**REMUNERATION AND GOVERNANCE COMMITTEE**

**CONFIRMED MINUTES FROM THE MEETING HELD ON 21 APRIL 2026 AT 4:00PM**
**CITY COLLEGE NORWICH, THETFORD BOARDROOM**

**Present:**

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| Noel Bartram | NB | Chair |
| Marcus Bailey | MB | Governor |
| Phil Gormley | PG | Vice-Chair *(remote via Teams until 5:49pm)* |
| Philip Pearce | PP | Governor |

**Attendees:**

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| Jerry White | JW | Principal *(from 4:25pm until 5:15pm)* |
| Jodie Mitchell | JM | Director of Governance and Legal |
| Sarah Tate | ST | Executive Director of People *(from 4:25pm)* |
| Claire Harber | CH | Governance and Legal Officer *(from 5:50pm)* |

**Apologies:**

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| Jock Downie | JD | Governor |

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1. **CONFIDENTIAL – Governors only session**
This item is not minuted.

2. **Apologies for Absence**
Apologies were received and noted as above.

3. **Declarations of Conflict**
No conflicts were declared.

4. **Unconfirmed Minutes of the Meeting Held on 13 January 2026**
The unconfirmed minutes of the meeting held on 13 January 2026 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 13 January 2026**
The unconfirmed confidential minutes of the meeting held on 13 January 2026 were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

6. **CONFIDENTIAL Item**
The discussion was confidential and is recorded within the confidential minutes (set 2).

*PG left the meeting at 5:49pm.*
*CH joined the meeting at 5:50pm.*

7. **CONFIDENTIAL – Matters Arising**
The Action List was circulated prior to the meeting, along with notification of the following Committee approvals via email since the last meeting:
    - Appointment of Marcus Bailey as Chair of the Corporation
    - Amended timeline of the External Governance Review
    - Award of External Governance Review contract

Governors were informed that the initial call in relation to the External Governance Review is due to take place on 23 April.

RemGov 3 Action 2: Add EGR to agenda for when the new Chair meets with the FEC (JM). *Given the Chair's ongoing work with the National Leader of Governance and attendance at the strategic conversation meeting with the DfE and FEC team this month, it was agreed that this action can be closed.* ACTION CLOSED

RemGov 2 Action 3: ACTION COMPLETE

RemGov 2 Action 5: Identify whether there is a solution to issues surrounding Governor access to CCN files since the upgrade. *Governors requested that this action be re-opened and IT contacted again to find a solution.* ACTION ONGOING (Due: June 2026)

RemGov 2 Action 12: Research engagement analytics function within the board portal (CH). *A meeting with the Board portal provider has been scheduled for later this month.* 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) *A monthly informal 'drop-in' Teams meeting for Governors has been proposed*. ACTION COMPLETE

RemGov 3 Action 1: ACTION COMPLETE

RemGov 3 Action 5: ACTION COMPLETE
RemGov 3 Action 6: ACTION COMPLETE

RemGov 3 Action 7: Establish whether a gap in a Governor's service affects their term end date (JM). *Due date updated to June 2026.* ACTION ONGOING (Due: June 2026)

RemGov 3 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). *Due date updated to June 2026.* ACTION ONGOING (Due: June 2026)

RemGov 3 Action 9: ACTION COMPLETE
RemGov 3 Action 10: ACTION COMPLETE

RemGov 3 Action 12: ACTION COMPLETE
RemGov 3 Action 13: ACTION COMPLETE
RemGov 3 Action 14: ACTION COMPLETE

RemGov 3 Action 15: Mentor Governors to meet with their mentees (NB/PP/SG/LS). *Mentors to contact mentees in advance of their next meeting.* ACTION ONGOING (Due: April 2026)

RemGov 3 Action 16: ACTION COMPLETE

RemGov 3 Action 17: Update Terms of Reference for RemGov to reflect responsibilities of the Committee in relation to EGRs at next review (CH/JM). *Action not yet due.* ACTION ONGOING (Due: June 2026).

RemGov 3 ACTION 18: ACTION COMPLETE
RemGov 3 ACTION 19: ACTION COMPLETE
RemGov 3 ACTION 20: ACTION COMPLETE

The confidential action updates are recorded within the confidential minutes (set 1).

**7.1 FE Commissioner Letter**

As referred to in the Principal and CEO's Report to Board in March, the FE Commissioner's Letter dated 10 February 2026 was circulated prior to the meeting with a summary showing how the College meets the governance requirements set out in the letter.

The Committee noted the letter and summary.

**7.2 RemGov 2 Action 3 – Policies**

As requested at the last Remuneration and Governance Committee meeting, a summary of policies and procedures approved at Board level was circulated along with official guidance, 'Policies and Codes for Further Education Colleges', setting out which polices and procedures it is recommended be approved at Board level. It was agreed that policies and procedures approved by the Board should align with the guidance.

It was noted that a light review of the Equality, Diversity and Inclusion Policy has been carried out and that there will be a comprehensive review once awaited guidance is received.

