

MEETING OF THE GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE

MINUTES

Date	Wednesday 21st February
Time	18:00 to 19:45
Location	Via MS Teams
Present (Governors):	Chair: Jackie Pearson Dr Andrew Gilchrist Fred Gray Craig Mahoney Hilary Omissi Christine Ricketts (Principal and Chief Executive)
Officers and advisers in attendance	Melissa Drayson - Director of Governance (DG)
Observers	Rob Lawson, Association of Colleges, External Board Reviewer
Apologies for absence	None
Quorum	The meeting was quorate throughout

Item	Action lead
1. Preliminary items	
1.1 Apologies for Absence No apologies for absence were received	
1.3 Declarations of interest There were no new declarations of interest relating to matters on the agenda. Previously declared interests were carried forward. The Principal and CEO, and Director of Governance would withdraw from items relating to their performance and remuneration (see Part 2 minutes)	
1.4 Urgent other business notified in advance No urgent matters of other business had been notified in advance.	
GOVERNANCE AND NOMINATIONS	
2. Minutes	
2.1 Minutes of the meeting of the Search and Governance Committee meeting on 1st November 2023.	

Subject to the correction of some minor typos, the minutes of the meeting on 1 November 2023 were **APPROVED** as a correct record.

2.2 Matters Arising

Supporting paper by the Director of Governance

It was noted that all actions from the previous meeting were completed or covered on the agenda. Governor recruitment, training and development remained ongoing priorities.

3. Corporation and Committee membership

3.1 Recruitment and succession planning

Supporting paper by the Director of Governance

The Committee discussed the following matters raised in the paper:

- External governor recruitment and succession planning against identified skills and diversity gaps.
- Staff governor recruitment
- Student governor recruitment

The Committee noted with regret that Ian Carey had decided to stand down as staff governor. The election process timeline should allow the new staff governor to be introduced at the next meeting.

The range of measures employed to attract external interest in the three independent governor vacancies was noted. These were for:

- The Vice Chair of the Corporation with governance and senior HR expertise
- The Chair of the Finance and Resources Committee, with Chartered Accountant qualifications
- A governor with a background at a senior level in further education

The Principal updated on individual approaches to key partners, including the Chamber of Commerce. So far, the response had been disappointing.

An application had been made to the Department for Education's governor recruitment service for further support with governor recruitment for the three vacancies. This had been supported by the ESFA and FE Commissioner. The outcome would be known at the end of February.

3.2 Senior Independent Governor role description

Supporting paper by the Director of Governance

Following the Corporation's approval, in December, of the proposal to create a SIG role, a draft role description was presented. This defined the responsibilities of the position and differentiated it from the Vice Chair position.

Jackie Pearson confirmed that she remained willing to take up the SIG role once a permanent Vice Chair was appointed through recruitment.

RESOLVED: That the Senior Independent Governor role description be recommended to the Corporation for approval.

4. Governance report

4.1 Progress on the Governance Improvement Plan

Supporting papers by the Director of Governance

The Committee noted and discussed the progress update on the governance improvement plan that was approved at the December Corporation.

It was agreed that, at this mid-year point, it was expected that many actions would be ongoing and, therefore, amber-rated.

There was one 'Red' action, which related to governors' attendance at student voice events. It was acknowledged that communication of these had not been strong and that the most recent Forum had taken place during Ofsted week. It was agreed that the new Student Voice Committee would provide a clearer mechanism for this activity.

4.2 External Governance review update

Verbal update by Rob Lawson, external governance reviewer

The Committee was advised of the remaining stages that would be completed. These were mainly meeting observations and some further interviews. Initial findings were due to be shared with the Chair, Vice-Chair and Principal in early April.

Positive feedback was given on the Governance Improvement Plan and the Strategy Day that took place on 31 January.

5. Constitutional matters

Supporting papers by the Director of Governance

5.1 Committee Terms of Reference

The review of the Terms of Reference was triggered by the changes to the committee structure and names that were approved by the Corporation in December. The review also provided the opportunity to simplify and standardise the Terms of Reference format. Key headlines were that:

- Some matters previously delegated to the Curriculum and Performance Review Committee would now be the direct responsibility of the Corporation (Safeguarding, EDI and curriculum planning)
- The Teaching and Learning Committee and the Finance and Resources Committee would each be given delegated powers to approve policies and procedures that fall within their remit.

- Apart from the name-change and some reformatting, there were no significant changes to the scope of the Audit and Risk Committee (A&R)
- The Governance, Nominations and Remuneration Committee had a new draft Terms of Reference, based on the previous two committees. The requirements for membership and chairing of the Remuneration Committee element were clearly differentiated within the document

RESOLVED: that revised Committee Terms of Reference be recommended to the Corporation for approval.

5.2 Revised Scheme of Delegation

Governors noted that changes had been made to reflect the new Committee Structure

RESOLVED: That the revised Scheme of Delegation would be recommended to the Corporation for approval.

5.3.5.4 Biannual review of the Standing Orders and Instruments and Articles of Government

The Director of Governance reported that she had started the review of the Standing Orders but that this had been a more intensive exercise than originally anticipated. In addition, a proposal was made to bring all key constitutional documents and governance policies into one 'handbook'. This would help to ensure that these were aligned and remove any duplication.

AGREED: That the updated standing orders and proposals for a combined 'governor handbook' would be brought to the May committee meeting for consideration.

11. Date of next meeting: Wednesday 15 May 2024

Approved by the GNR Committee on 15 May 2024