

Minutes of the **Nominations, Remuneration and Governance committee**  
held on Tuesday 19<sup>th</sup> January 2021

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

With: Charlotte Mannion  
Tracy Scaife, Head of Governance

11. Apologies for absence – none received.

12. Disclosures of interest – none received.

13. Minutes of the last meeting held on 21<sup>st</sup> September 2020 and matters arising – minutes agreed as a correct record. There were no matters arising.

14. Risk management update – nothing to update since previous meeting.

15. Standing Orders – report by Head of Governance and draft revised Standing Orders received and noted.

The Head of Governance advised the meeting that there were minor amendments needed to the document ahead of it being presented to the Corporation and these were agreed.

**RESOLUTION:** that the revised Standing Orders be amended as discussed and presented to the Corporation meeting on 9<sup>th</sup> March 2021 with a recommendation that they be approved.

**ACTION:** *TS to present amended Standing Orders to Corporation 09.03.2021 for approval.*

16. Code of Conduct – report by Head of Governance and draft Code of Conduct for Corporation Members received and noted.

The Head of Governance advised that AoC South West have informed the Principal that a consultation on the Code of Conduct is likely to take place this year and it is therefore possible that amendments will be needed to the document in the near future.

**RESOLUTION:** that the Code of Conduct be presented to the Corporation meeting on 9<sup>th</sup> March 2021 with a recommendation that it be approved.

**ACTION:** *TS to present Code of Conduct to Corporation 09.03.2021 for approval.*

17. Amendment to Instrument and Articles of Government – report by Head of Governance received and noted.

The Head of Governance advised that Instrument 13(i) relates to the number of governors required to be present at a meeting for that meeting to be quorate. The Instrument currently states that eight

members, equating to 35%, need to be present however this does not take into account the recent reduction made to the overall size of the Corporation. It is therefore recommended that the Instrument be amended to include reference to the 35% only.

**RESOLUTION:** that the Corporation at its meeting on 9<sup>th</sup> March 2021 be asked to agree to the amending of Article 13(i) to read as follows:

‘meetings of the Corporation shall be quorate if the number of members present is at least 35% of the total determined membership rounded up to the nearest whole number’

**ACTION:** *TS to present report to Corporation 09.03.2021 to amend Instrument 13(i)*

18. Corporation membership: reappointment of Kathy Newman – report by Head of Governance received and noted.

The Head of Governance advised that she has spoken with Kathy Newman who has expressed an interest in being reappointed as a governor of the college for a further term of office.

**RESOLUTION:** that the Corporation be recommended to reappoint Kathy Newman as a governor of the college for a further four year term of office of four years commencing June 2021.

**ACTION:** *TS to present report to Corporation re. reappointment of Kathy Newman as a governor of the college.*

19. Corporation membership: vacancies – the Head of Governance reminded the meeting that there are currently two vacancies for governors on the Corporation.

There is still a desire to appoint a governor with HE experience to fill one of the vacancies. For the second vacancy, a person with either legal or practical corporate real estate experience would help to fill skills gaps on the Corporation.

With regard to recruiting a governor from the HE sector/with an HE background, it was noted that care needs to be taken to ensure that no conflicts of interest arise with the partnerships that the college already has with HE establishments.

Noted that while there is no rush to fill the vacancies, the Head of Governance presents a report to the next Corporation advising of the vacancies and asking governors and staff to consider if anyone within their networks would be suitable for and interested in the role.

**ACTION:** *TS to present report to Corporation 09.03.2021 re. current governor vacancies.*

20. Committee Terms of Reference – further consideration of the committee Terms of Reference be deferred until the end of the academic year.

**ACTION:** *JA and TS to work on committee ToRs; TS to place item on agenda for next meeting of the committee 22.06.2020*

21. Improving governance and Board papers – report by Chair of Governors received and noted.

The purpose of the report is to help the Principalship Team to be more efficient and effective and to help governors more clearly to understand what they are being asked to do. Charlotte Mannion has offered 1:1 coaching sessions with the Team and to review draft reports.

A discussion was held about the format and content of reports required by governors. Reports need to be consistent and all have the same structure including the same font, heading structure, numbering etc. Reports will generally fall into one of three categories: a paper for information; a paper for approval; a paper for discussion and feedback. While the framework is important it does not need to be too prescriptive but it must work for governors and the College Executive and it was suggested that the Principal works with her team to create a template. It is appreciated that different reports will have different requirements with some requiring more narrative than others. Support by committee Chairs could also be considered.

Agenda planning, especially for Corporation meetings, will also be important and to make the process more efficient the Head of Governance will create a template to be used by all persons submitting reports to the Corporation or Corporation committee detailing what the report is about, how long is needed by the meeting to consider the item and the desired outcome. All reports that are for information only should be put together under one item with the intent of avoiding unproductive discussion.

**RESOLUTION:**

- (i) the Head of Governance to create a template to be used for agenda planning;
- (ii) the Principal to work with the Principalship Team to create a template for reports to be presented to the Corporation and Corporation committees.

**ACTION:** *CK to work with Principalship Team to create report template.*

22. Corporation and Governor performance/self-assessment – verbal report by Chair of Governors.

The Chair of Governors advised that he is committed to undertaking 1:1s with each individual governor at the end of the academic year and that he will be subject to a 360 review conducted by the Vice-Chair of Governors. The review/assessment of the Corporation should be based on Ofsted criteria.

**RESOLUTION:** the Chair of the committee, the Chair of Governors, the Principal and the Head of Governance to work together to produce templates to be used in the Corporation and governor performance/self-assessment exercise.

**ACTION:** *MWG, JA, CK, TS to produce templates for Corporation and governor performance review/self-assessment.*

23. Agenda items for Corporation meeting 9<sup>th</sup> March 2021 - the Chair of Governors expressed concern that he has not seen a budget forecast and requires this ahead of the meeting on 9<sup>th</sup> March. The Chair of the Resources, Integration and Change committee agreed to raise this at their next meeting on 26<sup>th</sup> January 2021.

Other items required are a strategy report and a post-merger integration and change paper from the Principal.