

REMUNERATION AND GOVERNANCE COMMITTEE

CONFIRMED MINUTES FROM THE MEETING HELD ON 23 JUNE 2026 AT 4:00PM CITY COLLEGE NORWICH, THETFORD BOARDROOM

Present:

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

Attendees:

Sarah Tate	ST	Executive Director for People
Claire Harber	CH	Governance and Legal Officer

Apologies:

Jodie Mitchell	JM	Director of Governance and Legal
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1. Apologies for Absence

Apologies were received and noted as above. The Committee agreed that CH would clerk the meeting in the absence of the Director of Governance and Legal.

2. Declarations of Conflict

No declarations were made.

3. UNCONFIRMED Minutes of the Meeting Held on 21 April 2026

The unconfirmed minutes of the meeting held on 21 April 2026 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 21 April 2026

4.1 UNCONFIRMED CONFIDENTIAL Minutes of the Meeting Held on 21 April 2026 (Set 1)

The unconfirmed confidential minutes of the meeting held on 21 April 2026 were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

4.2 UNCONFIRMED CONFIDENTIAL Minutes of the Meeting Held on 21 April 2026 (Set 2)

The Unconfirmed Confidential Minutes of the meeting held on 21 April 2026 (set 2) are for email approval.

ACTION 1: Ensure set 2 confidential minutes from the meeting on 21 April 2026 are confirmed by email (JM).

5. Matters Arising

RemGov 2 Action 5: Identify whether there is a solution to issues surrounding Governor access to CCN files since the upgrade (JM). *Governors asked that the action be moved to the Director of IT.* ACTION ONGOING (Due: June 2026)

RemGov 2 Action 12: ACTION COMPLETE

RemGov 3 Action 7: Establish whether a gap in a Governor's service affects their end of term

date (JM). *This has been reflected in a new draft of the Standing Orders. The Committee requested that the action be re-lived until the Standing Orders are approved.* 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). *The I&A will be reviewed over the summer.* ACTION ONGOING (Due: June 2026)

RemGov 3 Action 15: Mentor Governors to meet with their mentees (NB, PP, SG, LS). *Governors stressed that mentor meetings should take place soon after appointment to be effective.* ACTION CLOSED

RemGov 3 Action 17: ACTION COMPLETE

RemGov 4 Action 1: Issue formal request to Governors to complete outstanding mandatory Training (MB). *This will be dealt with in annual conversations. An updated training record was requested to be sent to the Chair of the Corporation.* ACTION ONGOING (Due: June 2026)

ACTION 2: Send updated training record to Chair of the Corporation (CH).

RemGov 4 Action 2: Implement Risk Assessment process for use in situations where Governors fail to complete mandatory training (JM). ACTION ONGOING (Due: June 2026)

RemGov 4 Action 3: Circulate job description for Commercial Director to the Business Committee (ST). *This action was re-opened as a version 2 of the job description is in the process of being drafted.* ACTION ONGOING (Due: July 2026).

RemGov 4 Action 4: Ensure balance of internal and independent Governors is considered when reviewing the Terms of Reference for Committees (JM/CH). *Complete for Curriculum and Quality Committee. The Business Committee Terms of Reference review will take place at a later date.* ACTION ONGOING (Due: June 2026)

Confidential matters arising are recorded in the confidential minutes.

6. Governance Improvement Plan Update

The Governance Improvement Plan was circulated prior to the meeting.

It was noted that some actions are held for a long period of time and that longer-term actions could instead take the form of a workplan. It was agreed that MB would take this forward with JM.

ACTION 3: Consider the implementation of a Governance Work Plan as a framework for the longer-term actions on the Governance Improvement Plan (MB/JM).

24/25 Action 7 - It was noted that the Student Governor recruitment process was approved by the Board via email but that the Staff Governor recruitment process approval was still outstanding. It was agreed that approval would be sought at the Board meeting next week.

ACTION 4: Ensure there is time allocated at the Board meeting to approve the Staff Governor recruitment process (CH).

24/25 Action 17 - It was noted that the Estates Strategy is largely dependent on the Curriculum Strategy and therefore it is important that a Curriculum Strategy is agreed. It was noted that the Curriculum Strategy will be the main theme of the upcoming Strategy Day. Governors

stressed that a Curriculum Strategy must be agreed ready for the new academic year and highlighted that the transformation Project Management Office require a Curriculum Strategy to be agreed to effectively carry out their work.

25/26 Action 3 – It was noted that the Equality, Diversity and Inclusion Policy and update report will be presented to Board next week.

25/26 Action 11 – It was agreed that Co-Pilot training session would be arranged for prior to the Self-Assessment Review session on 14 July.

ACTION 5: Arrange Co-Pilot training for Governors prior to the SAR session on 14 July (CH).

25/26 Action 29 – It was confirmed that the due date can be updated to September 2026.

25/26 Action 30 – The Committee agreed that the reports presented to Governors could be improved and it was agreed that report writing training would be arranged for report authors. It was highlighted that cover pages are not working well enough to point Governors to important points and sometimes data is not interpreted sufficiently. Integrated performance reports and a heatmap overlay for performance data on relevant papers were suggested.

