

MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE ON 12 FEBRUARY 2020

Present

Dr Janet Bonar	Staff Governor
Phil Cotton	Independent Governor & Chair
Councillor Satvir Kaur	External Co-opted Governor
Professor Karen Stanton	Vice-Chancellor & Governor ex Officio
Philip Wake OBE RD	Independent Governor

In attendance

Dr Caroline Carpenter	University Secretary
Bridget Woolven	Clerk to the Governors

20/01 Welcome & Apologies

Professor Karen Stanton was welcomed to the meeting. There were no apologies. The Committee was quorate.

20/02 Conflict of Interests - No conflicts of interest were declared.

20/03 Minutes of 13 November 2019 - agreed.

20/04 Matters arising from the previous meeting

The actions from the previous meeting had been completed and there were no other matters arising.

20/05 Membership of the Board and its Committees
Presented by: Bridget Woolven, Clerk to the Governors

Paper 20/GC/01
Confidential

This minute is confidential.

20/06 Four yearly review of Board effectiveness
Presented by: Bridget Woolven

Paper 20/GC/02

- i. The Clerk presented a report showing progress made on the action plan that had been agreed by the Board of Governors on 27 November 2019, attached in Annex 1 to the minutes.
- ii. In discussion of each of the actions, the following points were made and actions were agreed:
 - a) Academic Board/Board of Governors - Improving Governors' understanding of the role of Academic Board, including its link to the Board of Governors.

Professor Karen Stanton proposed an annual joint workshop of Academic Board and Board of Governors. **ACTION: Clerk to liaise with VCO on planning.**

- b) Improvement of Governors' knowledge and understanding of Solent's responsibilities to the Office for Students.

On 26 February 2020, Dr Caroline Carpenter would be presenting a paper on the Board's obligations to the OfS and on the University's ongoing conditions of registration.

The Governors' area of Solent Online Learning (SOL), which would contain an OfS section, was being restructured and would be relaunched in the Spring. **ACTION: Clerk.**

- c) Improvement of the diversity of the Board.

Members noted the progress made since the review as carried out as well as the recent positive response to the advertisement in the Alumni newsletter.

- d) Support for increased input from the Staff and Student Governor members at Board meetings.

Student Governor

An oral report, by the Head of Student Voice/Student Governor, about Student Board business was now a standing item on the Board of Governors' agenda.

It was agreed that an additional standing (oral report) item should be added to the Board of Governors' agenda '*What is currently top of the Students' Union's agenda?*' **ACTION: Clerk to add this to BoG agendas from February 2020. Completed.**

The Deputy Students' Union President had been attending the Board of Governors as an observer for a trial period and this would be reviewed at the end of April 2020.

Staff Governors

Staff Governors would be invited to attend Solent Voice meetings. **ACTION: Completed.**

- e) Evaluation of Chair/Board/Governor performance.

The Clerk was drafting a template for the Committee's consideration in April. **ACTION: Clerk to the Governors.**

- iii. The Committee noted the report and the progress made to date.

20/07 Committee of University Chairs (CUC) HE Code of Governance 2020 Presented by: Bridget Woolven

Paper 20/GC/03

- i. A second draft of the revised CUC Code had been circulated to Committee members and the consultation period would end at midday on Friday 13 March 2020.
- ii. The latest draft contained a Code that was significantly more concise than the 2014 version with a focus on values and principles rather than process.

- iii. In taking this approach, the CUC had indicated its intention to supplement the Code with the issue of Illustrative Practice Notes (IPNs) that would offer detailed procedural guidance and options for application.
- iv. The IPNs that had been issued since the 2014 version of the Code was published had proved useful, practical documents. For example - one on the Prevent agenda and one on recruitment of Chairs of Boards. However, members noted that there had been long gaps between publications with only 7 issued since 2015.
- v. Members expressed concern regarding the removal of focus on procedure from the Code itself and the impact this would have on the ability to effectively review the University's governance arrangements.
- vi. External Auditors' BDO had shared their submission which also expressed concern regarding the removal of practical guidance in applying the Code.
- vii. It was noted that the latest draft included neither any reference to the Office for Students or to its public interest governance principles (PIGP), although the latter had been included in a draft handbook for new governor appointees.
- viii. The draft handbook was felt to be a useful resource although a lot of the content, including the new 'fit and proper' declaration had been issued to new Solent Board appointees since summer 2019.
- ix. The Committee agreed that the Clerk would formulate a response, on behalf of the Chairman, to the CUC outlining the concerns that had been discussed.
ACTION: Clerk to the Governors.

20/08 Next Meeting: Wednesday 1 April 2020 at 16:00hrs in A317.