

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

WA215, Watts Building, City College, Southampton
Wednesday 22 May 2024 at 17:30

MINUTES

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

25/23 Item 1: Welcome and Apologies for absence

Members were welcomed to the meeting.

26/23 Item 2: Declarations of Interest

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

27/23 Item 3: Minutes of previous meetings

Minutes from the previous meeting held on 21 February 2024 were reviewed for accuracy. IH noted there were some minor typos in Georgina Flood's job title. Members agreed subject to these minor changes the minutes were an accurate reflection of the meeting held.

DECISION: Minutes from the meeting held on the 21 February 2024 were approved as an accurate record.

28/23 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.

29/23 Item 5: Future Committee and Corporation Agendas

The Chair introduced this report outlining these were the draft agendas for the forthcoming committees, comments were welcomed on consistency and or gaps.

In respect of C&Q members noted the suggestion for lawn games before the next meeting and members generally agreed this need not be so complicated (if this was difficult to arrange) and perhaps just a tea/cake catch up with students might be easier to arrange. JM confirmed the deep dive topic had been changed to apprenticeships as a joint effort between staff and governors.

In respect of Resources Cttee, AW confirmed that the deep dive on Estates was pre-arranged due to the size and complexity of the scale of estates work in the new group. AW went on to note he expects the 121 with COO next week will focus on a combination of the budget/CFFR and the whole staff pay review.

IH noted in respect of the Audit Cttee, the pre-arranged deep dive on cyber security was scheduled with other

standing items around Audit.

The Cttee discussed the forthcoming Corporation meeting and any potential deep dive topics. It was noted that all subjects had an overlap across Cttee and as such it might be useful to have a deep dive that brings back the key themes delivered in each of the Committees. The Chair suggested a session on the Governance SAR could be an option. The Cttee were happy to be flexible and agreed to delegate this decision to DG and Chair.

The Cttee noted the future Committee and Corporation agendas for the forthcoming summer term.

30/23 Item 6: Feedback from Strategy Awayday

The Chair introduced this item asking members to note the minutes of the awayday. Those who attended agreed that it was a useful and valuable event, it was noted members particularly enjoyed the meeting with students.

Members were reminded that in respect of the Strategic Plan, the message from the day was that it was generally fit for purpose, Committee view is welcomed on the proposal to draft an addendum to take into consideration some of the suggested updates. All agreed. The Chair suggested that some stakeholder engagement and or feedback would be welcome if possible. CEO agreed this would be a useful opportunity. The CEO suggested a first draft of the addendum for the Strategic Plan would be made available to the Corporation meeting on 3 July 2024.

DECISION: The Cttee endorsed the proposal to reflect the annual review of the current Strategic Plan via an addendum.

ACTION: CEO to look into stakeholder engagement and or feedback on the Strategic Plan addendum

ACTION: CEO to bring a draft addendum to the Corporation meeting on 3 July 2024.

Members discussed the agreement to set up an EDI T&F group to lead the EDI agenda at a Board level. It was noted SH-C agreed to Chair this group but more work is need to agree membership, reporting lines and how this is taken forward. With discussion it was suggested the T&F group should report into Governance Cttee and then up to Corporation with membership from across the committees due to its cross-cutting nature. Both SP and JM expressed an interested in being involved. AW suggested FB as a resources Committee representative would be a positive addition. Members discussed the overlap with the staff/student internal EDI committee and expressed concern in duplication. The Chair suggested a conversation between interested Governors and the CPO would help to define where the group could most usefully contribute within the current arrangements.

ACTION: DG to approach FB to ask her to join the EDI T&F group

ACTION: SH-C, SP and JM to meet with CPO.

The Chair also drew members attention to the decision to formally approve the 2024 version of the accountability statement (including the local needs duty) via email. The Chair went onto suggest that the included targets from the 2024 accountability statement are monitored and reviewed by the Resources Cttee during the academic year 2024-25. All agreed.

DECISION: The Cttee noted the intention to approve the 2024 accountability statement (including the local needs duty) via email and agreed the 2024 targets within, are monitored and reviewed by the Resources Cttee.

31/23 Item 7: Membership Report

The DG introduced this item noting that much of the current focus was on the two open recruitment campaigns to seek audit & risk, and curriculum members, as well as a Chair Designate.