ACTION 6: Arrange training on report writing for authors. Governors to articulate what is required (ST/CH/RemGov).

The Committee stressed that it should be made clear what matters within a Committee's Terms of Reference are required by the Department for Education or Office for Students, for example, so that additional business can be restricted.

7. CONFIDENTIAL - AoC Senior Pay Survey

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

8. Review of SPH performance evidence and objective achievement

This item was not taken.

9. The FE Colleges Senior Post Holder Remuneration Code

This item was not taken.

10. Governance Self-Assessment Questions

The Governance Self-Assessment Questions were circulated prior to the meeting.

It was confirmed that Governors unable to attend would be provided the questions to complete and return electronically.

It was agreed that MB would emphasise to Governors the importance of attending the session.

ACTION 9: Prepare SAR Questions to issue to Governors (CH) and issue to Governors emphasising the importance of attending the session (MB).

The Committee determined to recommend the Governance Self-Assessment Questions to the Board for approval.

11. Review of Board Membership and Committee Composition

The Skills Audit and Governor Terms of Office tracker were circulated prior to the meeting.

The Committee noted that a Skills Audit is required as part of the Code of Good Governance but acknowledged the limitation of the Skills Audit framework as a tool to inform Governor recruitment, particularly as scores are based on self-assessment.

The Committee suggested that consideration be given to how to integrate the Skills Audit more fully into the recruitment and appraisal process to ensure key gaps are appropriately identified and filled.

The Terms of Office tracker was noted.

The Committee determined to recommend the following appointments to the Board for approval:

- Noel Bartram – extension of term by 12 months until 31 July 2027
- Lillian Rackham – re-appointment as Student Governor from 1 July 2026 due to her election to the SU President role and appointment to the Curriculum and Quality Committee and Business Committee for the duration of the term.
- Hannah Stewart – extension of 1 year to her term as Co-Opted Member of the Audit and Risk Committee.

It was noted that the Vice Chair of the Audit and Risk Committee has resigned, and the Committee agreed that the Chair of the Audit and Risk Committee could approach Jill Wade for the Vice Chair of the Audit and Risk Committee position.

12. Annual Review of Standing Orders, Instrument and Articles and all Committee's Terms of Reference

Draft updates of the Terms of Reference for the Audit and Risk Committee and Curriculum and Quality Committee were circulated prior to the meeting.

The Committee asked that more comprehensive reviews of the Terms of Reference for each committee be carried out next year. It was noted that the External Governance Review due to take place early 2027 will help inform these reviews.

The Committee determined to recommend the Terms of Reference for the Audit and Risk Committee and Curriculum and Quality Committee to the Board for approval.

It was noted that the review of the Standing Orders and Instrument and Articles of Government will take place at a later date.

13. Annual Review of RemGov's Terms of Reference

This item was deferred.

14. Annual Review of the Role Descriptions

Draft updates to the Role Descriptions for Governors and Co-opted Members, along with a proposed Role Description for Associate Governors were circulated prior to the meeting.

The Committee requested some minor amendments and determined to recommend the Role Descriptions for Governors, Co-opted Members and Associate Governors to the Board for approval.

The Committee requested a small amendment to the Chair of the Corporation Role Description and recommended to Board for approval.

It was agreed that the Vice Chair Role Description remains unchanged.

14.1 CONFIDENTIAL - Annual Review of the Director of Governance and Legal Job Description

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

15. Draft Schedule of Business and Meeting Calendar 2026/27

The draft Schedule of Business and Meeting Calendar 2026/27 were circulated prior to the meeting reflecting options for Committee structures and reduced number of meetings.

The Committee expressed that there can be future refinement of the Schedule of Business where necessary. It was expressed that although it is unusual in the sector to have a People Committee, there is a general sense that a People Committee is needed due to there being a business requirement for focus on people matters. It was also highlighted that the Business Committee will need to cope the additional transformation work as it is agreed that the Transformation and Commercial Growth Committee will cease.

The Committee determined to recommend to Board for approval the new Schedule of Business and associated Meeting Calendar 2026/27 option presented reflecting:

- Audit and Risk Committee – 4 meetings as presented
- Curriculum and Quality Committee – 3 meetings as presented
- Business Committee – 3 meetings as presented
- People Committee – 3 meetings as presented
- Removal of Transformation and Commercial Growth Committee and amalgamation of its business into the Business Committee.
- Board – 6 meetings as presented

16. Other Urgent Business

The Committee acknowledged the resignation of Jerry White as the Principal and CEO.

MB confirmed that the unions have been in contact regarding this matter and he will meet with them in due course.

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

17. Meeting Review and Summary

This item was not taken.

18. Date of Next Meeting

The next Remuneration and Governance Committee Meeting will take place in the autumn term. The date is to be confirmed.

All formal business having been concluded; the meeting closed at 5:58pm.

Signed Date
(Chair)