

Governance and Remuneration Committee Meeting

Tue 25 June 2024, 18:30 - 19:00

Over Teams

Attendees

Board members

Kwame Amoako-Atta (Member), Usha Puri-Dewage (Member), Andy Boucher (Member and Corporation Chair), Rosali Pretorius (Acting Chair), Kay Sandford-Beal (Director of Governance)

Absent: Maurine Lewin (Member), Pat Morton (Member)

Meeting minutes

1. Welcome, apologies and confirmation of quoracy

Information

To welcome members, acknowledge apologies and confirm the meeting is quorate.

Chair

The Acting Chair, Rosali Pretorius welcomed all to the meeting. Apologies had been received in advance of the meeting from both Pat Morton and Maurine Lewin.

1.1. Confidentiality Statement

Information

All matters discussed during this meeting are confidential until the minutes are approved. Any items recorded under Reserved Business remain confidential after the Reserved Business minutes have been approved.

Chair

The Acting Chair drew members' attention to the Confidentiality Statement.

2. Declarations of interest

Information

To receive declarations of interest against any items on the agenda.

Chair

None were declared.


3. Minutes of the last meeting on the 23rd April 2024

Decision

To approve the minutes of the previous meeting on the 23rd April 2024 as a true record.

Chair

DECISION: The minutes were **approved** as a true record of the meeting.

 3. Chair Approved Minutes_Governance and Remuneration Committee_230424.pdf

4. Matters Arising

Information

To monitor the completion of actions arising from the previous meeting.

Chair

The Acting Chair referenced the Action Log highlighting actions that had been completed.

As part of the ongoing actions, the Corporation Chair shared that 'one to one' conversations were currently in process with all members of the Corporation, covering governor effectiveness and development. As part of this process, Sub Committee Chair and Vice Chair roles were being discussed and decided.

Other actions in progress included the ongoing need for the recruitment of a Parent Governor. KS confirmed that discussions were underway with the Corporation Vice Chair to look at how the presence of Governors on site during the college enrolment period could support the recruitment of a Parent Governor. RP also offered presence on site to support and provide an insight to being a potential Parent Governor.

ACTION: KS to consider appropriate dates during enrolment to involve Governor presence, in particular TI and RP.

KS confirmed that the committee recommendation to adopt the AOC Code of Good Governance had been added to the Corporation papers for the Board meeting on the 2nd July. KS confirmed that there had been no further update from the DFE on the removal of the Corporate Governance Code. Committee members confirmed their wish to recommend the adoption of the AOC Code for approval by the Corporation.

ACTION: KS to confirm AOC recommendation papers within Corporation agenda 02.07.24

 4. Action log G & R 230424 updated.pdf

5. Annual Review of Committee Terms of Reference


Decision

To review and approve the amended Terms of Reference (reviewed annually).

Chair

The Committee reviewed the terms of reference, accommodating amendments to include 'Search' within the formal name of the Committee. KS informed members that there was no evidence of the terms of reference being reviewed during 2023. One document existed which included terms of reference for 2 separate committees of 1. Governance and Nominations and 2. Remuneration. The document had been combined to list all duties and primary focus within one committee under the title of Governance, Search and Remuneration.

The Committee agreed that the quorum for the Committee should be amended to three, rather than two independent governors, with particular consideration of the number of independent governors required to make decisions on the remuneration of Senior Post-holders.

 5. ToRs G & Remuneration June 24 for Review v1.pdf

6. Review of Corporation Self-Assessment Survey

Decision

Governors to review and approve the Self-Assessment Survey for distribution to all members of the Corporation.

Chair

Governors had reviewed the draft Self-Assessment Survey in advance of the meeting.

KS explained that during a year, in which an External Governance Review had not taken place, it was a requirement of the DFE (since 2021/2022) that an annual self assessment of Governance be in place and that results and associated actions be made available to the DFE on request. The survey had therefore been prepared for the Committee to review and approve prior to distribution to all members over the Summer period. The survey had been based on the principles of the AOC code, in consideration of the Corporation's plan to adopt the AOC code imminently.

Governors shared concerns regarding their ability to answer a number of the questions, particularly with regard to confirming the level of compliance required in their role as Governors. Clarity was requested on the legal framework in which Governors sit as part of the Corporation. KS confirmed that Governors are not expected to be knowledgeable in all aspects of Corporation business, but need to be reassured of the completion of all regulatory areas of compliance. KS confirmed that all survey responses would be anonymous.

ACTION: RP and UPD to request legal contacts to provide legal insight and training to governors to provide clarification.

KS to investigate appropriate training opportunities provided by the AOC.

Governors also requested that further work be completed on the survey to allow for open text boxes for Governors to provide comments or explanations of their responses to the questions asked.

ACTION: KS to revise and recirculate the survey to the committee by email for approval.

 6. Governor Self Assessment 2023-2024.pdf

7. AOB

Information

To discuss any urgent business not covered on the agenda.

Chair

There were no other items of business.

8. Date of next meeting

Information

To confirm the date of the next meeting as Tuesday 1st October 2024 at 6.30pm over Teams.

Chair

The date of the next meeting was confirmed as above.

9. Meeting Close

Information

The meeting closed at 7.10pm

Chair