**8. Governance Improvement Plan Update**

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

It was noted that the risk tolerance and risk appetite framework action is overdue, and Governors indicated that this is a priority and requested that a proposal be ready ahead of Strategy Day in July.

After questioning from the Committee, it was confirmed that once Governance Improvement Plan actions are closed, monitoring takes place via the Annual Governance Self-Assessment Review.

A report setting out the College's response to Weston College Recommendations was circulated prior to the meeting. It was confirmed that an internal audit on managing public money is in progress and that the response to the recommendations as circulated would be included for assessment. Governors asked for assurance that the College follows the procedures set out in the response to the recommendations.

**8.1 Governor Training Record**

Further to RemGov 3 Action 13, the Governor Training Record and an accompanying report outlining risks and challenges was circulated prior to the meeting.

The Committee agreed a need for formal consequences when mandatory training is incomplete and that this should be addressed in annual 1:1s. If Governors still fail to complete training, a risk assessment should be carried out to determine whether they are able to continue as a Governor. It was stressed that accessibility of training should be taken into consideration.

**ACTION 1: Issue formal request to Governors to complete outstanding mandatory training (MB).**

**ACTION 2: Implement Risk Assessment process for use in situations where Governors fail to complete mandatory training (JM).**

It was noted that due to changes in law relating to sexual harassment and safeguarding, the consequences to the College of related incidents are significant and that training is a key mitigation.

**9. Draft Schedule of Business and Committee Structure for 2026/27**

A draft Schedule of Business for 2026/27 was circulated prior to the meeting. The proposal included a new People Committee to move people aspects away from the Business Committee enabling the Business Committee to absorb the Transformation and Commercial Growth Committee.

A proposal was made by the Committee to align a Chief Officer to each committee to assist in driving accountability.

The Committee agreed to recommend a People Committee to the Board for approval as it would enable targeted focus on identified people-related strategic risks. Further, it should be written into the People Committee Terms of Reference that its usefulness and continuation be considered annually.

The Committee agreed that the Transformation and Commercial Growth Committee would cease and its business be absorbed by the Business Committee.

**ACTION 3: Circulate job description for Commercial Director to the Business Committee (ST).**

**10. CONFIDENTIAL - Governor Recruitment Update**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**11. Staff Governor Recruitment**

A revised draft Staff Governor recruitment procedure replacing the current election process with an application and interview process as previously requested by Governors was circulated prior to the meeting. The accompanying report reminded the Committee that the Instrument of Government allows up to three Staff Governors.

The Committee determined to recommend to Board the approval of the revised Staff Governor Recruitment Procedure.

It was agreed that should the Board approve a People Committee, a third Staff Governor should be recruited to enable staff voice on each of the Curriculum and Quality, Business and People Committees. However, it was stressed that consideration should be given to balance of internal and independent Governors during the upcoming annual review of each Committee's Terms of Reference. Further, Governors asked that line managers of potential new Staff Governors be included in the process to ensure staff can be released for meetings and agreed that HR and sickness records of Staff Governor applicants be considered prior to appointment.

**ACTION 4: Ensure balance of internal and independent Governors is considered when reviewing the Terms of Reference for Committees (JM/CH).**

**12. Student Governor Recruitment Process**

A revised draft Student Governor Recruitment Procedure seeking to replace the current election process with an application and interview process as previously requested by Governors was circulated prior to the meeting.

The Committee determined to recommend to Board the approval of the revised Student Governor Recruitment Procedure.

**13. CONFIDENTIAL – Review of the Principal/CEO Job Description and Person Specification**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**14. CONFIDENTIAL – Annual Review of SPH's**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**15. SPH Appraisal Process**

A verbal update was provided, and it was agreed that the Senior Post Holder appraisal process remains unchanged this year.

**16. Director of Governance and Legal Annual Appraisal Process**

A verbal update was provided, and it was agreed that the Director of Governance and Legal appraisal process remains unchanged this year.

**17. Chair Performance Review and Governor 1:1 Reviews**

A proposal for the Chair Performance Review and Governor 1:1 Reviews was circulated prior to the meeting.

The Committee approved the process for the Chair Performance Review and noted that the process will be led by the Vice-Chair of the Corporation (with the support of this Committee), in accordance with the Vice-Chair Role Description.

The Committee approved the process for Governor 1:1 Reviews with the Chair. It was agreed that Governor 1:1 Reviews should be a more formal process and consider engagement, contribution and effectiveness as well as training records and training and development needs.

**18. Other Urgent Business**

No matters were raised under this item.

**19. Meeting Review and Summary**

It was noted that Remuneration and Governance Committee business is increasing.

**20. Date of Next Meeting**

The next Remuneration and Governance Committee Meeting is scheduled to take place on 2 June 2026 at 4:00pm.

All formal business having been concluded; the meeting closed at 7:11pm.

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

**21. Confidential Item**

Governors and the Director of Governance and Legal remained after the meeting for a confidential session. This session was unminuted.