

**MEETING OF THE GOVERNANCE COMMITTEE OF THE CORPORATION
OF THE SOUTH HAMPSHIRE COLLEGE GROUP**

Committee Room, Fareham College
Wednesday 26 February 2025 at 17:00

M I N U T E S

Present:	Ian Harris Sandra Prail (Chair)	Emily Morey Andy Wannell
In attendance:	Georgina Flood Andrew Kaye	Director of Governance (DG) Chief Executive Officer (CEO)

10/24 Item 1: Welcome and Apologies for absence

Members were welcomed to the meeting. No apologies were noted.

11/24 Item 2: Declarations of Interest

Members were asked to declare any interests relevant to the agenda. There were no declarations of interest.

12/24 Item 3: Minutes of previous meetings

Minutes from the previous meeting held on 6 November 2024 were reviewed for accuracy. A typo was noticed in respect of DG and GP at Item 5. Subject to this change, members agreed the minutes were an accurate reflection of the meeting held.

DECISION: Minutes from the meeting held on the 6 November 2024 were approved as an accurate record.

13/24 Item 4: Actions/Matters Arising

Members reviewed an 'outcomes' document which outlined the decisions made and actions agreed at the previous meeting. There were no additional comments.

The DG noted that the ToR of this Committee suggest it should be chaired by the Vice Chair – as such once a formal arrangement has been made between Hollie Swift and Ian Harris in respect of the handover of the role of Chair of Audit & Risk, the Chair of this Committee would also then change from the Chair to Ian Harris as Vice Chair. IH confirmed handover has been agreed with HS and that there was an expectation to move into these roles for the Summer round of Cttees. IH confirmed he would Chair the Governance Cttee at the next meeting.

DECISION: It was noted that the Chair of the Governance Cttee would move from the Chair of the Corporation to the Vice Chair of the Corporation with effect from Tuesday 13 May 2025.

14/24 Item 5: Spring Term Committee and Corporation Agendas

The Chair introduced this item noting that the Committee is asked to seek assurance that Committee agendas for the Spring Term provide sufficient scope and range to adequately track performance against strategy, delivery of core responsibilities whilst providing time and space for scrutiny and challenge.

Members discussed key items of note on each agenda of which the following should be noted;

- DG confirmed a 'proof of concept' for the dashboard would be available at the next meeting.
- It was agreed PW as SEND Link should be offered the opportunity to input feedback on the SEND strategy
- The CEO requested that the agenda items for the all staff pay review was moved on the agenda and additional time allocated for discussion.
- Due to the level of business at the Resources meeting it was agreed members would be asked in advance to review and send comments/changes for policies and strategies so on this occasion this item could become a consent agenda.
- Due to members competing commitments Governors agreed to delay the start time of the Resources Cttee until 6pm on 12 March.

ACTION: Phillip to be asked to provide view on SEND strategy

POST MEETING NOTE: DG shared SEND Strategy via email with PW 27/2/25

ACTION: Move pay award subsequent to mgmt a/c and budget and extend to 20 mins

POST MEETING NOTE: Completed by DG 27/2/25

ACTION: DG to clarify policies and strategies consent agenda at the next Resources meeting

ACTION: Governance Team to move the start time for Resources on 12th March from 5pm to 6pm.

POST MEETING NOTE: Completed by DG 27/2/25

The Committee noted the report.

15/24 Item 6: Chair Recruitment Campaign including Charity Commission application

The Chair introduced this item noting that this report provides a progress update of the recruitment campaign for the Chair of the Corporation, and the application for remuneration via the Charity Commission. The Committee is asked to find assurance that both projects are progressing as expected and within reasonable timescales.

Members were informed a revised campaign with new recruitment consultant 'Nurole' is due to start imminently (subject to a response from the Charity Commission) with 'go live' set for 3 March 2025. The Chair provided a verbal update noting that the final approach from the Charity Commission to the DfE (via the FEC Commissioner has been received) but that a response was still outstanding.

Members agreed the interview panel should be made from a delegation of the Gov Cttee but agreed to wait for go-live (which is likely to be delayed) before identifying any specific individuals and availability.

The Committee noted the report.

16/24 Item 7: Commission of External Board Review

DG introduced this item noting that this report provides an update on progress towards the delivery of an External Board review (EBR) of SHCG due for completion by 31 July 2025.

A tender proposal was issued to 5 selected parties and shortlisting took place on 20 February which has reduced the field to just 2 suppliers. Committee view is sought on next steps to either appoint or include an additional selection process of interview.

The Cttee had a discussion on merits of FE lead review versus out of sector noting the impact any recruitment of a Chair out of sector may subsequently have. After discussion and on reflection, the Cttee agreed the 'mock' EBR (using current sector methodology completed by the current Chair as a EBR reviewer) completed in October 2024 combined with the robust Governance SAR fulfils much of the sector specific content. This suggests we can use the opportunity to have a slightly wider (and potentially more value added) experience with a non-FE provider. All took assurance in the fact that whilst the recommended interval for EBR was three years, there was nothing suggesting we couldn't review earlier. A member suggested that we consider including in the scope, a 12 month 'check -in' which would provide the opportunity for any new Chair to have a more direct involvement in this process at a later stage. All agreed.

DECISION: The Cttee recommended the Corporation approve the commission of the EBR to NCVO

ACTION: DG to ensure the scope includes a 12-month 'check in'

17/24 Item 8: Membership and Succession Planning Update for Spring Term

DG introduced this item noting that the purpose of this report is to provide an overview of SHCG's current Governor membership position and to consider succession planning within the Corporation and its Committees. Items of note – and that require decision/consideration are the renewal of three current Corporation members and new vacancies within the Audit & Risk Committee.

