

MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE ON 24 JUNE 2019**Present**

Dr Janet Bonar	Staff Governor
Phil Cotton	Independent Governor & Chair
Councillor Satvir Kaur	Co-opted Governor
Philip Wake OBE RD	Independent Governor

In attendance

Dr Caroline Carpenter	University Secretary
Bridget Woolven	Clerk to the Governors

19/09 Welcome & Apologies

Apologies: Professor Graham Baldwin. The Committee was quorate.

19/10 Conflict of Interests - No conflicts of interest were declared.

19/11 Matters arising from the previous meeting -

Phil Cotton had been re-elected unopposed as Chair of the Board for a second two year term from 1 August 2019 and Stephen Bolton had been elected unopposed as Vice Chair for a two year from 1 August 2019.

Student Liaison and Experience Committee had held its final meeting in May.

There were no other matters arising.

19/12 Membership of the Board and its Committees
Presented by: Bridget Woolven, Clerk to the Governors

Paper 19/GC/05
Confidential

Committee Chairmanships and Memberships

- i. Governance Committee reviewed the proposed committee memberships and chairmanships for 2019/20, noting that an appointment for Audit Committee chair was pending discussions with the Chairman of the Board:

Audit Committee: (Chair to be confirmed in early 2019/20)

Harry Mears (External co-opted member)

James Rimmer

Lena Samuels

John Simpson

Captain Emma Tiller

VACANCY

Governance Committee:

Dr Janet Bonar

Phil Cotton - Chair

Councillor Satvir Kaur

Philip Wake OBE RD

Vice-Chancellor appointee

Resources Committee:

Stephen Bolton - Chair
Mark Dixon
Nigel Duncan
Jennifer Glastonbury
Philip Wake OBE
VACANCY

Remuneration Committee:

Georgina Corbett (External co-opted member)
Phil Cotton
Professor Ruth Farwell CBE - Chair
VACANCY

The rest of this minute is confidential.

19/13 Recruitment of next Vice-Chancellor
Presented by: Phil Cotton and Bridget Woolven

Paper 19/GC/06
Confidential

This minute is confidential.

19/14 Report on Governor Training during 2018/19

19/GC/07

- i. The Committee noted a report on the training and continuous personal development activities undertaken by Governors during 2018/19.
- ii. **ACTION: Clerk to add reference to the Maritime Simulation Suite Opening and the Chairman's attendance at meetings of the Committee of University Chairs (CUC). COMPLETED.**

19/15 Four yearly review of Board effectiveness
Presented by: Bridget Woolven

Paper 19/AC/08

- i. The Committee reviewed Advance HE's Framework for Supporting Governing Body Effectiveness in HE and specifically the longform and shortform survey options that were available.
- ii. Members felt that the shortform survey should be supplemented by some of the questions in the longform version as well as including a new question to measure Governors' confidence in their knowledge of their obligations to the Office for Students (OfS). **ACTION: Members would inform the Clerk of their suggestions for questions that should be used from the longform survey so that the Clerk can add these to the Board paper for 17 July.**
- iii. The Clerk informed the Committee that AdvanceHE had confirmed that formulation of the survey and benchmark analysis of the results would be at zero cost as this service was included in Solent's membership of AdvanceHE. A link to the survey would be provided by email and submissions were confidential. Although AdvanceHE's benchmark data currently only included around 18 HEIs, at least a dozen of these were purported to be post-92 HEIs and therefore appropriate comparators for Solent.
- iv. AdvanceHE had advised the Clerk that the revised HE Code of HE Governance was likely to be published at the end of 2019.

- v. The Committee agreed to recommend to the Board on 17 July:
 - a) Use of an adapted form of AdvanceHE's shortform survey as outlined in ii;
 - b) That the survey should also be issued to VCG members to obtain their view of Board performance;
 - c) That AdvanceHE carry out a benchmark analysis of the survey results;
 - d) That the previously agreed activity to review the Board's compliance with the CUC Code of HE Governance should be delayed until after publication of the revised version.

19/16 Self Evaluation of Governance Committee

19/GC/09

The Committee noted the self-evaluation of the Committee for 2019/20.

The Clerk had also provided a report on the Committee's activities mapped against its current terms of reference.

While no revisions to the ToR were required at present, changes may be needed after publication of the revised HE Code of Governance at the end of 2019.

19/17 Order of Business for 2019/20

19/GC/10

Noted.

19/18 Next Meeting: Wednesday 13 November 2019 at 16:00hrs in A317.