DG informed members that with the recent resignation of David Parfitt there was a quoracy issue within the Audit Committee, whilst a decision had been made to reduce quoracy (and the terms of reference specify a % of 'appointed' members) the most up to date Audit Code of Practice requires a 3-person minimum. DG suggested

that the Board either take a risk assessed approach to proceeding with the June meeting with only 2 members in attendance (we have advance apologies from Kerrie Clark), or we appoint an additional member until recruitment is concluded. It was noted due to the number of business items, the attendance of both the IA and EA and its proximity to the Corporation meeting, re-scheduling this meeting (to enable KC to attend) would be a last resort. Members discussed and agreed an additional member in attendance would be the preferred option. AW was suggested and accepted.

ACTION: AW to be added to the membership of the June Audit & Risk meeting for the purposes of the quoracy.

Members were reminded that Staff Governors are yet to be appointed and a campaign released in the New Year had a poor response. A re-push has been made to the campaign with targeted contact from ELT/SLT members to members of staff being more successful in raising interest. To date there are up around 4 academic members of staff interested and positive expectation to have these roles in place for the new academic year.

The Chair went on to note that one of our long serving Governors will be leaving at the next Corporation meeting and views are welcomed on an appropriate acknowledgement to mark this occasion. The DG noted that historically (and in line with regulation), any gifts provided have been self-funded by other governors, we have also provided certificates with service dates and or cards/small tokens of thanks. Members discussed various options and made specific suggestions for the Governor in question.

The Chair asked for feedback on the development of the Vice Chair roles at C&Q and Resources. AW confirmed to date there has not been much activity to include them in but suggested they are added to the scheduled cttee pre-meets with Michael and Danielle.

ACTION: DG to ensure CoD and FB are invited to the pre-meetings with COO and CPO.

JM confirmed she has reached out to the VC to agree a pre and post pre-meet, in relation to her pre-meetings with DPC&Q. Going forward there may be a suggestion to see if the VC would like to lead a section of the agenda at a future meeting.

32/23 Item 8: Recruitment Update

The Chair introduced this item noting that a short-listing meeting had taken place with Nurole for the positions of Audit & Risk and Curriculum this afternoon with a potential 4 candidates for each Committee to interview after half term. Members discussed the potential interview panel, with both IH and JM expressing an interest in being involved to the recruitment of their respective committees. DG agreed to share details of candidates and make necessary arrangements.

ACTION: DG to identify dates/locations for interviews and circulate details of candidates to interview panel

POST-MEETING NOTE: DG shared candidate details via Nurole platform. Dates/locations and questions shared with the interview panel 23/5.

It was noted the campaign for the Chair Designate role was not so successful with concerns about the suitability and physical location of several candidates. It was noted whilst up to 4-6 members may be interested, none have at this stage confirmed their intention to apply.

Members discussed the physical 'distance' of the role of the Chair and whether a more flexible approach should be taken to a more 'remote' role. The Cttee provided clear feedback that it was important that the Chair was not a remote role and we should remain consistent in our desire for someone to be physically/geographically present.

Members discussed at length the difficulty of the search agree alternative options e.g., co-chairing, as well as re-

starting the campaign at a different time of year. The Cttee agreed to the following course of action:

- Wait for the conclusion of the campaign (closing date is 27 May - next Mon)
- Complete interviews on 4 and 6 June - making consideration if any of the candidates may be suitable as Chair
- SP to contact the FE Commissioner to agree any next steps in respect of her position and any timeframes
- To look at re-branding the role as a co-chair and re-releasing a revised recruitment campaign

The Committee noted the report

33/23 Item 9: Review of Link Governance Scheme

The Chair introduced this item opening a discussion on the success of the Link Roles to date.

It was noted that whilst the Safeguarding Governor role has progressed well, there were (because of resignations) gaps for both SEND and the Skills Link Governor roles. The Chair also reminder members of the additional 'lead' roles for both HE and Sustainability that are yet not clearly defined - would setting role profiles to help focus the delivery of these roles? All agreed a generic 'lead' governor role profile would help provide a framework for these roles and that similarly a conversation with Link Governors and Lead Governors to review and re-frame their roles would be useful.

ACTION: DG to develop a 'lead' Governor role profile for discussion.

