

## REMUNERATION AND GOVERNANCE COMMITTEE

### CONFIRMED MINUTES FROM THE MEETING HELD ON 16 SEPTEMBER 2025 AT 4:00PM THETFORD BOARDROOM, CITY COLLEGE NORWICH

#### Present:

Noel Bartram	NB	Chair
Jock Downie	JD	Governor
Marcus Bailey	MB	Governor
Phil Gormley	PG	Governor
Philip Pearce	PP	Governor

#### Attendees:

Jerry White	JW	Principal ( <i>until 6:05pm</i> )
Jodie Mitchell	JM	Director of Governance and Legal
Claire Harber	CH	Governance and Legal Officer

#### 1. Recommendations Relating to Appointments

It was noted that, in accordance with the Remuneration and Governance Committee Terms of Reference, Jock Downie is joining the Committee as Interim Chair of the Curriculum and Quality Committee. The Committee welcomed Jock.

#### 2. Apologies for Absence

No apologies were received.

#### 3. Declarations of Conflict

No declarations were made.

#### 4. Unconfirmed Confidential Minutes of the Meeting Held on 16 June 2025 (Set 1)

The unconfirmed confidential minutes of the meeting held on 16 June 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 June 2025 (Set 2) and the Unconfirmed Confidential Minutes of the Meeting Held on 26 June 2025

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

The unconfirmed confidential minutes of the meeting held on 26 June 2025 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 were on the draft agenda for this meeting, but the item was deferred to the next meeting by the Chair due to the size of the agenda.* ACTION ON-GOING (Due: September 2025).

RemGov 2 Action 1: ACTION COMPLETE

RemGov 2 Action 3: ACTION COMPLETE

RemGov 2 Action 5: Meet with new Governors to discuss induction and development needs (JM). *JM advised that five out of the six new Governors have been met with. The Committee agreed that the action can be closed.* ACTION COMPLETE

RemGov 3 Action 1: ACTION COMPLETE

RemGov 3 Action 2: Add EBR to agenda for when the new Chair meets with the FEC (JM). *A meeting with the FE Commissioner will be arranged in due course.* ACTION ONGOING (Due: September 2025)

RemGov 3 Action 5: Meetings with the Director of Governance and Legal to be offered to all remaining Governors (CH/JM). *It was confirmed that all Governors will be offered regular meetings with the Director and Governance and Legal. It was agreed that although the meetings are not mandatory, attendance will be monitored.* ACTION COMPLETE

RemGov 3 Action 6: Arrange site visits for Governors (JW/CH). *There was very little Governor engagement with site visits set up in the summer term. Visits will be re-arranged, and committee chairs are to encourage attendance. It was suggested that site visits be included in the induction programme.* ACTION ONGOING

RemGov 3 Action 8: ACTION COMPLETE

RemGov 4 Action 1: Contact established Governors to see who would be available to support a new Governor as a 'buddy' (JM). *JM will be reaching out to current Governors to support the new governors recently recruited. PP will meet LR at student voice so offered to buddy with her.* ACTION ONGOING (Due: September 2025)

RemGov 4 Action 2: ACTION COMPLETE

RemGov 4 Action 3: ACTION COMPLETE

RemGov 4 Action 4: Provide the colleges feedback regarding the Chair recruitment process to Peridot (MB). *Feedback has not been formally provided, but it was agreed that it would be more appropriate to address this when the corporation goes out for Chair recruitment again in the new year.* ACTION CLOSED

RemGov 4 Action 5: ACTION COMPLETE

RemGov 4 Action 6: ACTION COMPLETE

RemGov 4 Action 7: ACTION COMPLETE

RemGov 4 Action 9: ACTION COMPLETE

RemGov 4 Action 10: ACTION COMPLETE

RemGov 4 Action 11: ACTION COMPLETE

RemGov 4 Action 12: ACTION COMPLETE

RemGov 4 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 (JE/MC). *Although the risk has been mitigated for the time being, it was noted that this remains a potential risk for the future and therefore the Committee expressed that this should be included on the Risk Register.* ACTION ONGOING

RemGov 4 Action 14: ACTION COMPLETE

## 7. Governance Improvement Plan

This item was deferred to the November 2025 meeting.

