

REMUNERATION AND GOVERNANCE COMMITTEE

CONFIRMED MINUTES FROM THE MEETING HELD ON 11 NOVEMBER 2025 AT 4:00PM CITY COLLEGE NORWICH, THETFORD BOARDROOM

Present:

Noel Bartram	NB	Chair
Jock Downie	JD	Governor
Marcus Bailey	MB	Governor

Attendees:

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

Apologies:

Phil Gormley	PG	Governor
Philip Pearce	PP	Governor

1. Apologies for Absence

Apologies were received and noted as above.

2. Declarations of Conflicts

No declarations were made.

3. Unconfirmed Minutes of the Meeting Held on 16 September 2025

The unconfirmed minutes of the meeting held on 16 September 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 of the Meeting Held on 16 September 2025 (Set 1)

The unconfirmed confidential minutes of the meeting held on 16 September 2025 (Set 1) were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

5. Unconfirmed Confidential Minutes of the Meeting Held on 16 September 2025 (Set 2)

The unconfirmed confidential minutes of the meeting held on 16 September 2025 (Set 2) were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

6. 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 (JM). *Standing Orders is on the agenda for this meeting.* ACTION COMPLETE.

RemGov 3 Action 2: Add EBR to agenda for when the new Chair meets with the FEC (JM). *A meeting between the Interim Chair and the FE Commissioner is to be arranged and is likely to go ahead around March. The EBR (now EGR) is on the agenda for this meeting. Due date updated to March.* ACTION ONGOING (Due: March 2026)

RemGov 3 Action 6: Arrange site visits for Governors (JW/CH). *Visits will be arranged ahead of Board meetings in February and April and ahead of Committee meetings at Ipswich Road. The Committee agreed the action can be closed now there is a plan.* ACTION COMPLETE

RemGov 4 Action 1: ACTION COMPLETE
RemGov 4 Action 13: ACTION COMPLETE
RemGov 1 Action 1: ACTION COMPLETE
RemGov 1 Action 2: ACTION COMPLETE
RemGov 1 Action 3: ACTION COMPLETE
RemGov 1 Action 4: ACTION COMPLETE

7. Confidential Matters Arising

RemGov 1 Confidential Action 5: ACTION COMPLETE

8. Governance Improvement Plan Update

The Governance Improvement Plan (GIP) Update was circulated prior to the meeting. The following points were made:

- The minutes and actions from the summer Self-Assessment Review meeting have been incorporated.
- In relation to last year's actions, ten are complete, five have proposed updated due dates, two have future due dates and two in relation to employer and stakeholder engagement are overdue.
- In relation to actions for this year, seven are complete, six are in progress, eleven have a future due date and others are awaiting agreement on due dates.

It was noted that the Employer and Stakeholder Engagement Strategy is on the agenda for the Curriculum and Quality Committee meeting scheduled for later this week and it was agreed that there should be discussion at the Curriculum and Quality Committee meetings on what is expected of Governors in relation to employer and stakeholder engagement. It was highlighted that when considering policies surrounding stakeholder engagement, the development of commercial income, partnerships and projects should be considered.

ACTION 1: Discuss at C&Q what is expected of Governors in relation to employer and stakeholder engagement (JD).

The proposed updated due dates were agreed by the Committee, and it was agreed that overlapping actions would be consolidated. It was also agreed that since the College's approach to risk has changed since the 24/25 actions were formulated, 24/25 Action 14 would be updated. It was further agreed that any actions missing due dates should be updated to July 2026 unless business critical.

ACTION 2: Consolidate outstanding 24/25 GIP actions and update 24/25 Action 14 to reflect College's updated approach to risk (JM).

The Committee asked for a list of policies that are formally approved by the Board including review due dates, highlighting where any are overdue.

ACTION 3: Prepare a list of policies that are formally approved by the Board including review due dates, highlighting where any are overdue (JW/JM).

9. Succession Planning and Board Development Policy

The draft Succession Planning and Board Development Policy was circulated prior to the meeting.

The Committee were informed that since the last draft was presented, notice periods have been updated and narrative in relation to internal progression has been strengthened. It was

noted that an Associate Governors section has been added and there was discussion around how an Associate Governor scheme is expected to work, with the following highlighted:

- Associate Governors would not have voting rights and would not count towards meeting quorums.
- They would be invited to attend Board meetings as well as their designated Committee(s).
- The initial appointment term would be one year with a possible further year if there is no full Governor vacancy for them to move into at the end of their initial term.
- An Associate Governor term would not count towards the four-year [full] Governor term.