ACTION: A meeting of Link and Lead Governor roles to take place after the recruitment on 4/6 June.

34/23 Item 10: Task and Finish Groups – Systems and EDI

The Chair introduced this item reminding members that the Cttee had agreed for the set-up of a T&F group around previously identified concerns relating to systems alignment and project management. A meeting had been held online in early May with robust assurance given that all projects remain on track. Members views were sought for any additional actions or meetings and confirmation that we have received sufficient assurances? IH noted he felt comfortable this was now covered off and assurance received. The CEO noted more robust check ins and project management deadline monitoring has been put in place since these meetings.

Members agreed the EDI T&F group discussed at the Strategic Awayday had been discussed sufficiently earlier in the agenda. The Cttee agreed that the use of T&F groups was proving a useful tool to 'deep dive' or provide additional scrutiny /support to specific areas of the business.

35/23 Item 11: Governance SAR

The DG introduced this report outlining the suggested Governance SAR process for 2023-24. Members were informed that the process had been designed using a combination of the key themes from the code of good governance combined with the AoC toolkit for external Board review. Members were informed a dedicated session in October will pull together the various elements of the SAR (e.g., 121 conversations, results from polls, analysis of minutes/decision and actions, impact assessments) to enable Governors to rate their performance against the same Ofsted scoring criteria as used for the Group SAR. DG went onto note, the outcome of the Governance SAR will then be used to support and dovetail into the wider Group SAR (most notably as a contribution to the Leadership and Management section) which historically has not had notable governance input.

Finally, members were informed that the output of a governance improvement plan of action list would be created, with oversight by the Governance Committee. The Cttee commended the thoroughness of the SAR process and agreed to approve the process for 2024.

DECISION: The Cttee approved the suggested process for the Governance SAR for 2023-24.

A Cttee view was requested on the timing of the Committee effectiveness view noting that this would ideally be a

conversation led by Chair with their Committee once they have had time to review feedback from Cttee members. It was noted this could be completed during the summer round, or as part of the SAR session in early October. Members agreed to complete this as an entire piece of work at the SAR session in October. The Chair agreed noting her intention to complete a mock external board review during the summer.

DECISION: The Cttee agreed the Committee effectiveness review should be completed at the SAR session in October.

36/23 Item 12: Terms of Reference and Annual Cycles of Business

The DG introduced this report noting it formed part of the above self-assessment process and asked members to review their Terms of Reference and Annual Cycles of Business as fit for purpose for the academic year ahead (2024-25). In respect of the Governance Cttee the Chair suggested (and the cttee agreed) that an additional section on horizon scanning and the cross-cutting themes of EDI and sustainability would be welcomed. There were no changes to the SPH Remuneration Cttee TOR/ACB.

ACTION: DG to update the Governance Cttee TOR to include an additional section on horizon scanning and the cross-cutting themes of EDI and sustainability.

DECISION: The Committee (subject to above changes) recommend the Corporation approve their Terms of Reference and Annual Cycles of Business as fit for purpose for the academic year ahead (2024-25)

37/23 Item 13: Meeting Dates for 2024-2025

The DG introduced this report noting that suggested meeting dates for 2024-25 had been drafted against the business calendar and largely in line with those from 2024-25. Subject to Cttee Chairs not identifying any major clashes, these will be approved for the year ahead.

DECISION: The Cttee approved the suggested Corporation and Committee dates for 2024-25.

The DG went on to ask members views on a summer social event for Governors (like the Xmas meal) which would enable governors to meet and spend time socially. DG confirmed that all Governors were invited to the summer staff BBQ events at each campus on the 8 July. The Cttee were open minded about an event, and it was agreed that an email canvassing interest should be sent by DG.

ACTION: DG to send an email with suggested options for a social event post the July Board meeting in the next week or so.

38/23 Item 14: Any other business

The CEO provided a confidential update on two specific complex student cases, both will be ongoing, and feedback will be provided as required.

The Chair confirmed that there were no additional items of business and that subject to approval of the dates at Item 13, the next meeting of the Governance Committee will be Wednesday 6 November 2024, at Fareham College.

39/23 Item 15: Meeting reflection/impact assessment

Members were invited to participate in a short SLIDO poll to assess engagement and impact.

The meeting ended at 19:30.