

[Confidential in respect of Minutes 23/14-17, 23/19-22]

**MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE ON
THURSDAY 1 JUNE 2023 4.00PM
ON TEAMS**

Present

Dr Janet Bonar	Staff Governor
Phil Cotton	Independent Governor & Chair
Councillor Alex Houghton	Co-opted Governor
Professor James Knowles	Vice-Chancellor & Committee member
Sharath Ranjan	Independent Governor (from Min 23/19)

In attendance

Jim Irving	Chief Student Officer & University Secretary
Bridget Woolven	Clerk to the Committee

23/12 Welcome & Apologies

There were no apologies. The Committee was quorate.

23/13 Conflict of Interests

- i. The Vice-Chancellor, the Chief Student Officer & University Secretary and the Clerk to the Committee in respect of the Remuneration Committee (Senior Postholders) terms of reference Paper 23/GC/09.
- ii. No other conflicts were declared.

23/14 Minutes of 21 March 2023

Approved.

23/15 Matters arising from the previous meeting

**Presented by: Bridget Woolven,
Clerk to the Governors**

**Oral Report
Confidential**

- i. All the actions from the meeting on 21 March were completed before the minutes were circulated and were included in the minutes as Post Meeting notes.
- ii. There were no other matters arising.

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| 23/16 Membership of the Board and its Committees 2022/23
Presented by: Jim Irving,
Chief Student Officer & University Secretary | Paper 22/GC/08
Confidential |
| 23/17 Terms of Reference and Membership of Committees from 2023/24
Presented by: Jim Irving | Paper 23/GC/09
Confidential |
| 23/18 Election of Vice Chair of Board for 2023/24
Presented by: Jim Irving | Paper 23/GC/10 |
| <ul style="list-style-type: none"> i. The Committee reviewed the plan and timeline for the nomination and election of Vice-Chair of the Board for 1 August 2024. ii. The Committee agreed that the following statement in the 'Role of Vice Chair' <i>'The Vice-Chair will chair Finance & Resources Committee'</i> should be amended to read <i>'The Vice Chair will chair a Committee of the Board'</i>. ACTION: CLERK. iii. Subject to that amendment, the Committee agreed to recommend the plan and timeline to the Board of Governors on 26 July 2023. | |
| 23/19 Recruitment & Election of Chair of Board for 2024/25
Presented by: Jim Irving | Paper 23/GC/11
Confidential |
| 23/20 Remuneration of Chairs
Presented by: Jim Irving | Paper 23/GC/12
Confidential |
| 23/21 Governance Effectiveness Review (GER) Progress Report
Presented by: Jim Irving | Paper 23/GC/13
Confidential |
| 23/22 Scheme of Delegation
Presented by: Jim Irving | Paper 23/GC/14
Confidential |
| 23/23 Revision of Articles of Government
Presented by: Jim Irving | Paper 23/GC/15 |
| <ul style="list-style-type: none"> i. The Committee considered a proposal to further revise and update the Articles of Government that were reviewed by this Committee on 21 March. ii. The Higher Education (Freedom Speech) Act 2023 has received Royal Assent and guidance from the Office for Students (OfS) is expected. The Director Free Speech has been announced this week and consultation about the regulatory landscape will follow. iii. In anticipation of these changes, a proposed revision to the Articles gives Academic Board clear oversight. | |

In discussion:

- iv. The general consensus was that this will not be a significant issue for HEIs and there is a robust process in place at Solent regarding external speakers.
- v. Last year only 0.5% of national events were cancelled by HEIs.
- vi. Solent would need to review some of its procedures in relation to Prevent and there was the potential for conflict between Freedom of Speech and Academic Freedom.
- vii. The Committee agreed to recommend to the Board the revisions to the Articles of Government.

23/24 Self Evaluation of Governance Committee
Presented by: Jim Irving

Paper 23/GC/16

- i. The Committee endorsed the self-evaluation for 2022/23.

23/25 Order of Business 2023/24
Presented by: Jim Irving

Paper 23/GC/17

- i. Noted.

23/26 Date of 2023/24 meetings:

Tuesday 7 November 2023 16:00hrs. ON CAMPUS

Tuesday 19 March 2024 16:00hrs on Teams

Tuesday 11 June 2024 16:00hrs on Teams

Meeting closed at 16:50hrs.