



## **1. PRELIMINARY PROCEDURAL MATTERS**

### **1.1 Attendance & Apologies for Absence**

**Membership:** Nick Buckland (Chair)  
Jo Dyne  
Tony Medhurst  
Mary Pooley (Via Teams)  
John Sills

**Attendance:** Jayne Chaplin (Clerk)  
Kathryn Hardwidge

### **1.2 Declarations of Interest**

None advised

### **1.3 Minutes of Previous Meetings & Matters Arising**

1.3.1 The Minutes of the meeting held on 26 March 2025 were agreed as a correct record and the application of the Chair's signature was authorised.

1.3.2 Observing all actions from the last meeting to be concluded, it was confirmed that there were no matters arising on which to report.

## **2. ITEMS FOR FORMAL REVIEW OR APPROVAL**

### **2.1 2024/25 Performance – Progress Reports**

#### **2.1.1 Board Membership & Succession Planning**

After summarising membership and succession planning developments and the refreshed Board Profile:

- a. Members noted:
  - i. The one student member vacancy and the Business member vacancies arising with the departure of Jo Dyne, John Sills and Charlotte Simmonds in July and October 2025 respectively after completing the maximum number of terms permissible; and the departure of the remaining student member.
  - ii. In respect of the academic year 2025/26, the terms of office for Patience Egbo and Sophia Howard (Howells) were scheduled to end 31 July 2026 and, as their first term of office, both were eligible to be considered for reappointment with conversations in this regard to take place in due course
- b. There was discussion of the Board's overall composition and the impact of forthcoming member departures, recognising the more immediate imperative for securing financial expertise on the Board and the Resources Committee had been addressed but observing:
  - i. The imminent departure of Audit Committee members necessitated further recruitment activity in this regard to respond to the more specific membership requirements
  - ii. Search activity should also include wider business expertise to ensure an appropriate mix of expertise and experience in all relevant financial and non-financial areas

- c. In the context of previous discussions regarding forthcoming membership changes and the impact on committees and for key governance positions, it was confirmed that discussions with continuing members had concluded and proposals were presented for consideration (Minute 2.2.3 refers). Then considering recruitment, succession planning activity and developments:
- i. The update was noted and there was consideration of the:
    - Subsequent meetings that had taken place with two prospective candidates with professional expertise and experience in Accountancy, Elena Adigamova and Nicolas Day. Recognising both to be locally based and fulfilling the search criteria, members reflected on the ways in which their respective expertise and experience would complement the overall composition of the Board and the Resources Committee, discussing options and proposals regarding membership appointments
    - Three candidates identified for the Student member positions noting two to be available for all meetings and the third for Board meetings only. After suggesting the introduction of “exit interviews” with outgoing members, proposals were accepted for the candidates available to fulfil all the responsibilities required of the role to be recommended for appointment. Then recognising and wishing to provide the opportunity for comparable Board experience, it was agreed to recommend for the third candidate to join Board meetings as an observer, highlighting the benefits to the Board of enhanced student engagement.
  - ii. Looking further ahead and with the current Chair of the Corporation commencing his second (and final) term of office, the need was acknowledged for attention to be maintained on succession planning and preparations and requirements in this regard
  - iii. With the forthcoming departure of members from the Audit Committee in October 2025, the opportunity was recognised to also consider any new candidates and the feasibility of any progression opportunities from within current co-opted members

Following consideration and discussion, it was **RESOLVED** to **RECOMMEND** the:

- d. **APPOINTMENT** of Elena Adigamova as Co-opted member of the Resources Committee for a term of office of four years
- e. **APPOINTMENT** of Nick Day as Business member for a four-year term of office, and member of the Resources Committee
- f. **APPOINTMENT** of Leah Markee and Mia Young as Student members for a term of office of one year

### **2.1.2 Maintaining Strong Governance: 2024/25 Priorities & Action Plan – Progress Report**

An update in the implementation of the governance improvement priorities for 2024/25 was reviewed.

After acknowledging completion of objectives to be largely on target, attention focused on the two areas highlighted to be carried forward into the forthcoming academic year for the further development of relationships and engagement with the student voice and and external stakeholders.

