

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

Committee Room, Fareham College
Tuesday 13 May 2025 at 17:00

MINUTES

Present:	Ian Harris (Chair) Sandra Prail Andy Wannell	Emily Morey Hollie Swift
In attendance:	Georgina Flood Andrew Kaye Pete Joddrell	Director of Governance (DG) Chief Executive Officer (CEO) Deputy CEO/Group Principal (DCEO) Item 5 only

24/24 Item 1: Welcome and Apologies for absence

Members were welcomed to the meeting. No apologies were noted. As agreed via email consent on 29 April all Summer 2025 Committee's will be recorded for use by our External Board reviewers NCVO. These recordings will be deleted after use.

It was noted Deputy CEO/Group Principal Pete Joddrell will be joining the Committee via TEAMS for a single item as agreed at the Board awayday last week.

25/24 Item 2: Declarations of Interest

Members were asked to declare any interests relevant to the agenda. There were no declarations of interest. DG noted that HS declarations would be required for her re-appointment at Item 8 of the agenda.

26/24 Item 3: Minutes of previous meetings

Minutes from the previous meeting held on 26 February 2025 were reviewed for accuracy. Members agreed the minutes were an accurate reflection of the meeting held.

DECISION: Minutes from the meeting held on the 26 February 2025 were approved as an accurate record.

27/24 Item 4: Actions/Matters Arising

Members reviewed an 'outcomes' document which outlined the decisions made and actions agreed at the previous meeting.

The DG noted an outstanding action to create a pro-forma in relation to capturing stakeholder feedback in an equivalent way to Link Governors – they informed governors that a subsequent conversation with the Executive Director for Business & Civic Partnerships warrants further review in case we can dovetail this feedback into wider (already established) mechanism.

The Chair noted that he would supply dates for a potential Governors briefing/breakfast meeting.

28/24 Item 5: Mixed Model of Delivery – additional item added after the Strategy Day held on 9 May 2025

17.05 Emily Morey joined the meeting.

17.08 Hollie Swift joined the meeting

This section of the meeting is considered commercially sensitive and as such has been redacted.

DCEO left the meeting.

29/24 Item 6: Governance QIP/SAR update

DG introduced this item noting that the Governance Committee is asked to find assurance that the actions identified in the Governance QIP are being progressed sufficiently and in a timely manner. This report provides an update on progress against the Governance Quality Improvement Plan or (QIP) for the period until the end of April 2025.

Of note is the conclusion of those items relating to the Governor contribution to the Ofsted sub judgement on skills (unfortunately not via the specific Skills Link Governor due to annual leave) as well as conclusion of some of the student voice elements after the Enrichment & Student Experience deep dive at the last C&Q. DG confirmed those final aspect of the QIP due for delivery before the end of the academic year were on track to do so.

The Chair of Corporation reminded the DG had discussed linking with Stone King in respect of their knowledge on best practice in respect of measures or metrics for integrity .

ACTION: DG to contact TM at Stone King to follow up re: integrity metrics/measures.

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

30/24 Item 7: Future Committee and Corporation Agendas

The DG introduced this item noting that the Committee is asked to seek assurance for the Cttee agendas for the Summer Term that they provide sufficient cover of key responsibilities, enable scrutiny & challenge, and have sufficient 'collective responsibility' without unnecessary duplication. It was noted minor movement had occurred post last week's awayday.

A member queried if the 'Weston' deep dive might be better presented at Corporation. The Chair of the Corporation suggested that the initial review should take place at the Audit & Risk Cttee with additional follow-through to the Corporation should this be necessary.

A member noted in respect of pay awards there are suggestions that the unions will reject any award and advocate industrial action - do we think considering this, this item will still meet the agenda. The CEO confirmed that discussions at JCC last week suggest locally there is appetite to ballot the suggested 2.5% but less so nationally. CEO agrees that this timeline may slip depending on these discussions.

The Chair raised the issue of the Supreme Court Judgement and the subsequent guidance produced by the AOC and queried its inclusion on relevant agendas. DG confirmed this has been shared with staff and will be covered from a student/safeguarding angle by the Director of Safeguarding at C&Q Cttee and then the staff aspect via the People & Culture and EDI reporting at the Resources Committee.

The Committee noted the report.

31/24 Item 8: Membership report including Succession Planning

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.

Governors are asked to ;

- note the current membership position
- consider re-appointments of Colin O'Donoghue for a 3-year term from 1st August 2025 - 31st July 2027
- the confirmation of full 3-year terms (after an initial one year 'settling' period) for Jenesse Alozie, Hollie Swift, Nick Cheaney, and Phillip Wright ending on 31st July 2027
- to provide a direction of travel in respect of the Resources Cttee make up moving forward.

Members discussed the exit of Collins Ntim in his role as HE Champion. The Cttee suggested that EM approach Phillip Wright to see if he is interested in being involved. Subject to his interest, this position could remain on hold due to the 'wait and see' approach to HE provision.

ACTION: EM to approach PW in respect of the role of HE Champion

Members discussed the vacancy created by the resignation of Fran Butler. All agreed it would be a significant loss and that we should look to recruit someone with HR and People and Culture background at the earliest convenience.

