

Minutes of the **Nominations, Remuneration and Governance committee**
held on Tuesday 22nd June 2021

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

With: Jean Inker, Interim Director of HR
Tracy Scaife, Head of Governance

24. Apologies for absence – none received.

25. Disclosures of interest – none received.

26. Order of agenda – the Chair advised that he would be taking items 13 and 14 prior to item 3 on the agenda.

(The Head of Governance left the meeting and took no part in any part of this item)

27. Remuneration and contracted hours of Head of Governance – confidential minutes set 1 refer.

(The Head of Governance returned to the meeting. The Principal left the meeting and took no part in this item).

28. Remuneration of Principal – confidential minutes set 2 refer.

29. Minutes of the last meeting held on 19th January 2021 and matters arising – minutes agreed as a correct record. Matters arising raised as follows:

(a) 20. Committee Terms of Reference – the Chair advised that he had not managed to develop the review of the committee Terms of Reference as far as he had hoped. He is looking to complete the exercise over the next two months to check for any overlap and put a call in to each committee chair to discuss their committee's version and report back.

It was noted that a discussion has been held with the Chair and members of the BDEER committee with a view to making it an advisory group rather than a formal committee of the Governing Body. A report on this proposal will be presented to the Corporation on 6th July 2021.

ACTION: JA to report to committee on review of ToRs; CK to report to Corporation on status of BDEER committee

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

31. Corporation and committee meeting dates 2021/22 – draft schedule of meetings prepared by Head of Governance received and noted.

The Head of Governance advised the meeting that the draft schedule has not been seen by committee chairs or Principals for the committees and advised that the intention is to circulate the document to them ahead of it being sent out for the Corporation meeting to be held on 6th July. This, together with the review of committees could lead to some changes to the draft schedule. The Chair of the RIC committee requested some changes and these will be made before the draft is circulated to chairs and Principals.

RESOLUTION: that the draft schedule of meetings be circulated to committee chairs and Principals for comment before it is circulated for the Corporation meeting scheduled for 6th July 2021

ACTION: *TS to circulate draft schedule of meetings to committee chairs and Principals for comment prior to presentation to Corporation 06.07.2021.*

32. Governor and Board self-assessment

The Head of Governance advised that self-assessment of committees is underway and will be completed before the end of the current academic year.

The same questionnaire used for committees will be used for the full Board self-assessment and the Head of Governance will send these to every governor before the end of the week and present the returns to the Corporation meeting on 6th July 2021.

RESOLUTION: that the self-assessment questionnaire being used for committee self-assessment be circulated to all governors as part of the Corporation self-assessment exercise.

ACTION: *TS to circulate self-assessment questionnaire to all governors and present responses to Corporation 06.07.2021.*

33. Committee self-assessment responses – received and noted.

It was felt that the committee has achieved its governance aims. With regard to governor training, details of required training for governors together with a grid showing each governor what training they have outstanding will be prepared by the Head of Governance over the summer. It was noted that the college will be signing up to the new ETF governor training programme which offers a wide range of training for governors.

A clearer idea of what strategic HR issues should be considered by NRG, and the cycle of activity should be considered by the committee.

Governor recruitment has been slow. There are currently three vacancies for external governors. Once updated, an advert should be placed on the college website and social media used to highlight the opportunity. Additionally governors will be reminded at the coming Corporation meeting of the need for governors and be asked again to consider their networks for likely candidates. There are also a number of agencies that can assist with governor recruitment and these can be considered in the autumn term if recruitment plans are unsuccessful over the summer. The information document for governor recruitment earlier in the year is needs to be reviewed to make the position more appealing.

RESOLUTION:

- (i) that the Chair of Corporation reminds members of the request for them to review their networks for possible governor candidates;
- (ii) that the information sheet for governor recruitment be re-worked;
- (iii) that the Head of Governance updates the governance section of the college website;
- (iv) that the Head of Governance and Principal work on an advert for governors to be included on the college website.

ACTIONS: *MWG to ask Corporation members to review their networks for possible governor candidates; TS/CK/MWG/JA to re-work governor recruitment document; TS to update governor section on website and work with CK to prepare advert for website for marketing*

34. Audit committee membership – report by Head of Governance received and noted.

The Chair advised that he would consider stepping down as a member of the RIC committee and transferring to the Audit committee if it would help. At the least the Audit committee requires two additional governor members and one co-opted audit professional.

ACTION: *MWG to seek governor members for the Audit committee*

35. Performance review of Chair of Corporation – the Vice Chair of Corporation advised the meeting that he was meeting with the Head of Governance the following day to discuss the process to be used for the performance review of the Chair of Corporation. All governors and members of the Principalship Team will be invited to take part in the process.

36. White Paper – Skills for Jobs: lifelong learning for opportunity and growth: governance implications – noted.

37. Any other business – raised as follows:

- (i) **RIC committee membership** – noted that Simon Cove has indicated in his response to the RIC committee self-assessment exercise that he feels that the group focuses on finance and that as he does not have a financial background he be cut from the committee as there are other members with more relevant backgrounds. The Chair of the RIC committee stated that Simon makes a very valuable contribution to the committee and would like him to stay as a member and it was agreed that he be contacted and hopefully persuaded to remain as a member.

ACTION: *JW to discuss RIC membership with Simon Cove and encourage him to remain as a member of the committee.*

38. Date of next meeting – to be advised.