Members were informed that since this report was written, confirmation has been received by Frances Butler of her intention not to renew her term when it expires on 31 July 2025 but that confirmation was received that Colin O'Donoghue does intend to re-stand for an additional term.

DECISION: The Committee;

- **note the decision by both Collins Ntim and Frances Butler not to renew their terms of office expiring on 31 July 2025**
- **note the request for an additional term of office by Colin O'Donoghue (due to expire 31 July 2025) which will be considered at the next Governance Cttee meeting on 11 June 2025.**

Members went on to discuss the vacancies on the Audit Committee and the recent resignation of Kerrie Clark as a co-opted member. All agreed that considering the change in Audit & Risk Chair (and the potential further reduction due to IH stepping back altogether due to potential conflict as Corporation Vice Chair) that recruitment to the Cttee was a matter of urgency. A member suggested we review the EDI of the Corporation and its members to ensure this is reflected as required in any recruitment advertising. All agreed.

ACTION: DG to check current EDI demographic and ensure any relevant targets or focus is provided to Nurole to include in any recruitment advertising.

POST MEETING NOTE: DG completed review and ensured appropriate wording supplied to Nurole.

DECISION: The Committee approved the recommendation that the Corporation approve the recruitment of up to 2 members of the Audit Committee

It was noted that as a result of Fran resignation and the potential appointment of a new Chair (and as such resignation from the Cttee of SP) as such the Resources Cttee will be the next focus for any succession planning and recruitment. All agreed.

The Committee noted the report.

18/24 Item 9: Progress Review of Governance QIP

DG introduced this item noting that the Governance Committee is asked to review and note the progress against the Governance QIP.

The Committee noted the update and progress of the Governance QIP.

19/24 Item 10: Governor Visits & Link Governor Protocol

DG introduced this item noting the Governance Committee is asked to review and recommend for approval a revised Governor Visits and Link Governor Protocol

The protocol has been reviewed in line with the feedback received at the January training session that the established Link Governor roles in Skills, Safeguarding and SEND were agreed to be correct with no wider roles required. Recognising feedback that direct invitations and targeted opportunities would provide the highest level of engagement from Governors, as a trial for the rest of the 2024-25 a termly schedule of events across multiple campuses and faculties will be made available. This will be in addition to the usual public and stakeholder events already advertised to Governors and included on the Decision Time calendar.

A member suggested a previous initiative of a breakfast meeting for governors and key members of staff, worked well and asked if we could add this to the schedule. All agreed this was a worthwhile possible addition. It was agreed IH would identify a date that would suit himself and at least 1 or 2 more Governors and then DG would use this for scheduling purposes.

A member suggested it would be useful for these events to be issued via outlook invites (marked as optional) so members could add and attend them as they wish.

ACTION: IH to identify dates so DG can schedule a Governors breakfast meet up

ACTION: Governance Team to send outlook invites to events marked as 'optional' to help ease planning

Members went onto discuss how or if we are capturing the large number of 'other' events where organisations or business overlaps with the work of the College – even if these are not attended by specific Governors or are in the realms of 'link roles' e.g., a member noted an event run by the Council that involved students of SHCG designing an app. Similarly, a member of SLT helping the Council in hosting visitors to some of the SHCG facilities e.g., Tech Truck. DG reminded members that there is an action on the QIP related to how we better try to articulate and capture those opportunities and events where as stakeholders Governors and the wider SHCG Community overlap.

ACTION: DG to consider a method of capturing stakeholders and community overlap that can be submitted/used by the Corporation

A member reminded the Cttee of a previous IA action to appoint a 'curriculum' Link Governor and if we were comfortable that as result of our discussions, we still did not feel this necessary. Chair of C&Q agreed noting feedback that scrutiny via the Committee and the current Link roles was working well.

ACTION: DG to check feedback on IA report re: curriculum link governor

POST MEETING NOTE: DG confirmed that this management comment was captured and this action has been closed off.

DECISION: The Committee approved the revised Link Governor Protocol and endorsed the trial of a termly 'offer' of events

20/24 Item 11: Governor Appointment & Training policy

The DG introduced the policy noting it was subject to regular review – minor changes include strengthening the wording in relation to induction and recruitment to the role of Chair.

A member suggested we added in the requirement for some Committee or Link roles e.g. Audit and or Safeguarding Governor to complete specific training or to have a specific and current skill set.

ACTION: DG to update policy to reflect ACOP requirements for Audit & Risk members and generic statement in respect of any role specific required training and experience.

DECISION: The Committee approved the Governor Appointment & Training policy

21/24 Item 12: Ofsted Consultation & Preparedness

The Chair opened this item seeking feedback concerning the Steve Tucker session held on 11 Feb. Governors involved in this event agreed that meeting as a distinct group for the purposes of preparation would be essential. A pro-forma document (with the intention of prompting discussion and sharing of examples) has been shared and a meeting is being set for the w/c 3 March. DG confirmed that 4pm on the 5th March as the most popular date and that this would be confirmed later today. It was agreed to invite DPC&Q to this meeting.

ACTION: Ofsted meeting to be scheduled for 4pm on 5TH March and to include DPC&Q

POST MEETING NOTE: DG issued invitation and confirmed attendance of DPC&Q

The Committee noted the update.

22/24 Item 12: Any Other Business

There were no additional items of business.

23/24 Item 13: Meeting reflection/impact assessment

Members were invited to participate in a short SLIDO poll to assess engagement and impact. The meeting ended at 18.00.