## 8. **Self-Assessment Feedback**

The Self-Assessment Feedback paper was circulated prior to the meeting and taken as read.

It was noted that five Governors out of a possible 16 attended the Self-Assessment Review (SAR) meeting in person, which the Committee noted was poor attendance. A further four Governors submitted written feedback. The members of the Committee who attended the SAR meeting said that they found it a helpful process to highlight significant areas of focus and agreed that it should be compulsory for all Governors to submit written feedback and that Governors should be strongly encouraged to attend in person.

It was agreed that time commitment messaging should be reinforced throughout the recruitment and induction process for Governors.

### **ACTION 1: Write to all Governors to confirm expectations regarding engagement and attendance (MB).**

It was highlighted that although some SAR ratings remained consistent with last year, some areas had dropped, including stakeholder understanding and environmental sustainability. It was noted that the results will inform the Governance Improvement Plan and Governor training and engagement needs.

A summary of the discussion is as follows:

- The Committee asked that meeting papers for all meetings be published on time.
- Late papers will require approval by meeting Chairs, who will consider risk along with statutory and regulatory compliance in making the decision whether to allow inclusion.
- It was questioned whether more items could be approved outside of meetings and be ratified at the meeting.
- The Committee asked that coversheets be short, clear and more concise, pointing Governors to what is important rather than simply summarising the paper.
- One Governor indicated that they find the AI assistant function on the board portal helpful for meeting preparation.
- It was confirmed that the Transformation Plan will be considered by the Remuneration and Governance Committee through separate meetings.
- Risk should be at the top of meeting agendas to ensure it receives due consideration.

### **ACTION 2: Review the Governance Cover Sheet template (JM/PP)**

A confidential discussion took place here which is recorded in the confidential minutes (set 1).

The Committee determined to recommend the Self-Assessment Review report to Board for approval.

## 9. **Draft Remuneration Committee Report 2024/25**

The Draft Remuneration Committee Report 2024/25 was circulated prior to the meeting.

The Committee were reminded that the Colleges' Senior Post Holder Remuneration Code requires colleges to publish an annual account of the activities of their Remuneration Committee. It was noted that some parts of the draft will be updated once figures for the financial statements are finalised. Some minor amendments were requested.

The Committee reaffirmed its commitment to the requirements of the Colleges' Senior Post Holder Remuneration Code and, subject to the updates discussed and amendments requested, determined to recommend the Remuneration Committee Report 2024/25 to Board

for approval, including for its inclusion in the annual report and publication on the College's website.

**10. Appointment of Student Governors to the Board Procedure**

The Appointment of Student Governors to the Board Procedure was circulated prior to the meeting.

The Committee approved the Appointment of Student Governors to the Board Procedure for this academic year, subject to one amendment, that applications should be assessed by 'at least one' Governor rather than 'a' Governor. The Committee asked that, following recent discussions at Board, the Student Governor appointment process, along with the Staff Governor appointment process, be revisited in the spring to replace the election process with an open competition process.

**11. Co-Opt Committee Member Role Description**

The Co-Opt Committee Member Role Description was circulated prior to the meeting.

The Committee expressed the view that Co-Opted Committee Members would ideally be included in a meeting quoracy and be entitled to vote at the Committee.

Subject to some amendments, including the reduction in term from 1-4 years to 1+1 years, the Committee approved the Co-Opt Committee Member Role Description.

The Committee took a break at 4:57pm and reconvened at 5:04pm.

**12. Strategic Governor Groups 2025/26**

The Strategic Governor Groups 2025/26 paper was circulated prior to the meeting.

