

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

Boardroom, Fareham College  
Wednesday 6 November 2024 at 17:00

**MINUTES**

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

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

**01/24 Item 1: Welcome and Apologies for absence**

Members were welcomed to the meeting. Apologies for absence were received from Emily Morey.

**02/24 Item 2: Declarations of Interest**

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

**03/24 Item 3: Minutes of previous meetings**

Minutes from the previous meeting held on 22 May 2024 were reviewed for accuracy. Members agreed they were an accurate reflection of the meetings held.

**DECISION: Minutes from the meeting held on the 22 May 2024 were approved as an accurate record.**

**04/24 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.

**05/24 Item 5: Governance SAR/QIP and relevant Action Plan**

DG introduced this item noting the attached action plan was as a result of a successful Governance SAR session held on 2 October. The Cttee was reminded of the agreement to delegate the formulation of the QIP to the Governance Committee with the intention to bring it back for final sign off at the Corporation meeting in December. Once approved, the Governance QIP will remain under the review of the Governance Committee.

The DG introduced this report noting that subsequent discussions with the Chair will enable more detail, specific timelines and more measurable or SMART targets to be added to the current plan before this is submitted to the Board in December. E.g. 'improve Governor attendance' will be replaced with 'a

detailed online survey about preferred meeting medium, days and times etc will be circulated to members etc. Members agreed that the high/medium/low would be better amended to specific dates and timeframes. All agreed more specific detail will enable better tracking and accountability.

A member queried the intention of the actions in relation to the scoring e.g. is the intention to move from requires improvement to good and good to outstanding, or to be outstanding in all areas. All agreed that the general intention was to move onto the 'next' level - notably when the score is 'requires improvement' to 'good'. In respect of 'good' there was agreement that there was no defined intention to be outstanding in all areas, but that improvement actions would always be noted where identified.

Members discussed the first draft of the action plan or QIP and made the following suggestions.

To support the Skills Link Governor role and to provide wider accountability, an action was suggested for 'collaborative' to help all governors take responsibility for their engagement with stakeholders. This was to consider the numerous ways Governors in their personal and professional lives overlap with the work of the College and to help consider how we might better articulate or make use of these links. Other options included the attendance of Governors at Employer Advisory Boards and wider stakeholder events. It was agreed this action should be allocated to the EDB&CP.

**ACTION: DG to add a target to the Governance SAR for EDB&CP to create an infographic/comms piece detailing the local stakeholder and potential engagement of Governors within their professional lives.**

**ACTION: DG TO add a target to the Governance SAR to encourage wider members of the Corporation to get involved with stakeholder relationships. Include options e.g. Employer Advisory Boards, Business breakfast etc.**

To support the outputs of the EDI Task & Finish Group it was suggested that an action plan is developed in response to their specific task (to map Board demographics to that of the student population) and that this is tracked by the Governance Committee. Members were keen to ensure that future PSED targets were SMART and regularly scrutinised (and of note included actions around Staff EDI information)

**ACTION: DG to add a target to Governance SAR to include EDI T&F Group action plan delivery and feedback to Gov Cttee.**

The DG noted 'integrity' was an area where the Board struggled to articulate their performance and as such SMART suggestions welcomed. Members discussed expanding the current annual confirmation statement of DBS and fitness to serve (as part of the 121 conversations) to include something around the code of conduct and or the Nolan Principles. E.g. How do you maintain your integrity around the Nolan principles/Code of Conduct and the legal requirements your role as a Governor. In terms of metrics members suggested a very simple tracking of adherence to the Governors Code of Conduct/Nolan Principles against the number of complaints or concerns raised about the Board/SPH integrity.

**ACTION: DG to add a target to Governance SAR in respect of widening the Governors annual declaration to include a question around integrity /Nolan principles and the code of conduct.**

**ACTION: DG to add a target to Governance SAR for complaints/concerns v. Governor annual declarations**

**DECISION: The Cttee (subject to the above additions) and SMART updates recommend the Governance SAR Action Plan for approval by the Corporation.**

#### **06/24 Item 6: Review of Outcomes of Combined Skills Audit/Personal Appraisal and identified training needs**

DG introduced this item noting it provided an oversight of the combined skills audit and appraisal process completed over the summer period. The DG confirmed that the themes of feedback from 121 conversations as well as self-assessments against confidence in key criteria of Governor's responsibilities will be used to inform future training to be targeted and bespoke. The Cttee is asked to find assurance in the robustness of the 121 and skills review process in ensuring that the future training, development and skill set of the Corporation and its Committee's is kept under review. All agreed this was a worthwhile collective/review and endorsed the suggested three 'next steps' as actions for the DG.

**The Committee confirmed their assurance in the mechanisms used to inform the future training and development of the Corporation as well as the oversight of the skills mix of its members.**

**ACTION: DG to develop a corporation training plan, to include sessions on local and national sector information and curriculum reform as well as Charity Law and requirements (to reflect lowest confidence scores)**

**ACTION: DG to consider opportunities for Governors of alternative Committees to have an information 'swop' or to arrange specific 121 sessions with key ELT members for individual Governors.**

#### **07/24 Item 7: Review of forthcoming Committee and Corporation Agendas**

The Chair introduced this item reminding the Committee this oversight is intended to seek assurance that agendas for the Autumn 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. A view is sought in returning policy review to individual cttees and the relative merits of a consensus agenda/information pack.

In respect of 'offline' policy review, the DG confirmed that the method had worked to break the back of the majority of policy harmonisation, but that the feast and famine nature of supplying large quantities of policy outside of meetings was no longer necessary and as such a return to relevant committee agenda's is preferred. All agreed.

**DECISION: Policy approval to return to normal Committee and Corporation agendas.**

Members discussed their views on information/consensus sections of agendas (a single item where a collection of non-decision/assurance papers are taken as 'read') being incorporated to Committee agendas. Whilst their usefulness was acknowledged in specific circumstances and with more established Boards or Committee's, all expressed concern in the potential for information to be missed or skimmed over. It was agreed due to a relatively 'new' Board (as a result of recent turnover) that a consent agenda or information pack would remain in use at Corporation (where it is used to supply additional information already scrutinised at Committee level) but that it would not be used at Committees at this stage.

**DECISION: Consensus section/info packs to be retained at Corporation but not Committee agendas**

**The Committee confirmed their assurance that autumn term agendas had sufficient scope and range to track performance and the delivery of core responsibilities.**

#### **08/24 Item 9: Any other business**

The Chair confirmed that there were no additional items of business and that the next meeting of the Governance Committee will be Wednesday 26 February 2025, at Eastleigh College.

**09/24 Item 10: Meeting reflection/impact assessment**

Members were invited to participate in a short SLIDO poll to assess engagement and impact.  
The meeting ended at 17.50.

**POST MEETING NOTE**

The Committee were informed by the Chair that in light of the failure to appoint a Chair Designate at the recent recruitment campaign, the FEC Commissioner had suggested that SHCG (with her support) made an application to the Charity Commission to seek authorisation to pay a future Chair. It was noted that there are precedents more widely within the sector. The Committee requested that this be approved at the next Corporation Meeting taking place on 4 December 2024. All agreed.

**ACTION: DG to raise an item on the Agenda of the next Corporation Meeting on 4 December 2024 to seek approval for an application the Charity Commission to seek authorisation to pay a future Chair of Corporation.**