

[Confidential in respect of Minutes 19/02]

MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE ON 3 APRIL 2019

Present

Phil Cotton	Independent Governor & Chair
Councillor Satvir Kaur	Co-opted Governor
Professor Graham Baldwin	Vice-Chancellor & Governor

In attendance

Dr Caroline Carpenter	University Secretary
Bridget Woolven	Clerk to the Governors

19/01 Welcome & Apologies

Apologies: Philip Wake. The Committee was quorate. The Clerk informed members that Philip Wake had, by email, indicated his support for the proposals that had been set out in the circulated papers.

19/02 Conflict of Interests - Councillor Kaur's re-appointment would be discussed under 'Membership'. No other conflicts of interest were declared.

19/03 Matters arising from the previous meeting - There were no matters arising.

19/04 Membership of the Board and its Committees **Paper 19/GC/02**
Presented by: Bridget Woolven, Clerk to the Governors **Confidential**

This minute is confidential.

19/05 Student Liaison & Experience Committee **Paper 19/GC/03**
Presented by: Bridget Woolven **Confidential**

This minute is confidential.

19/06 Four yearly review of Board effectiveness **Paper 19/AC/04**
Presented by: Bridget Woolven

- i. Principle 7.11 of the HE Code stated that *'governing bodies must conduct a regular, full and robust review of their effectiveness and that of their committees, the starting point for which should be an assessment against this Code and the statutory responsibilities alongside those which it has assumed and articulated independently (e.g. through a statement of primary responsibilities.) Principle 7.12 of the Code then states that 'reviews must be conducted at least every four years with, as a minimum, an annual summary of progress towards achieving any outstanding actions arising from the last effectiveness review'.*
- ii. The most recent review took place during the summer of 2015 with outcomes reported to the Board of Governors in November 2015. In 2015, the analysis had been conducted by peer review - specifically by the University Secretary of Canterbury Christ Church University. The continuous improvement recommendations were put in place during the first half of 2016.

iii. For the 2019 review, the Clerk proposed utilising the Leadership Foundation for Higher Education (LFHE) to conduct a survey. Solent University was a member of LFHE and therefore there was no cost associated with the survey.

iv. The survey would consider:

The Enablers of Good Governance

- The quality and volume of the information and opportunities provided to Governors to facilitate their understanding of their governance obligations in order to enable them to carry out their roles.

Working relationships and boardroom behaviour:

- An assessment of the conduct of meetings and the quality of chairmanship (encouraging transparency, openness and engagement);
- The approach, style and contribution of the Vice-Chancellor and VCG in supporting effective meetings;
- All governors are actively involved in discussion and apply their individual skills to effectively;
- The approach, style and contribution of the Clerk’s Office;
- An assessment of the effectiveness of the communications between, and relationships with, Governors, the Executive and the Clerk’s Office.

Outcomes achieved:

- There is an agreed mission, vision and strategic plan; performance is being effectively measured and reported;
- Confidence in governance within the Board and the Executive.

v. In addition to the survey, the Clerk proposed the following review activities:

- An in-house assessment of governance arrangements against the current (December 2014) Committee of University Chairs (CUC) HE Code of Governance.
- An in-house assessment of compliance with the University’s Statement of Primary Responsibilities (SOPR).
- A review of the implementation of the recommendations from the 2015 review.

vi. The Committee agreed to recommend the proposal to the Board with the following timescales:

Activity	Completion Date
Survey issued by LFHE	July/August 2019
Report of results received from LFHE	August/September 2019
Review recommendations of 2015 review.	By end of October 2019
Review activity against HE Code of Governance 2014	By end of October 2019

Review activity against Statement of Primary Responsibilities	By end of October 2019
Findings and recommendations formulated for Governance Committee and Board of Governors	By mid-November 2019
Action Plan agreed.	End of November 2019
Results of review reported in Corporate Governance statement of Annual Financial Statements	Summer of 2020.

19/07 Process for election of Chair 2019/20-2020/21

Oral Report

- i. The Clerk informed Governance Committee, that invitation for nominations for the Chair of the Board of Governors (effective 1 August 2019) would be emailed out to all members.
- ii. All Governors were entitled to nominate but only an Independent Governors could be elected to the Chair. The appointment would be for a two year period.
- iii. Should only one nomination be made by the deadline of 15 April that Governor would be elected automatically. If more than one nomination was received, an election would be held.
- iv. Phil Cotton had indicated his willingness to continue as Chair for a second term and Governors would be informed accordingly.
- v. The Committee noted the oral report.

19/08 Next Meeting: Monday 24 June 2019 at 12.30hrs in A317.