

REMUNERATION AND GOVERNANCE COMMITTEE

CONFIRMED MINUTES FROM THE MEETING HELD ON 13 JANUARY 2026 AT 4:00PM CITY COLLEGE NORWICH THETFORD BOARDROOM

Present:

Noel Bartram	NB	Chair
Marcus Bailey	MB	Governor (<i>remote, via MS Teams</i>)
Jock Downie	JD	Governor
Phil Gormley	PG	Governor
Philip Pearce	PP	Governor

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. Declaration of Conflicts

No declarations were made.

3. UNCONFIRMED Minutes for the Meeting Held on 11 November 2025

The unconfirmed minutes of the meeting held on 11 November 2025 were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

4. Matters Arising

24/25 RemGov 3 Action 2: Add EGR to agenda for when the new Chair meetings with the FEC (JM). *Action not yet due.* ACTION ONGOING (Due: March 2026).

RemGov 2 Action 1: ACTION COMPLETE

RemGov 2 Action 2: ACTION COMPLETE

RemGov 2 Action 3: Prepare a list of policies formally approved by the Board including review due dates, highlighting any overdue (JM/JW). *A paper was presented including a list of policies and other documents approved by the Board. The Committee noted that it is a statutory requirement for some policies, such as Health and Safety, to be approved by the Board. The Committee requested that the list be reviewed with a view to ensuring that decisions are made at the lowest level appropriate. It was highlighted that it would be useful to include information on where the requirement for Board approval for each originates and whether it is a statutory requirement or recommended practice. The Committee confirmed that it is unnecessary to include documents other than policies at this stage. It was agreed that JM and JW would review further, and it was noted that updates on policies outstanding would be highlighted in the CEO Reports to Board.* ACTION ONGOING (Due: April 2026)

RemGov 2 Action 4: Ensure Governors have easy access to the CCN training portal. *The Committee noted that a link to the training portal has been added to the board portal and requested that instructions be included and circulated to all Governors along with reminders where mandatory training is outstanding.* ACTION COMPLETE

ACTION 1: Prepare instructions for accessing the College's training portal and circulate to Governors (CH).

RemGov 2 Action 5: Identify whether there is a solution to issues surrounding Governor access to CCN files since the upgrade (JM). *The update that, 'IT advise this is a permanent change to how the operating system works made by the operating system provider' was noted. The Committee asked that IT be contacted again and pressed for a solution.* ACTION ONGOING (Due: April 2026)

RemGov 2 Action 6: ACTION COMPLETE

RemGov 2 Action 7: ACTION COMPLETE

RemGov 2 Action 8: ACTION COMPLETE

RemGov 2 Action 9: Check recommended quoracy levels for corporation meetings within the sector (JM). *A paper was presented summarising research on corporation quoracy levels in the sector. It was confirmed that the College's level of 40% matches the model Instrument and Articles for the sector. It was noted that to increase the number of Governors required for a quorum, consideration could be given to raising the determined number of Governors from 9 to 12 in line with the sector, which would have the effect of raising the number of Governors required for a quorate meeting from 4 to 5. It was highlighted that the reason for considering increasing the quorum is to encourage engagement, but it was noted that engagement is dealt with through role descriptions and the expectations letter sent by the Chair of the Corporation to all Governors. It was also mentioned that care needs to be taken not to raise it to such an extent that it has the effect of thwarting business. The Committee noted the paper.* ACTION COMPLETE

RemGov 2 Action 10: ACTION COMPLETE

RemGov 2 Action 11: ACTION COMPLETE

RemGov 2 Action 12: Research engagement analytics function within the board portal. *The Committee noted that a global admin account is required to access the full analytics function, for which there is a cost. The Committee asked for cost details to be presented. Re-lived and updated.* ACTION ONGOING (Due: April 2026)

RemGov 2 Action 13: Prepare proposal setting out ways independent Governors can meet and raise questions or concerns outside the formal Committee structure (JM). *JM is working with the Chair on a proposal. Due date updated to April.* ACTION ONGOING (Due: April 2026)

RemGov 2 Action 14: ACTION COMPLETE

5. Governance Improvement Plan Update

The Governance Improvement Plan Update was circulated prior to the meeting.

