

REMUNERATION AND GOVERNANCE COMMITTEE

CONFIRMED MINUTES FROM THE MEETING HELD ON 3 JUNE 2025 AT 4:00PM CCN THETFORD BOARDROOM

Present:

Noel Bartram	NB	Chair
Andrew Barnes	AB	Governor (<i>remote via Teams</i>)
Marcus Bailey	MB	Governor (<i>remote via Teams until 4:07pm, then in person</i>)
Philip Pearce	PP	Governor (<i>until 6:00pm</i>)

Attendees:

Jerry White	JW	Principal
Jodie Mitchell	JM	Director of Governance and Legal
Claire Harber	CH	Governance and Legal Officer

1. Apologies for Absence

No apologies were received.

2. Declarations of Conflict

No declarations were made.

3. Unconfirmed Confidential Minutes (Set 1) of the Meeting Held on 23 April 2025

The unconfirmed confidential minutes (set 1) of the meeting held on 23 April 2025 were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

4. Unconfirmed Confidential Minutes (Set 2) of the Meeting Held on 23 April 2025

The unconfirmed confidential minutes (set 2) of the meeting held on 23 April 2025 were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

5. Matters Arising

22/23 RemGov 7 Action 1: JL to review the Standing Orders and Instrument and Articles with JM to recommend changes for approval by the Board next academic year 2023-2024. *Work is still required on the Standing Orders and will be included within the Governance Improvement Plan.* ACTION ONGOING (Due: September 2025).

RemGov 2 Action 1: Consider formalising allowing co-opted Governors to attend Board meetings. *To be included within the Corporation's Standing Orders when updated.* ACTION ONGOING (Due: September 2025).

RemGov 2 Action 3: Prepare a summary of processes (e.g. Self-assessment, internal review, EBR etc.) and terminology for Governors. ACTION ONGOING (Due: September 2025).

RemGov 2 Action 4: ACTION COMPLETE

RemGov 2 Action 5: Meet with new Governors to discuss induction and development needs. *JM advised that meetings have been offered to all new Governors. Meetings have gone ahead with four new Governors, and two are outstanding.* ACTION ONGOING (Due: April 2025).

RemGov 3 Action 1: Report to RemGov on lessons learned and feedback from the last EBR process and on what information has been fed back to External Board Reviewers. ACTION ONGOING (Due: September 2025).

RemGov 3 Action 2: Add EBR to agenda for when the new Chair meets with the FEC. ACTION ONGOING (Due: September 2025).

RemGov 3 Action 3: ACTION COMPLETE

RemGov 3 Action 4: Coordinate with SMT to complete due dates where missing in the Governance Improvement Plan. ACTION COMPLETE.

RemGov 3 Action 5: Meetings with the Director of Governance and Legal to be offered to all remaining Governors. *JM advised that meetings have been offered to all Governors. Meetings have gone ahead with nine Governors, five are outstanding.* ACTION ONGOING (Due: April 2025).

RemGov 3 Action 6: Arrange site visits for Governors. NB advised that Paston will be rescheduled. *It was agreed to reopen this action and schedule an additional Paston visit.* ACTION ONGOING (Due: September 2025).

RemGov 3 Action 7: ACTION COMPLETE

RemGov 3 Action 8: Prepare a proposal to the Board for an application process for the recruitment of Student and Staff Governors. *A proposal will be presented to Board on 1 July 2025.* ACTION ONGOING (Due: July 2025).

RemGov 3 Action 9: ACTION COMPLETE

RemGov 3 Action 10: ACTION COMPLETE

RemGov 3 Action 11: ACTION COMPLETE

6. Governance Improvement Plan

The Governance Improvement Plan was circulated prior to the meeting.

The Committee were informed that the plan has been reviewed and updated since the last meeting and that an additional recommendation has been added to reflect recommendations within the Weston College report.

Governors considered the plan. The following points were agreed:

- The plan will reflect that all Governors will be offered support meetings with the Director of Governance and Legal; termly in the first year of appointment and annually thereafter. It should be clear that Governors can request additional meetings as required.
- Governor attendance at meetings and events will be discussed during Governor 1:1 reviews with the Chair.
- As suggested by several Governors during their meeting with the Director of Governance and Legal, established Governors will be contacted to see who would be available to support a new Governor as a 'buddy'. This is likely to include a brief pre-meet ahead of Committee and Board meetings and seating buddy Governors together at meetings.
- The action regarding coversheets would be re-opened as Governors expressed that there is not yet enough signpost from them.

