

Minutes of the **Nominations, Remuneration and Governance committee**  
held on Monday 21st September 2020

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

With: Charlotte Mannion  
Tracy Scaife, Head of Governance

1. Welcome and apologies for absence – the Chair welcomed everyone to the inaugural meeting of the Nominations, Remuneration and Governance committee of the newly merged college.

Apologies were received from Carole Kitching.

2. Disclosures of interest – none received.

3. Risk management update – verbal update received from the Head of Governance.

The Head of Governance advised that at the present time no governance risks have not been identified in the Risk Register and there are no obvious governance risks.

The meeting noted that John Dernie was appointed to both the Audit committee and the Resources, Integration and Change committee. The Audit Code of Practice (ACOP) makes reference to membership of the Audit committee and stipulates that the membership must not include the Chair of the Corporation or the Principal however the auditors could raise an issue of independence as it is a generally accepted principle that members of the Audit committee should not be members of any other committees. The Head of Governance has contacted the current internal auditors advising why the Corporation wishes to appoint John Dernie to both committees and they have responded advising that there is no specific prohibition to the shared member of the two committees and that provided the Audit committee records why and how they are content that the membership meets the requirements of the ACOP. This should also be reported in the Audit committee report to the Corporation.

Jim Webster advised that he had a meeting with Steve Wain the previous week with regard to the Institute of Technology (IoT) and no governance issues had been raised.

The Head of Governance advised that item 8 on the agenda relates to Corporation membership and current and forthcoming vacancies. There could possibly be a risk related to this if the Corporation fails to either recruit to the vacancies or amend the size of the Corporation.

4. Terms of Reference – received and noted.

**RESOLUTION:** that the Terms of Reference for the committee be recommended to the Corporation for approval. The Terms of Reference will be reviewed at the last meeting of the academic year (22<sup>nd</sup> June 2021).

**ACTION:** *TS to present ToRs to Corporation 20.10.2020; TS to place review to ToRs on cycle of business for meeting 22.06.2021.*

5. Committee cycle of business – received and noted.

It was further noted that strategy, vision and educational character should be moved to the January meeting. It may also be necessary to hold a special meeting of the committee to look at this. A deep dive into the structures of the organisation, its culture etc. could also be beneficial. This should be led by the Principalship Team and progressed together with the Corporation. To start the process it is suggested that a meeting between the Principal, the Chair of Corporation and the Chair of the committee be held to set the parameters and process for the exercise.

**RESOLUTION:** that the cycle of business, subject to the addition of the item referred to in 4 above and 7 below be agreed.

**ACTION:** *TS to amend cycle of business as per minutes 4, 5 and 7; TS to arrange meeting between CK, MWG and JA.*

6. Instrument and Articles of Government – received and noted.

The meeting noted the proposed amendment to Instrument 15(3) with regard to the wet signing of minutes. The advice from Eversheds is that wet signatures on minutes are not required provided there is a subsequent minute that approves the accuracy and content of minutes. This is something that is included on every meeting agenda (with the exception of special meetings – see Instrument 15(2)).

**RESOLUTION:** that the Instrument and Articles of Government be agreed subject to Instrument 15(3) being amended to read “Where minutes of a meeting are taken as an agenda item and agreed to be an accurate record of the meeting and the decisions made, those minutes shall be deemed to be a correct record” and recommended to the Corporation for approval.

**ACTION:** *TS to amend Instrument 15 as above and present to the Corporation 20.10.2020 for approval.*

7. Corporation appointments – report by the Head of Governance received and noted.

**RESOLUTION:** that the Corporation be recommended to approve the following appointments –

- (i) Charlotte Mannion – for a period of one year from October 2020 until October 2021 with the possibility of further appointment to be reviewed in June 2021.
- (ii) Alexey Smirnov – from October 2020 initially until October 2021 as a co-opted member of the Audit committee
- (iii) Simon Cove – for a second term of office of four years from December 2020 until December 2024.

**ACTION:** *TS to present recommendations re. appointments to Corporation 20.10.2020*

8. Corporation vacancies – verbal report by the Head of Governance received and noted.

The Head of Governance advised that there are currently two vacancies for external governors on the Corporation and there will be a third when Alexey Smirnov comes to the end of his term of office in

October 2020. The meeting noted that vacancies have to be included in the calculations for quoracy and this can lead to problems when meetings require – due to the nature of the business – for external members only to be present. At the present time no potential governors have been identified and the possibility of reducing the number of external governors from 15 to 12 was considered.

**RESOLUTION:** that the Corporation be recommended to reduce the number of the external governors from 15 to 12.

**ACTION:** *TS to present report to Corporation 20.10.2020 re. reducing number of external governors from 15 to 12.*

9. Any other business – none raised.

10. Date of next meeting – Tuesday 19<sup>th</sup> January 2021 at 4.00pm.