The two actions with requests for due date updates were discussed:

25/26 29: Members of SMT to provide a recording with a PowerPoint presentation for Governor induction (with areas to be considered in Curriculum, funding streams, finance and management accounts/the budget, SAR (Quality), Strategy/Transformation. *It was agreed that this would be completed by the end of the academic year.*

25/26 30: Consideration of agendas and streamlining meetings to allow for more strategic and development time for Governors. *The Committee noted that the Chair of the Corporation and Director of Governance and Legal are working on meeting structures and frequency, and that they hope to have a new structure in place for 2026/27. PG offered his assistance.*

The following points were added:

- *Many papers could be included as appendices rather than appearing in the meeting book, for example, meeting books could be for coversheets, with all supporting papers made supplementary.*
- *More important items should appear higher up agendas; Chairs should be responsible for changing the agenda order where appropriate.*
- *More approvals could take place outside meetings.*
- *Governors should ensure that Committees are covering the appropriate business and are empowered to make decisions.*

The Committee noted the Governance Improvement Plan Update and agreed the proposed updated due dates.

6. CONFIDENTIAL - Governor Appointments

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

7. Skills Audit

The consolidated Skills Audit and summary were circulated prior to the meeting.

The Committee commented that the ratings for individual Governors within the skills audit are based on self-assessment and there is no objective standard. It was suggested that the ratings could be reviewed at the annual Governor 1:1 with the Chair of the Corporation, but it was felt this would make the process time consuming for the Chair so instead it should be reviewed by the Director of Governance and Legal with each Governor, on an optional basis, ahead of those meetings.

ACTION 5: Update form used for Governor 1:1s with the Director of Governance and Legal to include a review of each Governor's Skills Audit (JM).

It was noted that there is no agreed level at which a particular skill is deemed sufficient or insufficient.

It was agreed that the Director of Governance and Legal would meet with the Chairs and Vice-Chairs of each Committee to discuss skills strengths and gaps in the Committees, and to compare against those indicated by the Skills Audit.

ACTION 6: Meet with Chairs and Vice Chairs of Committees to discuss the Skills Audit and the current and expected skills strengths and gaps within each Committee (JM).

8. Terms of Office and Succession Planning

The Terms of Office tracker and Succession Planning paper were circulated prior to the meeting.

The Committee noted that paper and the following comments were made:

- One Governor was absent for a period – does this affect their term dates?
- Term extensions should be an exception rather than an expectation.

ACTION 7: Establish whether a gap in a Governor's service affects their end of term date (JM).

The Committee considered whether the Board should recruit an additional Staff Governor from the non-academic cohort. The Committee recognised the benefits of having greater staff voice on the Board in this period of change at the College, but agreed that before a decision is made

whether to recruit a third Staff Governor, consideration should be given to the balance of independent and internal Governors to ensure that independent Governors hold the majority in membership of both the board and sub-committees. It was highlighted that increasing the number of independent Governors permitted within the Instrument and Articles may assist to retain an independent majority. Governors asked whether it can be written into the constitution that a quorum must be a majority of independent Governors. It was highlighted that the sector model Instrument and Articles does not include this provision, so the College would need to ensure that it is permitted to do so. It was agreed that more research would be carried out in relation to the independent versus internal balance and that a paper would be presented to the April Committee meeting, alongside a proposal for Staff Governor recruitment and review of the Staff Governor Recruitment Procedure.

ACTION 8: Research whether the I&A could be updated to reflect that a quorum must be made up of a majority of independent Governors (JM).

ACTION 9: Add 'Staff Governor Recruitment' to the April RemGov agenda (CH).

The Committee noted the three Committee Chair positions that will be vacant when NB completes his last term in July.

The Committee also noted the concern around the low Audit and Risk Committee membership number, and it was suggested that it is likely the next round of Governor recruitment could target candidates with business and audit skills. The Committee agreed that once ACTION 6 (see item 7) is complete, a Teams call should be set up to discuss the next steps that should be taken in relation to independent Governor recruitment. It was highlighted that consideration would need to be given on how to approach any recruitment campaign to attract candidates with skills the Board requires.