The ambitious nature of the objectives and progress to date were observed, concurring with the conclusion that a longer-term approach and more realistic timescales were required to secure further developments to fruition and for evidence to emerge of any positive impact.

Following review and discussion, the update was noted.

## 2.2 2025/26 Arrangements

### 2.2.1 Search & Governance Committee

Confirming the periodic review of the Committee's composition and its remit to ensure it remained appropriate for the fulfilment of its responsibilities, the arrangements and supporting documentation proposed for the forthcoming academic year were considered.

Following review, it was **RESOLVED** to **RECOMMEND** for the Corporation to:

- a. **APPROVE** the updated supporting documentation and arrangements proposed for 2025/26

### 2.2.2 Governance Framework

Providing the framework for the Board and its business, a suite of governance documents was presented and reviewed.

Updated to ensure the Board's continued fulfilment of its statutory responsibilities and compliance with and ongoing development of its governance practice, amendments were confirmed to have been made predominantly in line with updated duties, guidance and good practice requirements.

Acknowledging the potential for further minor amendments arising from late notification of changes to Sector guidance, the changes were reviewed, particularly noting:

- a. Amendments to the Instrument & Articles of Government, noted to be to reflect recent DfE guidance to align the responsibilities of student members with Charity Law
- b. The merging of two policies to reflect the Board's approach and ensure a cohesive focus on and approach to Board Member Recruitment, re/appointment and succession planning

After confirming documents would be represented only in the event of any further substantive changes, it was **RESOLVED** to **RECOMMEND** for the Corporation to:

- **APPROVE** the updated governance framework documents<sup>1</sup>.

### 2.2.3 Board Business

In the context of forthcoming membership changes and following conclusion of discussions with continuing members, arrangements proposed for the forthcoming academic year were considered:

- a. In respect of specific governance roles, noting:
  - i. The Chair of the Corporation had been agreed previously following approval of the reappointment of Nick Buckland for a further term of four years from 1 August 2025
  - ii. Cecilia Mutuma had agreed to take on the role of Vice Chair of the Corporation, but not in a position currently to do so, the appointment was proposed of Mary Pooley on an interim basis, from the period 1 August until 30 November 2025 with Cecilia's appointment to commence 1 December 2025
  - iii. It was proposed for Cecilia Mutuma to remain as the nominated governor for Safeguarding & Prevent and Special Educational Needs (SEN) and for the position of nominated governor for Sustainability to end with its objective considered to have been fulfilled.

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<sup>1</sup> Comprising Instrument & Articles of Government, Board Standing Orders & Committee Terms of Reference; Board Member Recruitment, Re/Appointment & Succession Planning Policy; Fitness; CPD Policy & Performance Review Policy & process

Then reflecting on the recommendation in the External governance Review for the further expansion of such roles, whilst acknowledging how these could add value, members were advised that it was proposed to maintain current arrangements and to revisit the suggestion once newly appointed members were more settled in their roles.

- b. Noting memberships and Chairs of committees were to remain unchanged, subject to:
  - i. Kathryn Hardwidge succeeding John Sills as Chair of Audit Committee
  - ii. Newly appointed members joining Resources Committee, but recognising the potential for further changes to the Resources and Audit Committees early in the autumn term once recruitment activity was concluded

Then observing how committee chairs also assumed membership of the Remuneration and Search Committees, and currently occupying no such position, the inclusion of the incoming Vice Chair of the Corporation was suggested.

- c. Advising members that with a Governance Performance Review due every year, except in the year of an external review, as the Board's review was undertaken in 2023/24, an internal review was required for 2024/25, proposing for this to take place at the October 25 Board meeting

Following review, and subject to the amendments proposed, it was **RESOLVED** to **RECOMMEND** for the Corporation to:

- d. **APPROVE** the governance arrangements proposed for 2025/26

### **3. ANY OTHER BUSINESS & NEXT MEETING**

#### **3.1 Any other business**

No other business was raised.

#### **3.2 Dates of Next Meetings**

**Wednesday 22 October 2025**

**Wednesday 17 December 2025**

**Wednesday 25 March 2026**

**Wednesday 3 July 2026**

Signed:



Dated: 22 October 2025

Nick Buckland OBE, Chair of the Corporation