ACTION: DG to initiate a recruitment campaign for an HR and or People & Culture specialist to join the Corporation.

A member queried if there was a maximum limit or set number for the Board to work to. DG confirmed we currently work to a minimum of 12 independent members number but that this conversation of the 'right' number could be worthwhile. A member suggested in their view it was important to feel small enough to have full contribution, but not too small so there is enough shared capacity. The Chair of Corporation suggested this is a topic for the new Chair to consider along with a review of the I&A'S and Standing Orders.

DECISION: DG to note potential conversation on size of the Board with incoming Chair.

The Committee noted the report.

32/24 Item 9: Nurole recruitment campaigns – progress update

The DG/Chair of Corporation introduced this item noting the update of the recruitment campaign for the Chair of the Corporation and for a member of the Audit and Risk Committee. Members were informed that 4 candidates had been shortlisted for the Chair role with interviews taking place for one candidate on the 19 May and the rest on all day 29 May. Additionally, three candidates have been shortlisted for the Audit role with interviews scheduled for the evening of 21st May.

It was noted any appointments would be recommended to the Corporation at its meeting on 2nd July.

Members were informed Nurole have been asked to mention up-front SHCG's intention to set some objectives and or targets to provide assurance to the Board/stakeholders and the recognition of the use of public money in respect of remuneration. It was noted consideration was also being made to the timing of this payment. All agreed.

A member queried the processes in place to oversee this suggesting corporately; it would normally be completed by the SID (Senior Independent Director). The Chair of the Corporation confirmed an established Chair review process based in 360-degree appraisal is in place and has historically been led by the Vice Chair and or Chair Audit & Risk.

The Committee noted the report.

33/24 Item 10: External Board Review (EBR) - progress update

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.

Members were updated noting that a document list shared/access to the portal provided. Governor and SLT surveys have been sent with around 50% response rate – these have been chased today for completion before the end of this week. As members are aware, recordings are being made of all Summer Cttee's. A schedule for 121 interviews with NCVO during June will be shared in the next week or so. There is a survey to canvass a suitable date for the final feedback workshop with NCVO – those who hadn't completed this are encouraged to do so.

Cttee Chairs agreed to target members of their own Committee's to encourage completion.

The Committee noted the report.

34/24 Item 11: Annual review of Terms of Reference (TOR and Annual Cycle of Business (ACB)

DG introduced this item noting that this report provides an opportunity to review their Terms of Reference (ToR) and Annual Cycle of Business (ACB) for 2024-25. Results from all Cttees will be collated and fed back to the Summer Term Corporation meeting to enable any suggested changes to be incorporated before the next academic year. The Cttee is asked to review its ToR and ACB for 2024-25 and confirm its fitness for purpose for the academic year 2025-26.

Members noted the historic position of this Cttee being chaired by the Vice Chair of the Corporation. On discussion it was agreed this should be re-introduced for the 2025 –26 period.

A member suggested considering recent discussions, SPA and curriculum planning should be added to each termly meeting for 2025-26. All agreed.

A member queried if horizon scanning and or legislation changes should become a standing item on the agenda. It was agreed this might be better added as a sub-heading.

ACTION: DG to make suggested changes to the Governance Cttee ToR.

The Committee noted the report.

35/24 Item 12: Scheme of Delegation

DG introduced this item noting that this report provides an opportunity to review a proposed Scheme of Delegation for recommendation for Corporation approval. Members were reminded that a scheme of delegation is common in some sectors, it is not a compulsory element of the FE governance framework in FE. It provides an overarching document which signposts established mechanisms and checks/balance in place. It was noted a wider review of the Weston report and a review of the recommendations for a comparison to current practice at SHCG would be provided to the Audit & Risk Committee and its next meeting.

HS suggested in the extreme event of an urgent decision should there be more parameters where this process involves more than just the Chair and CEO? DG confirmed this has been taken directly from the I&A's/Standing Orders. It was agreed DG should review methods to make this more accountable.

Action: DG to review I&A's and Standing Orders in respect of emergency decisions

A member queried if the scheme should include a reference to the role of Governors as Trustees and links to the key areas of the role. DG confirmed this was intended to be a sign posting document and as such some interpretation of implied references. Other members suggested a short section or para is added to the current section.

ACTION: DG to add an additional comment or para to the opening pages in respect of Governors' roles as Trustees.

A member noted the addition of policy review and queried if policy compliance is assessed at any point. CEO and DG confirmed this was not explicitly reviewed. Members agreed that this would be hard to introduce consistently as each policy would have a slightly different metric. CEO agreed to investigate further.

ACTION: CEO to look at how policy compliance could be reviewed and assessed.

A member raised cautioned with the inclusion of some specific levels of information from other documents e.g. the Financial Regulations and queried how version control and robustness could be considered. DG confirmed the key suite of core documents e.g. I&A's, Standing Orders, Financial regulations, and this new Scheme of Delegation would be assigned the same review time frame and schedule to ensure they remain dovetailed.

The Committee noted the report.

36/24 Item 13: Any Other Business

This section of the meeting is considered commercially sensitive and as such has been redacted.
The Committee noted the report.

37/24 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 18.15