

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

Boardroom, Bishopsfield Rd, Fareham

Wednesday 1 November 2023

**MINUTES**

**Present:**                    Julia Martin                    Ian Harris  
                                 Sandra Prail (Chair)         Andy Wannell

**In attendance:**         Georgina Flood                 Director of Governance (DG)  
                                 Andrew Kaye                    Chief Executive Officer

**Members unanimously agreed in the absence of a Vice Chair and the discussion due to take place at Item 4 of the agenda (Terms of Reference and Annual Cycles of Business) the Chair of the Corporation should take the Chair for this meeting.**

**01/23 Item 1: Welcome and Apologies for absence**

Members were welcomed to the meeting, there were no apologies for absence.

**02/23 Item 2: Declarations of Interest**

Members were asked to declare any interests relevant to the agenda. There were no declarations of interest. SPHs both noted their interest in Items relating to SPH Pay and Remuneration.

**03/23 Item 3: Minutes of previous meetings/Actions/Matters Arising**

It was noted that due to merger and the review of the governance structure, it was not appropriate to review and approve the minutes from the last meeting of the Fareham Corporation Search Committee. The DG confirmed that there were no outstanding actions or matters arising.

**04/23 Item 4.0: Terms of Reference and Annual Cycle of Business**

The Committee were reminded that at induction, Committees were asked to review their Terms of Reference and annual cycles of business with the final agreement expected at the SHCG Corporation meeting on 11 December 2023.

The Governance Committee have 2 specific items to consider;

- the default suggestion that the Chair of the Committee is usually the Vice Chair of the Corporation (which is currently a vacant post)
- any checks/balances or controls that should be put in place as a result of the addition of the remit of SPH appraisal and remuneration on behalf of the Finance & Resources Committee

The Committee discussed the requirement for 'check and balances' for the SPH remit, noting it was common practice that the Corporation Chair (whilst party to discussions and papers about SPH) would not normally Chair items of this nature or necessarily be included in decision making. The Chair suggested an alternative could be to have a pay and remuneration Committee for specifically this purpose, the advantage of this could be the addition of the expertise of Governors with HR skills e.g., Frances Butler.

Members discussed the pros and cons including whether the SPH remit should return to the F&R Committee. In

conclusion, the Committee agreed to propose to the Corporation the setup of a specific pay and remuneration Committee with Terms of Reference (ToR) to be agreed, with suggested members the Corporation Chair, Vice Chair, Committee Chairs and a governor with HR expertise.

**ACTION: Chair to approach Frances Butler in principle to join the Pay and Remuneration Committee (subject to Corporation approval)**

**DECISION: The Committee recommend the Corporation set –up a SPH Pay and Remuneration Committee with membership as detailed above.**

#### **05/23 Item 5.0: Future Committee and Corporation Agendas**

The Chair introduced this report noting in the early stages of the governance structure, members views were sought on the usefulness and value of 121 meetings with ELT. All members with experience of ‘pre-meetings’ vouched that they felt they were an essential part of preparing to Chair their committee and offered an invaluable opportunity to work directly with their relevant ELT/SLT member.

DG noted a strategic review of all agendas by the Governance Committee is hoped to enable assurance that key areas of business are duly reviewed, that ‘churn’ is reduced and sufficient ‘air time’ to key issues is allocated. In due course it may not be necessary to review agendas on an ongoing basis. Members views were welcomed. A member queried the inclusion of the risk register on individual Committee agendas, suggesting Committee review of relevant risk would prove useful. DG confirmed that risk had not been included on individual committee agendas for this Autumn round, since the Audit & Risk Committee had yet to spend any time agreeing and getting to grips with the register in the first instance. Once the finalized risk register and risk appetite is agreed at the next Corporation meeting in December, we can then review suitability of scrutiny at Committee level. All agreed.

Members of the Committee suggested that the viewing of other Committee agendas was useful in ‘joining the dots’ and suggested wider Governors may find this useful. It was suggested agendas and minutes from all Committee meetings are signposted to all governors within Decision Time.

**ACTION: DG to signpost all agendas and minutes to all Governors**

**The Committee noted the report**

#### **06/23 Item 6: Chair Designate recruitment**

Members were provided with a verbal update from the Chair of the Corporation on the progress of the Peridot recruitment campaign. It was noted interviews for three candidates planned for tomorrow would be re-scheduled due to the College closure because of Storm Ciaran. The Committee noted the intention to have a clearer understanding of succession planning by the next Corporation meeting in December.

