

MEETING OF THE GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE MINUTES

Date	Wednesday 30 April 2025
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 of the meeting of the GNR Committee meeting on 16 October 2024 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. The Committee Chair provided a confidential update on item 6.

3. Corporation and Committee membership

Supporting paper by the Director of Governance

Following discussion of the vacancy for an independent governor, it was agreed that recruitment should resume once the outcome of the SPA process was known.

Changes in committee membership were discussed.

- It was suggested that the membership of the Governance, Nominations and Remuneration Committee should be the committee chairs. Whilst this would have advantages, the risk was that the Committee could become an 'inner sanctum', and that useful skills held by other governors would not be used effectively.
- Hilary Omissi agreed to join the Teaching and Learning Committee with effect from 1 August 2025.
- It was proposed that Fiona Capstick should be approached about joining the Audit and Risk Committee. In addition, Rick Parris would be approached about continuing as co-opted Audit Committee member for a second term upon the expiry of his first term in December 2025.

The Director of Governance flagged that a full skills audit was due at the end of the current academic year. It was noted that self-assessment led to variable outcomes with some governors underselling their knowledge and skills, and others inflating them. The Director of Governance undertook to explore creative alternatives that would overcome some of the limitations of self-assessment. It would also be helpful to measure improvements in knowledge since the last audit.

RESOLVED

- (i) **To recommend the appointment of Hilary Omissi to the Teaching and Learning Committee to the Corporation.**
- (ii) **Invite Fiona Capstick to join the Audit and Risk Committee and, subject to acceptance, recommend her appointment**
- (iii) **Invite Rick Parris to continue for a second term as a co-opted member of the Audit and Risk Committee and, subject to acceptance, recommend his appointment**

ACTIONS

- (i) **Explore barriers to participation with individual governors with poor recent attendance.**

**Dir Gov/
Chair**

4. Governance report

Supporting paper by the Director of Governance

The Committee was asked to participate in a discussion about two key governance issues:

- Variable governor attendance at meetings
- Facilitating full governor engagement in strategic discussions at meetings

It was noted that not only was attendance lower than in previous years, but some governors with useful skills and experience had variable attendance. It was agreed that the reasons for this should be explored on an individual basis by the Director of Governance and, if necessary, the Chair. The Chair commented that he had received feedback that the time commitment in governor recruitment advertisements had not been accurate. There was discussion about whether a change in meeting times would help those with working commitments to attend more easily. It was agreed that this would be explored at each forthcoming committee meeting. The current balance of face-to-face Corporation Board meetings and online Committee meetings was supported.

Although not all governors had been able to attend daytime student-facing and teaching and learning events during the year, all governors had engaged in at least one college activity. It was suggested that it might support attendance to schedule future engagement events on days when governors were coming onsite to attend meetings.

The Committee agreed that more could be done to maximise the benefit of the skills, knowledge and experience of individual governors at meetings. The point was made that the right information needed to be presented in the right way. The purpose of the paper, expectations of governors and any risks and opportunities attached to the issues should be flagged early. The approach taken by the Principal at the March Corporation Board meeting to suggest questions for governors was supported. It was also agreed that training should be provided to support governors in asking the right questions. A session on this had been organised for the Surrey FE governors' conference on 1st July.

It was noted that progress on all actions arising from the External Review of Governance had been good. The recommendation to reintroduce the Estates Working Group was reviewed, and it was agreed that there was no compelling reason to do this, as the Finance and Resources Committee continued to have strong oversight of the Estates project.

ACTIONS:

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| (i) | Future meeting times to be explored at Committee meetings. | Dir Gov |
| (ii) | To review the current format of reports to ensure that they meet governors' needs and stimulate discussion. | Dir Gov |
| (iii) | To develop guidance for authors and presenters of reports about working with governors. | Dir Gov |

5.

Calendar of Meetings

Supporting paper by the Director of Governance

The Committee gave general support to continue the current pattern of meetings, and agreed that individual meeting times would be set in consultation with the Executive Group to ensure the best fit with the College's business cycle. It was also important to avoid times of high workload for managers, such as enrolment and

AGREED: That provisional dates for meetings would be shared with the Chair and Committee Chairs once agreed with the Executive Group.

REMUNERATION ITEMS

6. Senior Postholder Performance Review – Chief Operating Officer
Supporting paper by the Principal and CEO

The minutes of this item will be redacted from the published version.

The Committee concurred with the Principal's summary of key strengths and areas for development. Particular areas of strength were the management of the Capital Development project, management of a large workload, understanding of the curriculum and the strength of relationships with colleagues. An area for development was to ensure that potential risks to achieving financial resilience and sustainability were fully evaluated and communicated. It was confirmed that all senior postholders' remuneration would be reviewed at the Autumn meeting.

7. Department for Education Guidance on SPH and Chair Appraisals
Supporting paper by the Director of Governance

The Director of Governance had undertaken a review of practice against the advisory points in the guidance note. The Committee concurred with the overall conclusion that SPH appraisal processes had improved considerably in the last two years, and were mostly in line with good practice. There were also sufficient checks and balances to mitigate against the risk of relationships becoming too cosy. It was agreed that the following actions would strengthen processes further:

- Incorporating an annual process for reaffirming the designated senior postholder posts.
- Adding a formal mid-year performance conversation for SPHs to the annual appraisal cycle,
- Align timings of all SPH annual appraisals to the whole college appraisal cycle.
- Discuss the inclusion of feedback from governors and key staff in SPH appraisals
- Clarify who holds SPH appraisal records
- Consider the need for governor training on college appraisal processes to ensure consistency of approach.

8. Annual Remuneration Committee report 2023-24

The annual report had been produced in line with the AoC Senior Postholder Remuneration Code. The Committee was comfortable that, as the information in the report was already published in the Financial Statements, the report would be available via the website. Next year, the report would be brought to the Autumn Term meeting.

RESOLVED: That the Annual Remuneration Committee report 2023-24 be APPROVED.

9. Annual Chair's Appraisal

Supporting paper by the Senior Independent Governor

Craig Mahoney withdrew from the meeting for this item. The minutes of this item will be redacted from the published version.

In the absence of the SIG, the written report was noted. All present commented that it was a good reflection of their individual contributions. There was recognition of the significant experience that the Chair brought and his influence in meetings, especially in terms of steering the discussion towards a decision. Areas for further consideration were agreed:

- Reviewing agendas and papers for the Corporation meetings to further enhance focused discussion and decision making. Agendas could be changed to reflect the relative importance of the item, time allocations given for more pressing items and papers to note added at the end.
- Looking at the GNR committee responsibilities to see if it could take a little pressure from the Corporation meetings, and again help with focused discussion of vital aspects of governance at the full corporation meetings.
- Further consideration of how to involve more governors in deeper financial understanding and questioning
- Reviewing how the college calendar might help governors engage more in college life, and, particularly, to diary Craig's visits to college to give him more exposure to students and staff.

10. There was no other business.

Approved by the Governance, Nominations and Remuneration Committee on 12 November 2025