ACTION 10: Once RemGov 3 Action 6 is complete, arrange a RemGov Teams meeting to discuss next steps in relation to Governor recruitment (JM).

There was no agreement made in relation to the use of Associate Governors.

The rest of the discussion was confidential and is recorded in the confidential minutes.

9. Chair Recruitment

The Chair Recruitment update was circulated prior to the meeting.

The Committee were reminded that the interim term of the Chair of the Corporation is due to expire on 31 July 2026 and consideration therefore needs to be given as to the Chair position after this date.

The Committee discussed the difficulties experienced in finding a Chair during the recruitment process last year. It was suggested that the College consider a paid Chair position. There was mixed feeling from the Committee whether this should be considered, but it was recognised that the Chair role is becoming more complex and holds a high degree of responsibility and liability and therefore pay might become necessary to attract good candidates. It was noted that Charity Commission approval is required on an annual basis for remunerating a Chair and that this might initially delay the appointment process.

ACTION 12: Research how long Charity Commission approval for remunerating a Chair takes (JM).

The Committee agreed that the recruitment process should first focus on seeking to recruit from among current Governors. If the Board is unable to make an appointment from this

internal process, the process can then be extended to applicants outside the membership of the governing body. The importance of safer recruitment and appropriate fit and proper person tests were highlighted.

The Committee determined to recommend the two-stage recruitment process and timeline as set out in the paper to the Board for approval. However, the Committee requested that for the internal process, Governors should be invited to submit an expression of interest rather than a full application and CV.

10. Annual Internal Review of Governance

The Annual Internal Review of Governance was circulated prior to the meeting along with draft reviews of the CCN Code of Conduct for Governors and CCN Governance Guide to recommend for Board approval.

The Committee were informed that the Code of Conduct for Governors and Governance Guide updates have been cross referenced with the updated AoC Code of Good Governance and the recently approved Standing Orders.

The Committee noted that the Assurance Framework is a living document and that guidance updates issued late last year will be added in due course.

The Committee recognised that the Board Training and Development Plan is in its infancy but stressed that Governors should be regularly reminded when mandatory training is outstanding. The Committee requested to receive the Governor training record at the next meeting.

ACTION 13: Add Governor Training Record to April agenda (CH).

ACTION 14: Chase Governors regarding outstanding mandatory training (CH).

The Committee agreed that the Governor mentor programme should be pushed forward and that the Board needs to ensure that mentor Governors are reaching out to their mentees.

ACTION 15: Mentor Governors to meet with their mentees (NB, PP, SG, LS).

The Committee requested that the self-assessment reviews the College has carried out in relation to FE Commissioner reports such as Weston be added to the Internal Review of Governance table for assurance.

ACTION 16: Add the self-assessment reviews in relation to FEC reports to the Internal Review of Governance table (JM).

The Committee noted the Annual Internal Review of Governance and determined to recommend the CCN Code of Conduct for Governors and CCN Governance Guide to the Board for approval.

11. External Governance Review – Timeline and Procurement Process

A paper setting out a suggested timeline and procurement process for the next External Governance Review (EGR) was circulated prior to the meeting.

The Committee requested that External Governance Review process be reflected in the Committee's Terms of Reference at the next review.

ACTION 17: Update Terms of Reference for RemGov to reflect responsibilities of the Committee in relation to EGRs at next review (JM/CH).

The Committee expressed concern over the scope of the EGR and stressed that it must add value rather than being merely a 'tick box' exercise and that the tender process should make clear what the Board is looking for. The following actions were agreed:

ACTION 18: Prepare draft scope for the EGR to present to the Committee in April (JM/MB).

ACTION 19: Request template report from potential EGR reviewers (JM).

ACTION 20: Establish who will sit on the EGR tender interview panel (JM).

The Committee approved the EGR procurement process and timeline as set out in the paper.

12. Other Urgent Business

No matters were raised under this item.

13. Meeting Review and Summary

The Committee expressed that the discussions were directed efficiently and that the timely finish was appreciated.

14. Date of Next Meeting

The next Remuneration and Governance Committee Meeting is scheduled to take place on 21 April 2026 at 4:00pm.

All formal business having been concluded; the meeting closed at 5:54pm.

Signed Date
(Chair)