FOR PUBLICATION

Solent University, Southampton

To: **Board of Governors**

Meeting Date:	**Agenda item:**	**Paper Ref:**
06/12/2022	16	22/BG/48

Presented by: Jim Irving, Chief Student Officer and University Secretary

GOVERNANCE EFFECTIVENESS REVIEW REPORT

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<div align="center">**Executive Summary**</div>

The University undertakes a review of the effectiveness of its governance arrangements every three years. The 2021/22 review was undertaken by AdvanceHE and benchmarked against equivalent data from over 50 higher education institutions.

The 2021/22 review found that the University's governance arrangements performed above benchmark in nine of ten review areas. These findings were supported by observations of Board and committee meetings, and individual meetings with both members of the Board and members of the Vice-Chancellor's Group (VCG).

The report proposes 13 recommendations and eight suggestions which have been considered and are recommended by the Governance Committee. The recommendations and suggestions have been transposed into actions to be undertaken over the period prior to the next scheduled effectiveness review.

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The Board is asked to:

1. Consider the report and approve its findings and recommendations.

Resources and Value for Money:

2. There are no additional resources associated with this paper.

Risk Implications

3. The Office for Students (OfS) general ongoing conditions of registration E2 (Management and Governance) states that 'the provider must have in place adequate and effective management and governance arrangements.'

4. The CUC Higher Education Code of Governance requires that higher education institutions must conduct a regular, full and robust review of governance effectiveness with some degree of independent input. This will provide assurance to internal and external stakeholders and allow a mechanism to focus on improvement and chart progress towards achieving any outstanding actions arising from the last effectiveness review. It is recommended this review takes place every three years.

Further information

5. Further information can be obtained from Jim Irving, Chief Student Officer and University Secretary, or Bridget Woolven, Clerk to the Governors.

Report

6. The benchmarked survey of governance effectiveness reported that Solent University outperformed benchmark in all areas other than embedding equality, diversity and inclusion in the work of the governing body (-3%). The survey has been completed by over 50 higher education governing bodies and was updated in 2020.

7. The evaluation considered ten aspects of effective governance, with the findings demonstrating over 90% agreement of governance effectiveness in each area, with 100% agreement reported in respect of commitment of the Board and VCG to governance effectiveness.
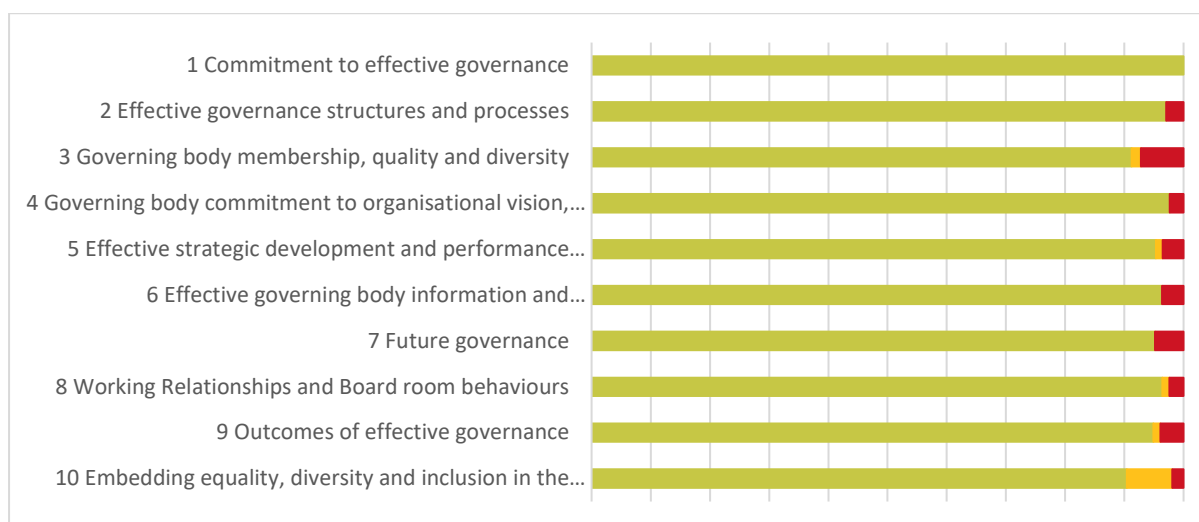
8. The report recognised that the University benefits from a high-quality Board with dedicated, hardworking members who believe strongly in the University's mission. It also found clear evidence that the Board and the Vice Chancellor's Group (VCG) have an open and honest relationship.

