

CORPORATION BOARD

Nominations, Remuneration & Governance Committee



Minutes of a meeting held in person on Monday 23rd September 2024 at 6pm

Present

Adam Mumford; (Chair);
Jacqui Canton;
Nicolas Pages
Alan Bark

In attendance

Howard Stamp, Clerk and Governance
Advisor (minutes)

Governor questions are represented with bullet points, and management responses are italicized.

1. Opening Comments

1.1 Apologies and matters to be raised under AOB

Apologies had been received from Astrid Schloerscheidt and Nick Handy. The meeting remained quorate.

The following items were raised for discussion under AOB: Draft Governor Skills Audit.

1.2 Declarations of interest

Declarations of interest were made by Jacqui Canton for item 5.1 and 5.2, and by Howard Stamp for item 5.3. No other declarations of interest were made.

2. Minutes of the meeting held on 12th June 2024

2.1 Public Minutes

The minutes of the previous meeting were approved as an accurate record of the meeting held on the 12th June 2024.

3. Matters Arising, Written Resolutions & Action Points

The committee noted the matters arising from the previous meeting, with one action remaining in progress related to the ongoing follow-up of recommendations from the External Governance Review. It was agreed that the review would be formally revisited at the March 2025 meeting to ensure that the progress of all recommendations could be effectively tracked, allowing for a more thorough evaluation at that time.

No written resolutions had been circulated since the last meeting.

Action	By Whom	Deadline
Clerk to update actions to reflect Agenda Item on External Governance review for the March Committee	Clerk	October 2024

4. Nominations

4.1 Annual review of Board (size, composition, skill set, succession management, terms of office)

The Clerk presented key details in the report, providing an overview of the current board composition. The committee discussed the current structure and reflected on changes in

appointments over the past academic year. It was agreed that the board composition remained effective.

The Clerk highlighted that the board currently has one external governor vacancy and is actively seeking to recruit an additional external member with audit or finance expertise. The committee supported this approach, recognising that these skill sets would strengthen the board's overall expertise in these areas.

The Clerk also noted an improvement in the board's gender diversity, although further efforts are needed to understand and enhance representation from diverse backgrounds where appropriate.

The committee discussed the potential challenges of maintaining a board of 17–18 governors, particularly regarding the recruitment of student governors. While the possibility of adjusting the board size was briefly mentioned, it was decided to retain the current structure and focus on filling the remaining vacancies.

The report was noted by the committee, and the Clerk was tasked with continuing recruitment efforts for both external and student governors.

The committee noted the report.

4.2 Annual review of the Committee structure

The committee reviewed the report on the current structure of the Board's committees, which include the Audit, Curriculum Quality & Students (CQS), Finance & General Purposes (F&GP), and Nominations, Remuneration & Governance (NRG) committees. Overall, members expressed satisfaction with the existing structure, noting that it continued to meet the Board's needs effectively. However, there were some concerns about attendance and membership levels within certain committees.

Attendance challenges were highlighted for the CQS Committee, which had faced occasional low participation. It was noted that moving more CQS meetings online had positively impacted attendance, as some members had found it difficult to attend in person. This shift to virtual meetings has provided greater flexibility, enabling members with demanding schedules to engage more consistently.

The Audit Committee was identified as particularly light on membership, and members discussed the difficulties in ensuring the committee maintained both sufficient skills and an adequate size, as low attendance could risk quorum. To address this, the Clerk confirmed that recruitment for a co-opted member with relevant audit experience is underway, with advertisements placed through professional networks such as the ICAEW, to help ensure that the committee maintains its quorum and oversight capabilities.

There was also a brief discussion about the roles and representation of student governors within the committees. While the CQS Committee is crucial for student input, participation remains a challenge. The committee concluded that, while the overall committee structure remains effective, continued efforts are needed to support committee attendance and engagement, particularly within the Audit and CQS Committees, to ensure sustained governance strength.

The committee noted the report.

4.3 Governor terms of office, appointments & recruitment

The Clerk presented an overview of upcoming governor terms of office, noting which governors would soon reach the end of their current terms and the efforts underway to recruit new members. A change in Staff Governors was highlighted, with one staff governor being reappointed for a second term and a new staff governor being appointed for their first term of office.

The student governor recruitment had progressed, resulting in the appointment of a new student governor. However, the role of a second student governor remains vacant, though communication with students is ongoing to encourage applications and fill this position.

Additionally, an External Governor will reach the end of their first term in March 2025. The committee agreed to invite them to serve a second term, recognising the importance of their role and the value of their continued engagement.

The committee discussed the broader need to align recruitment with the Board's strategic goals, particularly to enhance the range of skills and perspectives within the committees. Members expressed support for ongoing efforts to attract candidates from diverse backgrounds and with varied experience, especially for committees with more specialised requirements, such as Audit and F&GP.

The committee approved the proposed reappointments and noted the continued efforts in recruitment.