ACTION 1: Contact established Governors to see who would be available to support a new Governor as a 'buddy' (JM).

It was further noted that the wording that Governors should attend 'at least one' event each year should be altered as to not indicate a 'target'.

ACTION 2: Share calendar of CCN events with Governors (JW/JM/CH).

A discussion took place on how Governors can be assured that evidence is available when Governance Improvement Plan actions are marked as complete. An internal audit on the Governance Improvement Plan was suggested, as was that the Audit and Risk Committee be consulted.

It was noted that work is ongoing regarding the provision of Equality, Diversity and Inclusion training for Governors. It was also noted that objectives in relation to the Public Sector Equality Duty are required to be reviewed every four years and that the College's next review is due January 2026.

The good work on the Governance Improvement Plan was noted by the Committee.

7. CONFIDENTIAL – Appointment of the Chair of the Corporation

The discussion was confidential and is recorded within the confidential minutes.

8. Composition of Committees

Proposals for the composition of committees for 2025-26 were circulated prior to the meeting.

A concern was raised that the Audit and Risk Committee currently has three members and the quorum is three, potentially posing a problem for the quoracy of meetings. It was noted that one of the recommendations from the Weston report is that audit committees should have a member who is a qualified accountant. It was agreed that up to two members on a co-opted basis to the Audit and Risk Committee should be considered to boost membership and ensure membership includes a qualified accountant. It was further agreed that local accounting firms would be approached.

ACTION 6: Approach local accounting firms to seek up to two co-opted members to sit on the Audit and Risk Committee (JW/AB/NB).

The Committee determined to recommend for Board approval the appointment of Phil Gormley to the Business Committee.

The Committee determined to recommend for Board approval the appointment of Lacey Ross, the Students' Union President from 1 July 2025, as Governor.

A discussion was held on whether it is still deemed necessary for the Governor in the Students' Union President role to attend both the Curriculum and Quality Committee and the Business Committee. It was agreed that the Governor in the Students' Union President role should continue to be a member of both Committees, but that if this causes any issue for the person in post, this can be reconsidered.

8.1 Appointment of the Chair and Vice Chair for Committees 2025-26

The current list of Committee Chairs and Vice-Chairs was circulated prior to the meeting. The Committee Chairs present agreed to continue in their Chair post for 2025-26.

The Committee determined to recommend for Board approval the continuation into 2025-26 the Chairs and Vice Chairs of the Committees as follows:

- Audit and Risk Committee Chair - Philip Pearce
- Audit and Risk Committee Vice Chair - Sean Green
- Business Committee Chair – Noel Bartram
- Curriculum and Quality Committee Chair – Marcus Bailey
- Remuneration and Governance Committee Chair – Noel Bartram

It was noted that the Vice Chair post is currently vacant for the Business, Curriculum and Quality and Remuneration and Governance Committees and therefore no proposal is made for Vice Chairs at this time. It was further noted that the role of a Committee Vice Chair is to stand in for the Chair if the Chair is unable to attend and is also useful for succession planning. It was agreed that Vice Chairs will be sought for those Committees where the Vice Chair role is vacant.

ACTION 7: Chairs of Business, Curriculum and Standards and Remuneration and Governance Committees to seek Vice Chairs (NB / MB).

9. Governor Recruitment

The Governor Recruitment paper and draft advertisement were circulated prior to the meeting.

It was confirmed that a member of the ESOL team has reviewed the advertisement as requested by the Committee and the advertisement has been updated to reflect their comments.

It was agreed that the stakeholder engagement element of the Governor role should be highlighted and that the section referring to required skills should be split into different cohorts, for example, those with commercial experience, a qualified accountant registered with the ACCA or ICAEW, and people with human resources and culture experience.

It was agreed that JM and JW would work together to reword the advertisement and bring a proposal for recruitment timeline to the next meeting.

The remainder of the conversation was confidential and is included in the confidential minutes.

10. Annual Review of Governance Documents

10.1 Annual Review of Instrument and Articles of Government

The draft Instrument and Articles of Government was circulated prior to the meeting.

The Committee were reminded that the Instrument and Articles of Government were fully reviewed last year and were informed that the changes proposed this year are minor and mainly in relation to formatting.

It was noted that a paper is due to be presented to the July Board meeting setting out proposed changes to the method of recruitment for Student Governors.

It was agreed that twelve independent Governors is still appropriate, but that Board members need to be active.

The Committee determined to recommend the draft Instrument and Articles of Government to the Board for approval.

10.2 Annual Review of the Remuneration and Governance Committee's Terms of Reference

The Remuneration and Governance Committee's Terms of Reference along with a summary showing how the Committee has met its Terms of Reference during 2024-25 was circulated prior to the meeting.