The Remuneration and Governance Committee approved the Succession Planning and Board Development Policy.

10. Skills Audit

This item was deferred to January 2026 due to updates in progress following recent appointments.

11. Board Training and Engagement Plan

The draft Board Training and Engagement Plan was circulated prior to the meeting.

Governors were reminded that the creation of a training and engagement plan was a recommendation following the External Board Review and is therefore part of the Governance Improvement Plan. The Committee were informed that a letter has been sent to all Governors from the Chair of the Corporation outlining attendance and engagement expectations.

The following amendments to the plan were requested:

- Specify a 12-week timeline from appointment for completion of mandatory training modules.
- Existing Governors must ensure that they are up to date with training.
- Update wording to reflect that Governors 'must' complete mandatory training modules.
- Change the term 'Link Governor' to 'designated Governor'.
- Remove the section relating to Committee Chairs encouraging engagement - it has been agreed that Committee Chairs will raise engagement issues with the Chair of the Corporation.

There was a discussion around the necessity for clear consequences in cases where Governors do not complete their training within a specified tolerance. It was proposed that suspension should be considered in some circumstances.

The following actions were requested as part of this item:

ACTION 4: Ensure Governors have easy access to the CCN training portal (CH/JM).

ACTION 5: Identify whether there is a solution to issues surrounding Governor access to CCN files since the upgrade (JM).

ACTION 6: Prepare a tracker for event attendance to capture both RSVPs and final attendance (CH).

ACTION 7: Ensure training records are designed to capture whether Governors attend training sessions they book onto (CH).

The Remuneration and Governance Committee approved the Board Training and Engagement Plan subject to the amendments outlined above.

12. External Governance Review Feedback, Lessons Learned and Timeline

The External Governance Review (EGR) papers were circulated prior to the meeting.

It was agreed that a process and delivery timetable would be prepared for the January meeting to enable a procurement process to be initiated and completed ready for a reviewer appointment approval in June 2026.

Concern was raised that a review being carried out between September and February may be disruptive, so it was agreed that the review should commence in February 2027 with a view to receiving the summary report in the spring so leaving opportunity to implement recommendations for the 2027/28 academic year. Governors expressed that a '+1 year' option should be included in the procurement plan as it would be beneficial to have consistency in review methodology.

13. Committee Chair Reports

The draft Committee Chair Report was circulated prior to the meeting. The benefits of using the proposed Committee Chair Reports were noted as follows:

- Would ensure that most items that have already been presented in depth at Committee level are summarised at Board to avoid repetition
- Would assist in reducing Board meeting run time
- Would assist in reducing meeting pack length as most original reports could be included as supplementary documents rather than included in the main meeting book
- Committee Chairs would have opportunity to advise other members of the Board what the Committee would like to alert the Board to and provide any necessary assurances
- Vice Chairs could assist in drafting the reports which would strengthen their involvement

It was stressed that items requiring formal approval by the Board should have the opportunity for full Board discussion and vital elements such as reports relating to finance and safeguarding would continue to be presented to the full Board by their authors.

The Committee requested that Committee minutes be made supplementary documents or appendices to the Board book rather than appear within the main meeting book.

ACTION 8: When preparing Board meeting books, Committee minutes are to be made supplementary documents or appendices rather than appear in the meeting book (CH).

It was agreed that PP would be consulted on the proposed Committee Chair Report and, if PP expresses his agreement, NB was given authority to approve the use of the proposed Committee Chair Report on behalf of the Committee.

14. Scheme of Delegation

The draft Scheme of Delegation was circulated prior to the meeting.

Governors noted that all comments made at the last meeting in relation to the previous draft have been addressed and determined to recommend the draft Scheme of Delegation as presented to the Board for approval.

15. Standing Orders

The draft Standing Orders were circulated prior to the meeting. It was confirmed that the Standing Orders are consistent with other governing body documents and items not covered elsewhere were highlighted.

It was noted that work is ongoing in relation to conflicts of interest and the complaints process.

The Committee asked that the college corporation meeting quoracy rate of 40% be checked against recommended practice and for assurance that levels of insurance cover for Governor liability are sufficient.

ACTION 9: Check recommended quoracy levels for corporation meetings within the sector (JM).

ACTION 10: Include an analysis on insurance cover in relation to Governor liability within the next insurance update to the Business Committee (JM/MC).