The committee noted the report.

5. Remuneration

5.1 Draft Remuneration Report for Financial Statements, including reference to pay multiple of the Principal/CEO and median earnings of College workforce

In the absence of the Chair of the Corporation, the committee briefly discussed this agenda item. The committee considered the oversight of this information through both the Audit and F&GP Committees, as well as its inclusion in the statutory accounts and final sign-off by the Board. On this basis, the committee agreed that this agenda item would not be required at future meetings and were assured that there is appropriate scrutiny through wider governance processes.

Action	By Whom	Deadline
Clerk to update annual committee cycle to remove agenda item for following year.	Clerk	October 2024

The committee noted the discussion.

5.2 Annual appraisal of Principal (academic year cycle)

In the absence of the Chair of the Corporation, this item was addressed briefly by the committee. The Principal confirmed that their appraisal had taken place with the Chair and indicated that they would be happy for it to be discussed at a subsequent meeting if required.

The committee noted the verbal update.

5.3 Annual appraisal of Clerk (academic year cycle)

In the absence of the Chair of the Corporation, this item was addressed briefly by the committee. The Clerk confirmed that their appraisal had not yet taken place with the Chair due to conflicting leave dates; however, it would be scheduled shortly. As with the Principal's appraisal, this could be brought to a subsequent meeting if required.

The committee noted the verbal update.

6. Governance

6.1 Annual Board & Committee Self-assessments

The Clerk presented the findings from the Annual Board & Committee Self-Assessments, highlighting key insights from the assessment responses. Committee members agreed that the overall feedback was positive, particularly regarding the effectiveness of meetings and the robust leadership demonstrated by the Chair.

The committee discussed how this information should be shared with all Board members, along with proposed actions. It was agreed that a summarised version of the report would be shared at the upcoming Board meeting to allow all members to review and discuss the outcomes of the self-assessment.

The committee noted the report.

Action	By Whom	Deadline
Clerk to provide a summarised Board self-assessment report to the upcoming Board meeting.	Clerk	October 2024

6.2 Annual report to Audit Committee on Board effectiveness

The report was presented by the Clerk, summarising the governance activities and outcomes for the year. It included progress made on governance practices and any actions identified for improvement, reflecting findings from the External Governance Review. The Clerk noted that the report aligns with the Audit Committee's requirement for an annual overview of governance effectiveness.

The committee supported the report, recognising it as an essential tool for assessing governance performance and ensuring accountability within the Board. It was agreed to forward the report to the Audit Committee for review.

The committee recommended the report to the Audit Committee.

6.3 Annual committee report to the Board

The Annual Committee Report was discussed briefly, with the Clerk confirming that it captured the key activities and decisions made by the committee over the past year. The committee reviewed the report's summary, which covered notable actions such as updates to board composition, reappointments, and the successful review of the committee structure.

Members agreed that the report accurately reflected the committee's work and achievements.

The committee recommended the report to the Board.

6.4 Update on progress towards delivering the Strategic Plan

The Principal provided an update on progress against the college's Strategic Plan, noting that most key performance indicators (KPIs) had been met, although some areas, such as apprenticeship income, had fallen short of initial targets. However, the revised budget targets for this income had been achieved. The Digital Strategy and staff skills audit were identified as ongoing initiatives requiring further work in the coming year.

The committee discussed these updates and agreed that the progress report reflected positively on the college's strategic direction. The committee also considered ways to present this information differently to the committees in future reports and agreed for the Principal to revise the report format as needed to ensure that governors continue to receive appropriate assurance.

The committee noted the report.

7. Policies for approval

7.1 Link Governor Policy

There were no policies for approval at this meeting.

8. Any Other Business

The Governor Skills Audit was raised by the Clerk as an additional item under AOB, following recommendations from the recent External Governance Review. The audit aims to assess the existing skills and expertise of governors to ensure the Board maintains a balanced skill set, particularly in light of future recruitment and succession planning.

The Clerk provided the committee with a tabled paper outlining the draft skills audit questions. The Chair of the Corporation, although absent from this meeting, had reviewed the paper beforehand and expressed initial support for the initiative and the proposed approach. The committee agreed that the paper covered the appropriate headings for a skills audit and endorsed the approach being taken. Members felt the audit would help identify areas where additional expertise may be needed, supporting efforts to align the Board's composition with the college's strategic needs. It was decided to revisit the skills audit findings at the March 2025 meeting, allowing time for data collection and analysis.

The committee noted the tabled report.

Action	By Whom	Deadline
Clerk to continue to revise the Skills audit in liaison with the Chair of the corporation in readiness for distribution.	Clerk	December 2024

9. Meeting reflection and Future Business

The next committee meeting is scheduled for Monday 18th November 2024 online. It was noted that the next committee meeting is an optional meeting in the annual cycle depending on agenda items required.

A Mumford

Signature
Adam Mumford

22/05/2025



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