The Committee determined to recommend the draft Remuneration and Governance Committee's Terms of Reference to the Board for approval.

The Committee's attention was drawn to the document mapping each paragraph within the terms of reference against actions the Committee has taken or discussions that have taken place at Committee meetings during the year. The Committee noted the document and commented that it is helpful for assurance that the Committee has met its Terms of Reference.

10.3 Annual Review of Committee Terms of Reference

The Terms of Reference for each Committee were circulated prior to the meeting.

It was noted that the Terms of Reference for each Committee will be considered by each Committee at their last meeting of the academic year and proposals would be presented to the Board for approval.

It was highlighted that the Audit and Risk Committee Terms of Reference will require a thorough review this year due to changes in the risk framework.

11. Self-Assessment Review Questions

The proposed Self-Assessment Review (SAR) Questions were circulated prior to the meeting.

The Committee were informed that the questions align with the AoC Code of Good Governance and largely follow the same format as last year, subject to a few highlighted alterations following feedback.

The Committee were reminded that the actions that initially came out of the SAR last year have been incorporated into the Governance Improvement Plan.

The Committee asked to see the original SAR Action Plan.

ACTION 9: Take SAR Action Plan from 2023/24 to the 2024/25 SAR meeting in July (JM).

The Committee expressed that SAR sessions should be mandatory for all Governors.

The Committee asked that Governor attendance rates for 2024/25 be presented to the Chair ahead of the 1:1 Governor reviews.

ACTION 10: Send Governor attendance rates for 2024/25 (including responses to ad hoc invites) to the Chair ahead of the 1:1 review meetings (CH).

Item 13 was taken prior to item 12.

12. Meeting Calendar and Schedule of Business 2025-26

The proposed Meeting Calendar and Schedule of Business for 2025-26 was circulated prior to the meeting.

Some changes to the Schedule of Business for the Business Committee since the version circulated were highlighted and agreed. It was suggested that a report on partnership and stakeholder engagement be presented termly to either a Committee or to the Board. The suggestion was noted.

The Committee determined to recommend the Meeting Calendar and Schedule of Business 2025-26, as amended, to the Board for approval.

ACTION 11: Consider whether to include a termly report on partnership and stakeholder engagement to either a Committee or the Board (JM).

13. FE Commissioners Report – Weston College

This item was taken before item 12.

A summary of the recommendations from the FE Commissioners Report on Weston College was circulated prior to the meeting, along with a letter from the FE Commissioner to college Chairs.

The Committee's attention was drawn to the table in the paper summarising Weston report recommendations and the comments beside each recommendation indicating the College's position. It was noted that the College already meets most of the recommendations, and that the Governance Improvement Plan addresses any gaps.

The letter from the FE Commissioner to college Chairs in relation to the Weston Report was noted, and it was agreed that the letter would be shared with the whole Board.

ACTION 12: Share the FE Commissioner letter regarding the Weston Report and good governance with the Board (JM).

The Committee were informed that a paper regarding the Weston report recommendations will be presented to the Board in July along with a note to inform the Board that the Remuneration and Governance Committee have considered the recommendations.

The Committee were informed that the National Governance Professionals Group have issued a response to the Weston Report highlighting the importance of the Governance Professional role and setting out the traits of a good Governance Professional.

The Committee were informed that the Audit and Risk Committee will be proposing an internal audit on managing public money next year.

PP left the meeting at 6:00pm.

14. Risk Register

It was noted that no risks have been allocated to the Remuneration and Governance Committee for monitoring.

The Committee were asked whether there are any risks the Committee would like to flag. It was noted that the purpose of the recent governance review was partly to manage governance risk and ensure that terms of references are met.

The Committee asked whether the inability to recruit a Chair of the Corporation should be considered an operational risk. It was agreed that the Chair of the Audit and Risk Committee would be consulted regarding this matter.

ACTION 13: Consult with the Chair of the Audit and Risk Committee on whether the inability to recruit a Chair of the Corporation should be considered an operational risk (JM).

15. Other Urgent Business

The discussion was confidential and is recorded within the confidential minutes.

16. CONFIDENTIAL – Meeting Review and Summary

The discussion was confidential and is recorded within the confidential minutes.

17. Date of Next Meeting

It was noted that the next Remuneration and Governance Committee meeting is in the process of being re-arranged and that a new date will be circulated in due course.

All formal business having been concluded; the meeting closed at 6:17pm.

Signed Date
(Chair)