9. It also recognised a strong appetite amongst Board and VCG members for continuous learning, a willingness to embrace new approaches and to understand how they might learn from seeing what other institutions do.

10. The report made 13 recommendations and 8 suggestions which have been considered by Governance Committee and are recommended to the Board. These are summarised on pages 21 to 23 of the report.

11. The following table summarises the actions arising from Governance Effectiveness Review recommendations and suggestions.

Theme	Action recommendations/suggestions (R/S)		
	2022/23	**2023/24**	**2024/25**
1. Committee structure and handling of business	a) Review current committee structure, terms of reference, delegation, order of business, scheduling, and business deadlines (Board, Audit, Governance, Resources) (R1, R2) b) Consider establishing People and Culture Committee from 2023/24 (R1) c) Review process for Board agenda-setting (R3) d) All committees to include one on campus meeting; Board to be primarily on campus. (R4) e) Review terms of reference and ongoing requirement for taskforce groups (S1)	f) Enhance technology for hybrid meetings (Silver Birch). (R4) g) Consider use of Board management software (S2) h) Develop revised paper commissioning template (S3) i) Consider reintroduction of occasional small dinners (Chair, VC, and two to three Governors) or similar (S9)	j) Consider requirement for Academic Assurance Committee (allowing for impact of Academic Governance proposals below). (R1)
2. Membership and development	a) Refresh Governor awareness of Principles of Public Life (R9) b) Ensure appropriate focus on Conflict of Interest item at the start of each agenda (R9) c) Standardise period of office of Chair and Vice-Chair (two terms of three years with option for exceptional third term) (S4) d) Propose option to approve exceptional extension of the terms of office of the current Chair and Vice-Chair to align to their terms as Independent Governors. (S4)	e) Conduct full external search for the next Chair of the Board to ensure the widest possible field of talent, whilst also including any internal candidates in the selection process. (R5) f) Governance Committee to undertake annual review of Board induction and ongoing development (R6) g) Chair to offer optional annual 'catch up' with members to offer insights into contribution and reflect any development needs (R7) h) Review role descriptor for Vice-Chair prior to next appointment (R8) i) Update Whistleblowing and Personal Relationships at Work policies, ensuring these address Governor/Student relationships (R9)	k) Vice-Chair to conduct 'catch up' with the Chair taking into account views of Board members and VCG to identify any development needs and ways they might support members to improve their contributions (R8)

Theme	Action recommendations/suggestions (R/S)		
	2022/23	**2023/24**	**2024/25**
		j) Consider implementing Code of Conduct for BoG & External Committee members (R9)	
3. Equality, diversity, and inclusion (EDI)	a) Consider the extent to which EDI matters are embedded with the work of the Board and its committees. (R10)	b) Oversight of EDI to be assumed by People and Culture Committee, with clear reporting line to Board and from University. (R10)	
4. Academic governance	a) Chief Student Officer and University Secretary and Provost to review reporting from Academic Board and its committees to the Board and its committees. (R11) b) Invite academic staff Governor to become a member of Academic Board. (R11)	c) Implement additional measures to improve the link between the Academic Board and the Board; e.g. inviting Independent Governors to periodically observe Academic Board meetings (R11) d) Enhance frequency/quality of briefing on the work of Academic Board and its committees (R11)	e) Consider joint working groups with Academic Board on strategic imperatives, e.g., EDI or sustainability (S5)
5. Student voice	a) Working with the Students' Union, agree basis on which to appoint a second Student Governor to the Board from 2023/24 (R12) b) Consider inclusion of one or more student representatives on the People and Culture Committee (S7)	c) Consider establishing an optional 'reverse mentoring' scheme for governors who would like a greater insight into student experience and/or establish a Governor:Student Forum (S6)	
6. Stakeholder awareness	a) Introduce annual update from the Chief Student Officer and University Secretary on the work of the Board through the VCG briefings (R13) b) Review Governor invitations to University lectures and events (S8)	c) Consider opportunity for student and/or staff briefings on key projects or activities ahead of scheduled Board meetings (S8)	

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