**The Committee noted the report**

#### **07/23 Item 7: Audit & Risk Committee recruitment**

DG introduced this report which requests approval for an in-house recruitment campaign to fill a vacancy on the Audit & Risk Committee.

The Corporation Chair suggested that unsuccessful candidates from the Chair Designate campaign, may be interested/could be approached for this role and proposed the role is widened to the possibility of a full

Corporation role, should this be an option. All agreed that giving the widest breadth and highest possibility of successful appointment was prudent. The DG suggested that where suitable, it may also be useful to recruit additional co-opted role, to support traditionally lower numbers on the Audit & Risk Committee as well as wider succession planning.

**DECISION: The Committee APPROVED the recommendation to the Corporation of an in-house recruitment campaign to source Governors with Audit Committee suitability with the option of both co-opted and full Governor roles.**

### **08/23 Item 8: Staff Governor Proposal**

The Chair provided a verbal update on potential options for appointing staff governors including representations from one of the current staff governors setting out a view that campus-based staff Governors should be considered in the short term (to provide the widest possible feedback).

Members discussed the potential perception of campus-based roles being perceived as representative, when the intention is to provide a more generalised 'staff' perspective for the college group which deliberately does not have a devolved structure. It was noted the agreed appointment of student governor roles linked to campus presidency, didn't help support this position, but noted there were different reasons for this style of appointment. After lengthy discussions, the Committee agreed the appointment of staff Governors should mirror that of the rest of the Corporation and be entirely skills based noting even short-medium term measures would send the wrong message about the role being representative and devolved at campus level.

Members discussed the possibility of disenfranchising a member of staff due to this decision, but felt strongly their views were duly considered and that this would be a pragmatic Corporation decision made on the basis of best practice. It was noted this decision would be presented to the Corporation in December, and as such it was important communication was made with staff governors in advance of that. It was agreed the Chair would make direct contact with the staff governors and provide feedback of the discussion.

**ACTION: Chair to provide feedback to staff governors on the suggested approach in advance of the Corporation meeting on 11 December 2023.**

The DG noted the omission of the report outlining a suggested process for appointment and provided a verbal update. The Committee agreed the suggested practical elements of the appointment process as follows;

- 2 roles would be advertised across all three Colleges
- There would be no stipulation for a split of teaching/support staff
- Selection would be via a statement of suitability and a governor led interview
- Applications would be welcomed from all staff but it should be noted roles would not usually be appropriate for members of the SLT and above (due to conflict of interest) but that all applications would be considered

The Chair suggested that the case presented by the staff governor, and the paper (omitted from circulation) are both provided to the Committee for completeness. All agreed.

**ACTION: DG to circulate the staff governor 'case' and proposal paper to the Committee for review**

**DECISION: The Committee APPROVED to recommend to the Corporation a proposed method to select and appoint staff governors**

### **09/23 Item 9: Link Governor scheme and Link Role Descriptions**

The Chair introduced this report outlining a proposed Link Governor scheme and associated Link Governor role descriptions. Proposing 3 Link Roles – SEND, Safeguarding and then Skills. Members were asked for their views on the approach, the numbers of roles and ultimately to recommend this to the Corporation for approval. Members endorsed the approach to have less roles noting quality over quantity was important. A member flagged the possible omission of EDI and or sustainability as either separate roles or within the role descriptions. On balance it was agreed to try to expand on these elements by embedding them within the suggested three roles.

**ACTION: DG to expand Role descriptions to include remit of EDI and sustainability**

The Chair noted that an individual has not been identified for the ‘Skills’ role yet, ideally it would be the Vice Chair but Natalie Wigman could be a suitable candidate due to her experience and professional role. All agreed. The Chair noted potential concerns with NW capacity and suggested she would be happy to pick up this role if Natalie was unable to dedicate the time needed. All agreed.

**ACTION: Chair to reach out to NW in principle to undertake the Skills Link Governor role (subject to Corporation approval of the Link Governor Scheme)**

A member noted that within the cover document for Link Governors was a valuable statement about wider involvement with the College via events and fairs/showcases and theatre events. It would be important to be sure that non-link Governors are aware of this and see this as within their role. The Chair suggested that the report to Corporation may be better re-focused as ‘Governor Engagement’ rather than just Link Governors to encourage wider accountability.

