

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

VIA TEAMS (due to traffic incident meeting was moved online)

Wednesday 21 February 2024

MINUTES

Present: Julia Martin Ian Harris
 Sandra Prail Andy Wannell

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

13/23 Item 1: Welcome and Apologies for absence

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

14/23 Item 2: Declarations of Interest

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

15/23 Item 3: Minutes of previous meetings

Minutes from the previous meeting held on 1 November 2023 were reviewed for accuracy. Members agreed they were an accurate reflection of the meeting held.

DECISION: Minutes for the meeting held on the 1 November 2023 were approved as an accurate record.

16/23 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.

17/23 Item 5: Strategy & Merger Key Performance Indicators/Strategic Risk

The CEO introduced this report noting this was an update for the Spring Term. Members considered the Merger and Strategic plan KPI's and summary sheets with the CEO signposting key areas for focus in respective Committees

- C&Q – T level recruitment remains a concern nationally, with the CEO suggestion this may be worth following up via a deep dive in the future.
- C&Q- Attendance remains an ongoing challenge for us and the wider sector
- C&Q - Destination data an issue - in simple terms we commissioned this reporting via a 3rd party which hasn't been completed as scoped – the work will be done, but delivered later than planned
- Resources – Staff turnover will be covered by the P&C report

A member queried that there are still some targets with 'TBC' -and asked whether we in a position to add some benchmarks. CEO agreed these should be followed up and included.

ACTION: CEO to ensure remaining 'tbc' targets are completed on merger/strat plan KPI targets

Members went on to review the full risk register and Board assurance framework, noting this reflected the revised scores as a result of the most recent risk group meeting. Members were reminded that Committees would be seeing their 'own' risks for the first time at the Spring Committee round.

Members discussed the risks and amended scores since the previous iteration of the register. A member suggested that going forward it might be useful to link the 'risk appetite' to the resulting 'residual' risk score for sense checking E.g., if risk appetite is 'adverse' and the residual risk is 'high' to challenge if we have the right number or level of control in place. Members agreed previous committee debate around specific scoring of impact and or likelihood whilst useful, is detracting from the value of the conversation. All agreed the key focus should be where the resulting risk is high, do we have the correct controls in place and do the controls align with risk appetite. All agreed to 'lead' Committees to review their individual risks with this focus in mind.

The Committee noted the report

18/23 Item 6: Summer Term Agendas/Deep dive & Governor Training sessions

The HG introduced this report (circulated in advance) Committee view is sought in respect of increasing the governor direction of 'deep dives'.

Members discussed the relative advantages and disadvantages of unplanned versus planned schedules. All agreed that a balance would be best achieved by a Governor led deep dive schedule for the following 2 meetings with flexibility for Committees to adapt topics where appropriate to ensure flexibility remains.

Members went onto discuss available agenda time for Corporation training days/deep dives. The CEO suggested that we ensure topic areas link to Ofsted areas of focus. Members endorsed the following options for inclusion and agreed for the Chair and DG to agree a schedule based on these suggestions.

- UnLoc – external agency with a focus on student voice
- Apprenticeships
- Ofsted preparedness

ACTION: Chair and DG to develop a schedule for remaining Governor training days

The Committee noted the report

19/23 Item 7: Membership Report

DG introduced this report which provided an overview of the current Board and Committee make up as well as succession planning issue for consideration. Points for discussion were highlighted as next steps for the Chair designate role, the ongoing recruitment campaign for audit & staff governor members and the resignation of two members of the Board Natalie Wigman and Phil Harris-Bridge and any next steps this may present.

The Chair provided a verbal update on the progress of the Chair designate campaign noting that unfortunately the last candidate under review has withdrawn due to concerns around workload. Committee view was welcomed on an application to the Charity Commission for role remuneration. The Chair reiterated her commitment to remain in situ until a long-term solution has been found. The Committee discussed the option of remuneration and whether it would have a likely impact on candidates as well as the performance of Peridot

in their search function. Members advocated applying for remuneration through the Charity Commission as well as considering if other agencies e.g. John Dodd associates or using the mailing list available via the Chamber of Commerce could be used to raise awareness of the campaign.

