A discussion was held with regard to this and it was accepted that there are times when

information, particularly curriculum and quality data, is produced and there is very little challenge or question. There is a need to understand why governors may not feel able to challenge – lack of time or lack of knowledge. A suggestion that more time be given to those issues with more effort being made to understand them and more time be given to the Principal's team to explain challenges to governors. More use of presentations could also work as it tends to promote better debate. More thought is needed on how greater engagement can be encouraged. The Chair of Corporation agreed to speak with the Chair of the C&Q committee to report on the big issues being faced by the committee to the next appropriate Corporation meeting. The Principal to include the three main challenges for the C&Q committee within her report to Corporation. The education nature of the business also needs to be included more in Corporation discussions and it was suggested that this be included in the Principal's report from the December meeting onwards.

It was also recognised that Covid-19 has not helped with the need for meetings via Teams and it is hoped that post-Covid things will generally improve.

The Principal stated that now that the college is opening up more with events and exhibitions being held there will be more opportunities for governors to engage with the college.

47. Performance review of Chair of Corporation – the Vice Chair of the committee advised that he conducted a performance review exercise with the Chair of Corporation over the summer. The feedback was collated and presented to the Chair.

Thirteen responses were received to the questionnaire which was sent to all governors and the permanent members of the senior team. There was a lot of positive feedback with nothing unexpected raised. The main objective of the exercise was to be helpful. The Chair of Corporation agreed that the exercise had been useful and that he has agreed a number of actions with himself. . He is keen to come in to college with a clear purpose. The committee thanked the Vice Chair for undertaking the exercise. The Chair of Corporation advised that he will report back to the Principal on the outcomes.

48. Appointments/re-appointments –

(a) re-appointment of John Arnott for a second term of office – report by Head of Governance received and noted.

The Head of Governance advised the meeting that she has spoken with John Arnott and he is prepared to stand for a further term of office of four years.

RESOLUTION: that the Corporation be recommended to appoint John Arnott as a governor of the college for a second term of office of four years.

(b) appointment of Rob Stokes as co-opted member of the Audit committee – the meeting noted that the Chair of Corporation and the Chair of the Audit committee have both had discussions with Rob Stokes and are happy to recommend to the committee that the Corporation be asked to appoint him as a co-opted member of the Audit committee for an initial one year term of office.

RESOLUTION: that the Corporation be recommended to appoint Rob Stokes as a co- opted member of the Audit committee for an initial term of office of one year.

(c) appointment of Link Governor for Careers – report by Careers Co-ordinator received and noted.

It was agreed that this would be a valuable position. It was suggested that the Head of Governance emails all governors to see if there is anyone who would be interested in taking on the role. It was agreed that the role would be best suited to someone who is still in employment.

RESOLUTION: that the Corporation be recommended to consider the appointment of a Link Governor for Careers.

ACTION: *TS to email all governors asking for volunteer and place item on agenda for Corp 19.10.2021*

49. Governor vacancies update – the Head of Governance advised that the governor and related information on the college website has been updated. A quote for a mailshot via Prospect-us has been received.

It was generally agreed that the mailshot would be a good starting point and should be proceeded with. It was noted that the college marketing team should be able to post targeted adverts through social media that specifically target people in the area who might have an interest. A click through on the college website should also be set up. The Principal advised that she would speak with marketing asking them to help the Head of Governance with these matters.

A discussion was held regarding the need to re-evaluate the areas of experience needed for new governors and it was agreed that given the conversation earlier in the meeting the need for more financial experience is required rather than legal experience. Recruitment needs to focus primarily on HE, finance and estates experience.

ACTIONS: *TS to contact Prospect-us re. change of focus for mailshot recipients; CK to discuss with marketing re. assistance for recruitment*

50. Nominations, Remuneration and Governance committee cycle of business 2021-22 – agreed.

The meeting noted that the Chair will meet with the Head of Governance between the Corporation meeting and the next meeting of the committee to work on the agenda for the next meeting of the committee.

51. Publication ‘How well the education or training provider meets local needs’ – noted.

It was agreed that an item on the White Paper be placed on the agenda for the next meeting.

ACTION: *TS to place item on next agenda re. White Paper.*

52. Any other business – raised as follows-

(a) Requirements of new AoC Code of Governance – the Chair referred to the new AoC Code of Governance that has just been released and stated that it needs to be reviewed to see how it will impact on the Corporation. Clarity is needed on where governance interest is in relation to severance and compromise agreements. The Principal advised that she will discuss this with the Interim HR Consultant to make sure that relevant policies are clear. The Head of Governance will be reviewing the

document and presenting a report to the next meeting. With regard to severance and compromise agreements, it is important that the financial regulations are also taken into account.

53. Date of next meeting: Tuesday 8th February 2022 at 4.00pm

54. Confidential minutes of last meeting held on 22nd June 2021 – agreed as a correct record.