MEETING OF THE GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE

MINUTES

Confidential minutes of the Remuneration Committee section of the meeting are recorded separately

Date	**Wednesday 12 November 2025**
Time	16:00 to 17:30
Location	Conference room, Weybridge.
Present (Governors):	Chair: Hilary Omissi Dr Andrew Gilchrist Craig Mahoney (Chair of the Corporation) Jackie Pearson Christine Ricketts (from 16:30)
Officers in attendance	Melissa Drayson - Director of Governance (DG)
Apologies for absence	None
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.	
2.		**Minutes**	
	2.1	**Minutes of the meeting of the GNR Committee meeting on 30 April 2025** The open and confidential minutes were **APPROVED** as a correct record.	
	2.2	**Matters Arising**	

Supporting paper by the Director of Governance

It was noted that all actions from previous meetings had been completed or were in progress. Further updates had been provided, as appropriate, within committee reports.

The Director of Governance reported that the current format of reports had been reviewed and guidance developed for authors and presenters, particularly new staff. A comment was made that both had improved, but more work was needed to encourage staff to deliver concise presentations. It was suggested that a limit should be put on the number of slides in PowerPoint presentations and that these should be sent out in advance if possible.

ACTION: Guidance on reporting and presenting to governors to be updated **Dir Gov**

GOVERNANCE AND NOMINATIONS ITEMS

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

The Committee was reminded that recruitment had been paused until the outcome of the SPA (Structure and Prospects Appraisal) was confirmed.

There was one vacancy for an independent governor, and the following governors and co-optees would be reaching the end of their final term of office within the next 12 months:

- Jackie Pearson (July 2026)
- Paul Stedman (July 2026)
- Mary Hughes (December 2026)

Rick Parish, the co-opted member of the Audit and Risk Committee, had been approached regarding a second term of office, but had indicated his preference to step down.

The Committee agreed on the need to launch a new recruitment campaign as soon as possible to fill all posts. The powers to temporarily uplift membership numbers would be used if necessary. The retirement of Jackie Pearson and Mary Hughes would result in a significant loss of knowledge and expertise in teaching and learning in FE and schools. It was also agreed that additional finance and audit skills were needed on the Audit and Risk Committee, and local employer links would be valuable.

It was agreed that the recruitment campaign would be run internally in the first instance, using all available online resources. Governors and members of the Executive Group would also be asked to publicise the opportunity via their networks. If this produced insufficient interest, the use of an agency would be considered.

The individual who had expressed an interest would be invited to submit an application as part of this process.

Committee membership and chairing was discussed. It was noted that Fiona Capstick had agreed to take over the Chair of the Teaching and Learning Committee so would not now be asked to join the Audit and Risk Committee.

The Director of Governance proposed that there should be a full review of the committee structure and membership once all governor vacancies had been filled and the forthcoming strategic planning process completed.

RESOLVED: To recommend the appointment of Fiona Capstick as Chair of the Teaching and Learning Committee to the Corporation FOR APPROVAL

AGREED: To launch a governor recruitment campaign

4`. Governance report

Supporting paper by the Director of Governance

4.1 Governance self-assessment 2024-25

The Committee discussed the annual governance self-assessment 2024-25. It was agreed that the evidence and feedback consistently indicated a picture of continuous improvement in governance and a high-performing and impactful Corporation Board.

There was a discussion of the overall drop in attendance at Corporation and Committee meetings. It was recognised that some of this could be attributed to newer governors having pre-existing commitments upon appointment. It was also accepted that many governors had stepped up to take on significant additional work during the SPA process. Engagement outside meetings had also improved.

It was agreed that the Corporation Chair would have individual conversations with governors whose attendance had decreased to discuss how their attendance might be facilitated. There was a discussion of the possibility of resuming hybrid Corporation meetings, but only if the technology was available to support this.

Progress on the previous year's Governance Improvement plan was noted. Several actions remained ongoing, and the following key priorities for the year were recommended

- To continue to develop the range of student-facing opportunities for governors during the year
- To fully relaunch the College sustainability strategy, with robust governance oversight.
- To ensure full governor participation in the development of the new College strategic plan, and to review the governance structure to ensure it remains fit for purpose.
- To renew the approach to the governor skills audit to ensure that it accurately reflects levels of expertise and experience on the board.

RESOLVED: That the Corporation be asked to approve the following:

i) An overall grade of governance of Good

ii) The four governance priorities listed above.

4.2 Review against Weston College FE commissioner Intervention report, and lessons learned from other colleges

The Director of Governance had prepared a report based on a review of governance at BTC against the recommendations from the Weston Intervention report, and the issues that had led to difficulties at Burnley College and Havant and South Downs College.

The Committee endorsed the overall conclusion that the Weston report had identified no concerns in terms of the rigour and transparency of processes relating to senior postholder performance and pay.

There was agreement with the assessment of 'lessons learned' from the Burnley Ofsted report:

- Ensuring adequate professional education experience within the Corporation membership to bring strong scrutiny and challenge.

- Ensuring governors are assured that data systems are robust and independently validated to ensure that student performance reports are honest and accurate.

It was considered that the second question should be brought to the full Corporation Board for discussion. The development of a Board Assurance Framework should be investigated further.

The 'lessons learned; from HSDC related to the provision of timely and accurate financial information, and included:

- Ensuring timely monthly management accounts that conform to best practice guidance.

- Ensuring that risks relating to student numbers and income and/or uncontrolled increases in expenditure are fully quantified and an action plan is in place to achieve a swift turnaround.

- Gaining external assurance (through internal audit) of key financial controls and reporting.

The Committee agreed that financial reports had improved greatly in quality and that there was tight oversight of financial matters.

AGREED: To schedule a discussion at a future Corporation on how governors gain assurance that data and management information is accurate, robust and honest.

5. Constitution: Changes to Instrument and Articles of Government
Supporting paper by the Director of Governance

The Committee considered the proposal to modify the Instrument and Articles of Government to reflect DfE (Department for Education) guidance to provide student governors under the age of 18 with full voting rights. Whilst not mandatory, the guidance is based on charity law, which accords all trustees the same status. Company law also permits under-18s to be company directors.

A governor expressed a concern that the change would result in parents having liability for decisions made by the Corporation, but the majority of committee members were in favour of the change.

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

REMUNERATION ITEMS

A confidential minute of these discussions is held separately

10. **There was no other business.**

Approved by the Governance, Nominations and Remuneration Committee on 6 May 2026