

Minutes of the **Nominations, Remuneration and Governance committee**
Held on Wednesday 2nd November 2022

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

With: Jim Webster (minutes 87-89 only)
Tracy Scaife, Head of Governance

87. Apologies and welcome – no apologies received. Simon Cove welcomed to his first committee meeting. Jim Webster thanked for his prior involvement, attending for agenda item 3.

88. Disclosure of Interests – Carole Kitching and Tracy Scaife with regard to agenda item 12.

89. Performance review of Chair of Corporation – confidential minutes refer.

90. Minutes of the last meeting held on 29th June 2022 and matters arising – Non-confidential and confidential minutes agreed as a correct record.

A summary of outstanding committee actions will be produced for future meetings.

91. Risk management update – no matters to report.

92. Committee Terms of Reference – received and noted.

Noted that each committee will consider their Terms of Reference at meetings this term with final versions being recommended to the Corporation for approval on 6th December 2022. The presentation of all committee Terms of Reference will include an overview reminder of the purpose of each committee.

RESOLUTION: that the Terms of Reference for the Nominations, Remuneration and Governance committee be agreed and recommended to the Corporation for approval.

ACTION: *TS to amend committee TORs as required by committees and advise JA; JA to present TORs for all committees to Corporation 06.12.2022*

93. Publication of Corporation and committee minutes – report by Head of Governance received and noted.

A discussion was held with regard to the publication of Corporation and committee minutes and the publication of commercially sensitive information. A revised format for minutes was discussed to be presented to the Corporation on 6th December 2022. The Corporation will also be advised that the right to redact information should be reserved.

ACTION: *TS to prepare report on revised format for minute writing for JA to present to Corporation 06.12.2022*

94. External Governance Review – verbal report from Head of Governance received and noted.

A discussion was held with regard to the most appropriate timing for the external governance review with agreement that early in the 2022/23 academic year would be the most appropriate.

A report will be presented to the next meeting detailing providers, costs and time plan.

ACTION: *TS to present report to NRG meeting 31.01.2023 on external governance review to include details of providers, costs and time plan*

95. Governor recruitment – noted that there is currently one vacancy on the Corporation.

Options for governor recruitment were discussed. The preferred choice is to recruit a governor with experience of Higher Education (HE). The Chair of Corporation and Principal advised the meeting of ideas they have and they will work together to look at ways to recruit a governor with this experience.

ACTION: *MWG and CK to look at ways to recruit a governor with experience of HE*

96. Governor appointment and training record – received and noted.

The Head of Governance advised of arrangements for training required for governors.

The Chair of Corporation advised the meeting of amendments to terms of office that have been agreed –

- Simon Cove – extended from December 2024 to the end of the 2025/26 academic year
- John Dernie – extended from October 2023 to the end of the 2023/24 academic year
- Jim Webster – extended from March 2023 to the end of the 2022/23 academic year

A further discussion was held with regard to the terms of office for Rob Wheeler and Pradeep Bhardwaj.

ACTION: *TS to proceed with governor training arrangements; TS to amend governor appointment and training record to reflect the above.*

97. Appointment of Vice Chair of Nominations, Remuneration and Governance committee – a nomination was received and duly seconded in respect of Simon Cove. No further nominations were received.

RESOLUTION: that Simon Cove be appointed as the Vice Chair of the committee for the 2022/23 academic year.

98. Any other business – none raised.

99. Date of next meeting – Tuesday 31st January 2023 at 4.00pm

100. Payment of non-consolidated bonus to Senior Postholders (SPH) and Principalship – confidential minutes refer.