ACTION: DG to investigate application to Charity Commission as well as the cost of recruitment services for e.g. John Dodd Associates as well as the possibility of using Chamber of Commerce mailing lists.

Members noted the resignation of Phil Harris-Bridge (with immediate effect subject to the Audit & Risk Cttee requirements) and discussed the potential issue of quoracy for the next Audit & Risk Committee meeting. Members discussed the current quorum (3) and the likelihood of attendance from other parties. It was agreed DG would confirm attendance with remaining members and confirm to Chair of A&R asap to agree if PH-B was required to attend. It was noted since the Audit Cttee member recruitment campaign was yet to conclude (and interest has to date been poor) that the quorum is temporarily reduced to reflect the current circumstances and to ensure meetings can progress as usual until full numbers are back in place. All agreed.

ACTION. DG to contact members of A&R Cttee and confirm attendance and then confirm with PHB whether his attendance is required

ACTION: DG to amend on a short-term basis, the quorum of the A&R Cttee to 2 members

Members discussed the roles of Committee Vice Chairs noting that these had been suggested/accepted for all Committee's except Audit. It was agreed that wider succession planning and any wider recruitment would be considered in due course.

The Committee noted the report

20/23 Item 8: Student Governor DBS

The DG introduced this report outlining the wider sector debate in respect of students and their requirement for a DBS check. It was noted that there was no definite legal position with either stance (to DBS or not) considered to be acceptable subject to the decision being informed by a risk assessment. DG confirmed that a general view was sought from the Committee in advance of taking this to the Corporation on 20 March for a decision.

Members debated the various arguments and rationale for DBS checking of students agreeing that in principle we should be using all the options available to us to ensure we've used the oversight and knowledge available to us when assessing the skills, professionalism and transparency of the entire governing body.

Members acknowledged the potential perceived position of authority, noted a governor's role in the use of public money and the availability of wider checks e.g., Charity Commission 'fit and proper' test completed for independence governors. Overall, it was agreed the best means to protect the integrity of the Board was to ensure all members are treated with equity and are subject to the same checks. Members reiterated their keenness to hear from students in respect of this matter. DG noted a position from students would be available in advance of the next Corporation meeting. The Cttee agreed that a recommendation to complete DBS checks for Student Governors should be made to the Corporation at its next meeting on 20th March 2024.

The Committee noted the report

DECISION: Subject to hearing the views of Student Governors the Committee agreed to recommend to the Corporation the DBS checking of student governors

21/23 Item 9: Feedback/Key themes from Governor 121's

The Chair introduced this report outlining general feedback from 121's held with Governors after the first round of formal Committees. All agreed this was a really useful 'check in' for Governors and all welcomed the really positive comments about SLT and individuals as well as the development and maturity of the Board to date.

The Committee noted the report and the actions taken in response to issues raised.

22/23 Item 10: Policy update & review schedule

DG introduced this report which provided an overview of the policy review schedule as well as the management process used to review and sign off policy. Member's attention was directed to the number of outstanding 'essential' policies that are required for harmonisation from individual 'college' policies to a single group policy. After discussion the Cttee requested that both the grievance and EDI policy are prioritised for review at the earliest convenience.

ACTION: Grievance and EDI policies to be prioritised for review ASAP.

POST MEETING NOTE: Grievance and EDI policies on the JCC (union) agenda for 1st May approval.

The Committee noted the report

23/23 Item 11: Any other business

The Chair requested feedback from members on the usefulness of this forum for horizon scanning and strategic planning. Members expressed views that it was useful, that understanding the wider picture was helpful and that the debate/discussion felt open and comfortable. All agreed meeting as a Chair collective was really useful.

It was noted the next meeting of the Committee was on 22 May 2024.

24/23 Item 11: Meeting reflection/impact assessment

Members were invited to participate in a short SLIDO poll to assess engagement and impact. The meeting ended at 19.15