

MEETING OF THE GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE

MINUTES

Date	Wednesday 15th May 2024
Time	18:00 to 19:45
Location	Via MS Teams
Present (Governors):	Chair: Jackie Pearson Dr Andrew Gilchrist Craig Mahoney
Officers and advisers in attendance	Melissa Drayson - Director of Governance (DG)
Apologies for absence	Hilary Omissi Christine Ricketts (Principal and Chief Executive)
Quorum (3)	The meeting was quorate throughout

Item	Action lead
1. Preliminary items	
1.1 Apologies for Absence Apologies were as listed above.	
1.2 Declarations of interest There were no new declarations of interest relating to matters on the agenda. Previously declared interests were carried forward.	
1.3 Urgent other business notified in advance No urgent matters of other business had been notified in advance.	

GOVERNANCE AND NOMINATIONS ITEMS

2. Minutes	
2.1 Minutes the meeting of the GNR Committee meeting on 21st February (Governance and Nominations items only) The minutes of the meeting were APPROVED as a correct record.	
2.2 Matters Arising <i>Supporting paper by the Director of Governance</i> It was noted that most actions from the previous meeting had been completed or were covered on the agenda.	

The Director of Governance sought an extension to revise and streamline the Standing Orders and other governance policies into a Governor Handbook, as this was a recommendation of the External Governance Review.

AGREED: That the review of the Standing Orders would be undertaken during the summer break and shared for comment by email before approval by the Corporation at the next opportunity.

Dir Gov

3. Corporation and Committee membership
Supporting paper by the Director of Governance

The Committee discussed the earlier interview with Tarcha Choony and agreed that she would bring valuable skills and expertise to the Corporation, especially in finance and risk.

It was noted that Tarcha's appointment, along with the three new governors being recruited through Peridot, would increase the Corporation size to 19, which was one above the current determination. The Committee agreed to review the position once interviews had been held and to seek an uplift if necessary. Specific roles would also be agreed upon after recruitment.

The Committee noted that the current student governor would be leaving in the summer when she completed her degree. Her exceptional contribution was discussed and it was suggested that this should be recognised at the forthcoming Student Awards event in June.

RESOLVED: That it would be recommended to the Corporation, via Written Resolution, that Tarcha Choony be appointed as an independent governor on a four-year term of office subject to eligibility checks and references.

AGREED: That Daniela Clarkson be nominated by the Corporation for a Student Award for her contribution as a Student Governor and as an exceptional ambassador for the College.

Dir Gov

4. Governance report

4.1 Progress on the Governance Improvement Plan (GIP)
Supporting papers by the Director of Governance

The Committee noted and discussed progress on the governance improvement plan that had been approved at the December Corporation. This had picked up, with several actions having now been completed, or nearing completion. The GIP would be extended to include actions arising from external governance review recommendations.

It was noted that attendance at Corporation and Committee meetings was at or above the target of 80%, but that Corporation attendance had dropped slightly compared to the previous year.

4.2 External Governance review update

Verbal update by Rob Lawson, external governance reviewer

The Committee noted the draft report, and the overall conclusion that *the Board consistently impacts positively on college outcomes and there is strong evidence that it is highly proficient in most or all of the Board outcomes.*

The Director of Governance advised that the Chair, Principal and she had received and provided feedback on earlier drafts and were content with the summary of strengths and areas for development.

The final report would be delivered to the Corporation on 10th July. The reviewer would be invited to attend online to give a short presentation of the headlines.

5. Constitutional matters

Supporting papers by the Director of Governance

5.1 Learner Voice Committee

The Committee was reminded that the plan to establish a Learner Voice Committee had arisen from the priority identified to strengthen engagement between governors and the student community.

The College had been simultaneously reviewing its Learner Voice framework, following the recent management re-organisation. Governors considered the proposals which included a termly Student Council meeting which would bring together course representatives, the Student Union and Student Governors along with key staff and governors.

It was agreed that a separate Learner Voice Committee might be superfluous once the various elements of the Learner Voice Framework were working together effectively. Instead, governors' attendance at each Student Council would fulfil the need that the Learner Voice Committee was intended to address.

AGREED: That Corporation would be advised of the Committee's view that the proposed Learner Voice Framework should be implemented, and the plans to set up a Learner Voice Committee should be paused for the time being

**Via
Minutes**

5.2 Calendar of meetings 2024-25

The Committee is asked to consider the timing and frequency of meetings to inform next year's calendar.

It was agreed that there was scope to reduce the number of meetings as the College was entering more of a steady state. The best mechanism for ensuring oversight of the capital project would need to be decided. Governors considered that the current balance of face-to-face vs online meetings worked well.

AGREED: That a survey would be sent out to establish governors' Dir Gov preferences for the timing of meetings.

Approved by the Governance, Nominations and Remuneration Committee on 16 October 2024