

MEETING OF THE GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE

MINUTES

Date	Wednesday 16 October 2024
Time	17:00 to 18:30
Location	Via MS Teams
Present (Governors):	Chair: Hilary Omissi Dr Andrew Gilchrist Craig Mahoney (Chair of the Corporation) Christine Ricketts
Officers in attendance	Melissa Drayson - Director of Governance (DG)
Apologies for absence	Jackie Pearson
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 15 May 2024 (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 all actions from the previous meetings had been completed or were covered on the agenda.

The Committee reiterated the intention for at least one governor to attend all meetings of the Student Council.

On behalf of the Corporation, the Committee asked that a message of congratulations should be passed to Daniela Clarkson on being selected as a finalist for the Association of Colleges Higher Education Student of the Year. The Committee also wished Daniela good luck for the final awards ceremony.

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

Following the departure of Louise Salmon and Tarcha Choony, there was one vacancy on the Corporation for an independent governor, with scope for a further appointment following the temporary uplift in total membership to 19. Whilst there was no pressing skills gap on the Corporation, the Committee agreed to keep the door open to applicants and to offer an information conversation with the Chair and Principal CEO.

The Committee looked at the best fit between new governors' skills and experience and committee membership. It was important to bear in mind governor workload when allocating governors to more than one committee. It was agreed that it was particularly important that the Teaching and Learning Committee was strong as this looked at the core business of the College. The vacancy on the Audit Committee would be kept under review, and new governors would be asked if they had an interest in joining it.

It was agreed that the current skills audit measured professional expertise but some governors had been more modest than others when completing it. A mid-year reflection point would be helpful to establish whether new governors felt able to score themselves more highly in certain areas once they had served on the Corporation for a period of time.

4. Governance report

The Committee reviewed the Director of Governance's evaluation of:

- External Governance Review outcomes and recommendations
- Governance assessment against the AoC Code of Good Governance for English Colleges
- Themes from the Chair's 1-2-1 meetings with governors
- Progress on the Governance Improvement Plan 2023-24

On the basis of this evaluation, the Committee proposed the following as key priorities for 2024-25:

- Continue efforts to increase the diversity of our Corporation
- Develop our induction and onboarding of new governors further with the introduction of a Governor Handbook and embedding our buddying system
- Increase, and encourage take-up of, opportunities for governors to meet students in a variety of settings.

- Continuing to provide training and support to ensure that all governors are able to contribute and challenge at meetings.
- Further embed the new AoC Code of Governance, reflecting the Corporation's governance values and Nolan Principles.

The Committee agreed a summary statement for publication on the website that reflected the key outcomes of the External Governance Review.

The Corporation would be required to agree grade for the effectiveness of governance and publish this in the Annual Report and Financial Statements. In the last two years, governance had been graded as Good. There were clear indications that governance has been strengthened, but the priority areas outlined above prevent it being judged as Outstanding yet. A grade of Good would, therefore, be recommended to the Corporation.

AGREED: To recommend a grade of Good for governance in 2023-24 to the Corporation

5. Constitutional matters

Supporting papers by the Director of Governance

5.1 Instrument and Articles of Government

The Committee noted that the DG had undertaken the first review of the I&As since 2018. A comprehensive comparison had been made to the DfE's standard I&As to ensure that they properly encapsulated the Corporation's statutory duties, key governance principles and procedures. A schedule of changes was noted.

Some further minor edits were flagged and agreed by the Committee. These would be applied in the final version for Corporation approval.

RESOLVED: That the updated Instrument and Articles of Government would be recommended to the Corporation FOR APPROVAL.

5.2 Corporation Standing Orders

The Committee considered a comprehensive review of the Standing Orders. These had undergone significant updating and reorganisation, with the addition of new sections to reflect good practice in the sector. A schedule of changes set out the main amendments and additions. The document was formatted with headings and page dividers that would indicate the positioning of the four different sections of the final 'governor handbook':

- Standing Orders
- Scheme of Delegation
- Code of Conduct
- Committee Terms of Reference

The other documents would be added following approval of the Standing Orders by the Corporation

RESOLVED: That the updated Standing Orders be recommended to the Corporation FOR APPROVAL

6. Confidential item

Craig Mahoney withdrew for this item. A separate record was taken.

Approved by the Governance, Nominations and Remuneration Committee on 30 April 2025