

CORPORATION BOARD

Nominations, Remuneration & Governance Committee



Minutes of a meeting held in person on Monday 3rd March 2025 at 6:15pm

Present

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

In attendance

Jo Milsom, Deputy Principal;
Kevin Wilkinson, Head of People Services;
Jude Brown, Clerk and Governance Advisor
(minutes)

Governor questions are represented in italicized bold font with bullet points, and management responses follow.

1. Opening Comments

1.1 Apologies and matters to be raised under AOB

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

No items were raised under AOB.

1.2 Declarations of interest

Declarations of interest were made by Jacqui Canton for items 6.1 and 6.2, and by Jude Brown for item 6.3. No other declarations of interest were made.

2. Minutes of the meeting held on 23rd September 2024

2.1 Public Minutes

The minutes of the previous meeting were approved as an accurate record of the meeting held on the 23rd September 2024.

3. Matters Arising, Written Resolutions & Action Points

There had been no matters arising since the last meeting.

No written resolutions had been circulated since the last meeting. All the actions from the last meeting had been completed. The Committee noted the report.

4. Policies for Approval

No policies were brought to this meeting for approval.

5. Nominations

5.1 Update on Terms of Office, Recruitment, Committee Membership, and Appointments

The Clerk presented key details in the update, providing an overview of the current state of governor appointments and recruitment in particular.

It was noted that the commencement date of the former student governor's appointment as an external governor was not correct as the person has not yet had the End Point Assessment (EPA) for their apprenticeship. In order to take up the external governor position, their time as a student must have completed. The committee discussed whether it

would be appropriate to invite them to the Strategy Day even if their appointment had not commenced officially. It was agreed to investigate the likely timescale for the EPA and then to consider attendance at the Strategy Day.

The Chair updated that the interview held before the committee meeting had gone well and the interviewers were impressed by the candidate. It was therefore proposed to recommend the appointment of the candidate as an external governor through a written resolution.

The Clerk highlighted that recruitment of an additional external co-opted member with audit or finance expertise was ongoing. The Committee continues to support efforts in this area, and it was suggested that an avenue worth pursuing could be the College's internal auditors, TIAA. The Clerk will follow up with this and with the College's recruitment team to understand where Finance roles have been advertised in the past, understanding that the Clerk retains responsibility for the recruitment of governors.

The Chair of the Board updated that he was still seeking views as to nominations for this Chair role.

The Committee considered attendance levels which might lead to recruitment being required for any additional external roles in future.

The Committee discussed the membership of the various committees. As above, it was noted that the co-opted governor recruitment was key for Audit as quoracy could be a challenge given the small membership. Membership of F&GP was considered relatively comfortable and the former student governor who is returning as an external governor may be allocated to F&GP. It was observed that CQS had also experienced challenges with quoracy in the recent past, but the new external governor would be a candidate to join this committee.

The Committee reviewed the terms of appointments in the report, and it was noted that the record showed that the NRG Chair's term as Chair had expired. It was therefore agreed that the current Chair of Committee's term of office would be extended to 3rd March 2026.

It was discussed that the terms of appointments could sometimes lead to situations where a governor's term expired after a committee meeting but before a full Board meeting within a term. The proposed remedy would be to appoint governors to the end of the term in which the end of the governor's appointment fell. For example, the new external candidate would be appointed to the end of this term in four years' time. The Committee agreed that to support this proposal. The question of whether to retrospectively apply this to existing governors was considered. The Clerk will review the Standing Orders.

Action	By Whom	Deadline
Clerk to investigate the likely timescale for EPA and seek views on Strategy Day attendance	Clerk	March 2025
Clerk to update term of appointment once date of EPA is known	Clerk	March 2025

Clerk to circulate written resolution to confirm the appointment of the external governor candidate interviewed on 3 rd March at 5.30pm	Clerk	March 2025
Clerk to circulate written resolution for the re-appointment of the external governor whose appointment was about to expire but who had agreed to stay on as governor.	Clerk	March 2025
Clerk to review term of appointment for Chair of NRG and update	Clerk	March 2025
Clerk to review permissions regarding retrospectively amending the end of Governor terms of appointment	Clerk	March 2025

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

6. Remuneration

The Principal and member of SMT who was present left the meeting for 6.1 and 6.2.

[Confidential Item]

6.3 Agree an Induction Plan for the Clerk

The Chair of the Board welcomed the new Clerk and explained that the key elements of the Clerk's role are outlined in the Clerk's job description. In his view the priorities for the new Clerk would be to understand the governance documentation, governor recruitment, the governor skills matrix and to build a network, not just of clerks but in governance more widely through the AOC and other channels. College induction tasks such as meeting SMT and Smartlog required training were underway.

The Committee noted the verbal update.