A discussion took place on the value of Strategic Governor Groups. It was noted that when they work well, they support the Senior Management Team in getting under the skin of key issues and provide additional assurance for the Board and positive feedback was given on the Student Voice group. However, it was also noted that they require additional time commitment from Governors. A question was posed as to whether they would be necessary if Committee business was dealt with in a more concise and/or agile way, and in response it was confirmed that the current Committee structure and number and business of meetings is in the process of being reviewed by the Chair of the Corporation and the Director of Governance and Legal.

It was agreed that any groups should have clear Terms of Reference approved by the relevant Committee to ensure groups remain focused on their purpose and objectives and that the groups regularly report to the relevant Committee and have a full review at the summer Strategy Day.

The Committee determined to recommend to the Board for approval the continuation of the Student Voice Strategic Governor Group for 2025/26. The Committee agreed that themes for further groups requires further discussion at Committee level.

**13. Scheme of Delegation**

The Scheme of Delegation was circulated prior to the meeting. The Committee were informed that the FE Commissioner recommended the implementation of a Scheme of Delegation as part of the Weston Report. It was explained that the Assurance Framework containing the detail sits behind the Scheme of Delegation and that the Scheme of Delegation is intended as a summary of the main responsibilities based on the Instrument and Articles of Government, Terms of Reference and Financial Regulations.

Governors liked that the proposed layout makes delegation easy to reference.

Subject to refinement discussed within the meeting and update after the approval of the Audit and Risk Committee Terms of Reference and possible change as a result of Committee structure conversations reported in the previous item, the Committee determined to recommend the Scheme of Delegation to the Board for approval.

In light of the Weston Report, the Committee confirmed that Senior Post Holder remuneration decisions are reserved for full Board approval.

**14. Succession Planning Policy**

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

The Committee requested that further work be carried out on the Succession Planning Policy to emphasise internal progression and reduce its focus on external recruitment. It was agreed that requested notice periods should be three months for Co-Opted Members and Governors and nine months for the Chair of the Corporation.

**15. Skills Audit Review**

The Skills Audit Review report was circulated prior to the meeting.

The Committee noted the Skills Audit Review summary and made suggestions for minor changes.

**16. Review of Committee Composition, Board Membership and Terms of Office**

The Review of Committee Composition, Board Membership and Terms of Office report was circulated prior to the meeting.

*NB left the meeting at 5:52pm.*

The Committee were asked to consider the extension of Noel Bartram's term by six months, to the end of this academic year, 31 July 2025. It was confirmed that the Instrument and Articles of Government permit this given his expertise and experience and the period of transformation and financial recovery the College is in.

The Committee determined to recommend the extension of Noel Bartram's term by six months until 31 July 2025 to the Board for approval.

*NB rejoined the meeting at 5:56pm.*

The Committee determined to recommend the appointment of Lucy Sydney as Vice Chair of the Curriculum and Quality Committee to the Board for approval.

The Audit and Risk Committee membership numbers were discussed, and concern was raised over the two vacancies. This was noted as an urgent situation and the Committee approved for the process to recruit two Governors with skills and experience relevant to the Audit and Risk Committee to start now.

It was agreed that Audit and Risk Committee membership should be added to the Risk Register.

**ACTION 4: Add Audit and Risk Committee membership to the Risk Register (JW).**

**17. Board Training and Engagement Plan**

This item was deferred to the November 2025 meeting.

**18. External Governance Review Feedback, Lessons Learned and Timeline**

This item was deferred to the November 2025 meeting.

**19. Other Urgent Business**

No matters were raised under this item.

**20. Meeting Review and Summary**

The following points were made:

- The meeting flowed smoothly.
- There has been good work by the Governance and Legal team.
- The Committee has greater focus on important issues.

*JW left the meeting at 6:05pm.*

**Items 21 and 22** were confidential and are recorded within the confidential minutes (set 2)

**23. Date of Next Meeting**

The next Remuneration and Governance Committee Meeting is scheduled to take place on 11 November 2025 at 4:00pm.

All formal business having been concluded; the meeting closed at 6:39pm.

**Signed** ..... **Date** .....  
(Chair)