A member suggested that a next term calendar of events would be really useful for Governors to help plan their attendance. Anything that can be done to increase notice and awareness of events would be welcome. It was suggested events are included within the calendar inside Decision Time.

**ACTION: DG to ensure a calendar of events is shared with Governors via Decision Time**

**DECISION: The Committee APPROVED the proposed Link Governor roles and role descriptions and RECOMMENDED this to the Corporation for approval.**

#### **10/23 Item 10: Senior Post Holders (SPH) Remuneration Code annual review report**

DG introduced this report which provides the regulatory required information as part of the College’s adherence to the Senior Post Holders remuneration code (included now as part of the Code of Good Governance). It was noted this provided information for only Fareham College SPH’s. As dissolved entities, no such reviews are needed for Eastleigh College and City College Southampton.

**DECISION: The Committee APPROVED the SPH Remuneration Code annual review for Fareham College.**

#### **11/23 Item 11: Senior Post Holders (SPH) Pay and Remuneration review**

In light of the discussion had earlier in the meeting (Item 4) it was agreed the Chair should not Chair this item of the agenda. The Chair of the Resources Committee took the Chair for this item. The DG introduced this report which provided the annual review of all SPH salaries, their personal development plans as well as their targets for the academic year ahead. The Committee requested both SPH’s left the room to enable a discussion to be held. The Chair agreed to ensure a minute would be taken for the records.

**The CEO/DG left the room.**

The Committee reviewed the documentation and concluded that salaries aligned with benchmarking data.

The CEO/DG returned to the room

**DECISION: The Committee NOTED the SPH pay and remuneration review and agreed no additional salary increases would be applied to any SPH at this time.**

### **12/23 Item 12: TENET appointment of project managers**

The CEO introduced this report noting it was the culmination of an external tender exercise for project management services with a decision for appointment delegated to the Governance Committee from the Corporation. It was noted that Fareham College have used Peter Marsh Consulting (PMC) for a number of years, and as such they had preferred supplier status. It was also noted Peter Marsh had been an Assistant Principal at Fareham College some years previously. On request of the Fareham Board (pre-merger) this independent tendering exercise was requested to test the market and provide an up-to-date benchmarking opportunity. The CEO noted the result suggests PMC are retained for the next contract, despite not being the cheapest however the Committee should be reassured that due process has been followed and that management are confident in this recommendation.

A member raised the balance of quality and cost. The group has a responsibility to consider all decisions in light of value for money and we should be confident that the service we will receive will balance the potentially higher price.

The CEO confirmed that the entire process was completed independently by 'TENET' and that ultimately the recommendation has come from them. The Committee discussed the methodology and weighting of various factors and were satisfied with the fairness and robustness of the process and its recommendations. A member continued to check if management were confident in the fee structure. The CEO noted the contract cost was not for the entire estates work at c.£10m but the project management of the same at c.£. Costings are clear and included the commission and sub-contract of individual suppliers, preparation of submissions to the Department for Education (DfE) to meet gateway points, etc. The Chair noted she felt the independence of approach and scoring provided evidence in support of the recommendation and provided assurance against any potential challenge.

Members discussed the weighting scales noting they are more heavily biased towards quality rather than cost which is a perfectly suitable option in the circumstances. The CEO confirmed that quality was important at such a crucial time, this is a 2-year appt - the first 2 years are critical to meet the stringent demands of the merger targets, we don't have time/space to fix problems. It was suggested the slightly greater cost of a 'tried and tested' supplier we already have confidence in, feels like the right decision.

A member agreed he felt due process had taken place noting his challenge came from experience that this is traditionally an area for high levels of fraud and kick back, it is important the Board feel assured we've used a diligent process taking into account our prior relationship with PMC and our responsibilities for VFM.

**DECISION: The Committee on delegated authority from the Corporation approved the appointment of Peter Marsh Consulting (PMC) for a 2-year contract.**

### **13/23 Item 13: Any other business**

Members were invited to participate in a short SLIDO poll to assess engagement and impact. It was noted the next meeting of the Committee was on 28 February 2024. The meeting ended at 19.10