The Committee asked that some minor amendments be made to the draft:

- Update paragraph 6.1 to reflect a 9 month notice period for Chair of the Corporation
- Update paragraph 22.2 to refer to the Principal's job description
- Remove Principal / CEO from paragraph 33
- Ensure consistency throughout when referring to the Principal and CEO.

The Committee determined to recommend the draft Standing Orders to the Board for approval subject to the amendments requested and noting that work is ongoing on the complaints and conflicts of interest sections.

16. Governor Recruitment – Update

A verbal update was provided as follows:

- Adverts went out for new Governors at the end of October.
- The application window closes on 17 November.
- Governors have been asked to distribute the advert within their networks.
- There are vacancies for four new Governors.
- The low membership of the Audit and Risk Committee is an urgent situation.
- No applications have been received to date from the advertising campaign.
- Two applicants identified as part of the chair recruitment process will be considered.

The Committee were informed that one of the applicants identified as part of the chair recruitment process is known to the Principal and it was stressed that the Principal did not approach the applicant and that the applicant approached the Principal.

There was a discussion around why it has been difficult attracting potential applicants and how the corporation can be more attractive to applicants. It was suggested that the time of year may be problematic and historically recruitment campaigns have been more successful when run early in the calendar year. It was suggested that HR Directors in local businesses could be contacted to see whether something may fit within their philanthropy or staff development policies.

It was further suggested that when the next advert is drafted inviting applicants for Governor vacancies, college colleagues would be asked to give feedback.

17. Other Urgent Business

The following items were brought to the Committee under Other Urgent Business:

17.1 HE Reports to Curriculum and Quality Committee

There was a question presented to the Committee on whether the Curriculum and Quality Committee should receive an HE Report at every meeting, or whether it could be presented termly.

The Committee agreed, with input from the Chair of the Curriculum and Quality Committee, that HE Reports can be presented termly.

17.2 Additional Meeting Time

It has been suggested that an additional 30 minutes be timetabled at the end of all Committee meetings to accommodate busy agendas.

The Committee agreed this proposal for the Remuneration and Governance Committee and in principle for other Committees but added that each Committee should decide themselves whether to adopt this practice.

17.3 Meeting Reports

It was agreed that light feedback should be given on reports at Committee meetings with a prompt for chairs at the end of each meeting. It was agreed that Committee Chairs should raise significant issues related to report writing with the Principal. It was noted that the Chair of the Corporation is in attendance at committee meetings (except Audit and Risk) and can also assist in providing feedback to the Principal.

ACTION 11: Include a prompt for Committee Chairs at the end of each meeting to provide feedback on report writing (JM).

It was noted that there is an element of training for both Board members, in terms of how Governors should expect papers and meeting books to be used, and report authors in ensuring Governors have the information they require to assess the presented report.

The Principal reported that the Senior Management Team are working hard to prepare coversheets useful to Governors and it was noted that there are guidance notes for completion on the template.

It was stressed that meeting Chairs should be alert to clues that Governors have not read meeting papers and confirm that all Governors have read the corresponding paper where an important decision is being made.

The Committee enquired about the meeting analytics function within the Board portal with a view to data on individual Governor engagement with meeting papers being provided to the Chair of the Corporation in preparation for 1:1 Governor reviews.

ACTION 12: Research engagement analytics function within the board portal (CH).

17.4 Chair Advisory Groups

The Chair of the Corporation put forward a suggestion to implement time for independent Governors outside of the Committee structure (a 'Chair Advisory Group'). It is thought that some questions in relation to agenda items could be solved ahead of meetings and thus save time within meetings themselves. The idea of a Governor Teams channel was put forward. It was decided that a proposal would be prepared and presented to the January meeting.

ACTION 13: Prepare proposal setting out ways independent Governors can meet and raise questions or concerns outside the formal Committee structure (JM).

17.5 End of Year Celebrations

It was agreed that Governors be reminded of the end of year celebrations and be encouraged to attend at least one event.

ACTION 14: Issue reminder regarding the end of year celebrations to Governors (CH).

18. CONFIDENTIAL – Meeting Review and Summary

The Committee expressed that the meeting was a useful and positive discussion about future governance and included effective challenge.

19. Date of Next Meeting

The next Remuneration and Governance Committee Meeting is scheduled to take place on 12 November at 9:45am via Teams.

All formal business having been concluded; the meeting closed at 6:45pm.

Signed **Date**
(Chair)