7. Governance

7.1 Update on Actions and Recommendations following the External Governance Review

The Clerk presented the update, and it was agreed that a lot of progress had been made on completing actions from the last external review.

The Chair of the Committee queried where the Governance Handbook (with reference to recommendation 6) was located. The Clerk undertook to ensure that the updated versions of the governance documents were in a folder easily accessible by Governors.

The Chair also queried the wording of the resolution for recommendation 11 as there is significant scrutiny of the College's financial position through the F&GP and Audit Committees which is why the termly reporting is considered acceptable at this time. The current wording of the resolution does not reflect this. It was agreed to keep the timing of financial reporting under review; however, the Committee were happy that termly reporting remained appropriate at this time. The Principal also noted that the SMT do review reports on the College's financial position monthly and these reports could be made available upon request if so desired.

The timing of the next External Governance Review was considered, and it was agreed to consider reviewing the timeline for this at the next NRG meeting.

The committee noted the report.

Action	By Whom	Deadline
Clerk to review location of recently reviewed and approved Governance documents and ensure that the signed off versions are accessible by Governors	Clerk	March 2025
Clerk to update the wording for review item 11 to reflect the scrutiny that does happen	Clerk	March 2025
Clerk to review timeline for next EGR and report back at the next NRG committee meeting	Clerk	June 2025

7.2 Review of Code of Governance

The report was presented by the Clerk who gave a brief background regarding the updating of the AOC's code of governance and the other options that had been reviewed. The Committee agreed with the recommendation that continuing to abide by the AOC's updated Code of Governance seemed most appropriate.

The Committee recommended the report to the Board.

7.3 Update on Delivering the College Strategic Plan

7.3.1 Appendix 1 – Operational Plan 2024-25

7.3.2 Appendix 2 – Strategic Plan KPIs

The Principal provided the mid-year update on progress towards delivering the Strategic Plan, noting that progress was broadly positive. A key area of focus for SMT remains the achievement rates of the College. The Chair of the Board noted that, although governors should not get involved in operational detail, the Operational Plan provided useful information to support the review of the KPIs.

Governor Questions

- Is Higher Education (HE) still under review?*** The HE and Professional Faculty has been created, however staffing challenges have meant that the review has been delayed, possibly until September of next year. To clarify, HE refers to degree awarding and Professional refers to professional accreditations in HR, Accountancy etc. which are offered almost exclusively to adults and often offered part-time while these students are working. The College has not launched new provision in this latter space for some time but is actively looking at areas such as Payroll and Pensions, and what other qualifications are applicable to the modern workplace, in Digital for example.
- Is the College considering more provision in Health and Social Care?*** The College does not do much in this area as there is lots of private provision particularly for Adult Health and Social Care, so provision is very competitive.
- Clarify the staff satisfaction aspiration in KPI Appendix 2 – aspire to the top 20% of what?*** The aspiration is to be in the top 20% of colleges that complete the AOC survey. Approximately 25% of colleges (fifty or sixty of two hundred) complete this survey.

- ***With regard to the carbon emissions work, is the slower progress due to internal or external factors?*** The platform adopted is a digital tool rather than a consultancy framework and so it is down to College staff to complete this. The work has turned out to be more complex than expected and the next step is to consider emissions from College suppliers with deliveries that come onto site.
- ***Are SMT aware of any colleges that have made particular progress in this area of sustainability?*** Derby College was noted as an example where they had appointed a sustainability professional. The Principal will consider whether such a role can be built into future budgets, finance and funding allowing.

The Committee discussed the challenge of measuring emissions and the validity of data, especially considering the offsetting some suppliers may be undertaking. There is also the challenge of ensuring that the work done is meaningful while balancing investment given competing priorities. The Principal confirmed that mandatory reporting is undertaken and completed so that the College is compliant. Work such as replacing lamps throughout the campus with LED lamps has taken place recently. It was agreed that the focus has to be on what the College can control, i.e. on campus, and then to look beyond this. It was also observed that F&GP Committee had had discussions regarding green banking and green energy suppliers.

The Committee noted the report.

8. Any Other Business

No items were raised under AOB.

9. Future Business

9.1 Draft Calendar of Dates 2025/26

The draft calendar dates for 2025/26 were presented by the Clerk. It was noted that the CQS meeting on Thursday 23rd September prior to the Board meeting the same evening was proposed as a SAR workshop to try to maximise governor attendance. The Committee discussed the timing in the late afternoon and whether this would affect attendance. It was considered that the meeting could be offered as hybrid and governors were being given considerable notice for the meeting, so the Committee was content with the suggestion given the SAR's importance as part of Governors' due diligence.

The Committee agreed to recommend the Calendar of Dates for 2025/26 to the Board.

The next committee meeting is scheduled for Monday 9th June 2025 online.

A Mumford

Signature Adam Mumford

16/06/2025



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