

[Confidential in respect of Minute 19/22]

MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE ON 13 NOVEMBER 2019

Present

Dr Janet Bonar	Staff Governor
Phil Cotton	Independent Governor & Chair
Philip Wake OBE RD	Independent Governor
Professor Julie Hall	Interim Vice-Chancellor

In attendance

Dr Caroline Carpenter	University Secretary
Bridget Woolven	Clerk to the Governors

19/19 Welcome & Apologies

Apologies: Councillor Satvir Kaur. The Committee was quorate.

19/20 Conflict of Interests - No conflicts of interest were declared.

19/21 Minutes of 24 June 2019 - agreed.

19/22 Matters arising from the previous meeting -

The following actions from the last meeting had been completed:

ACTION: Clerk to amend Dr Bonar's end of tenure date in the membership list to show 31.07.21. COMPLETED.

ACTION: The Chairman will approach Harry Mears to offer a second term as externally co-opted Audit Committee member. COMPLETED. Harry Mears had accepted the second term and attended Audit Committee on 6 November 2019.

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.

ACTION: Members would inform the Clerk of their suggestions for questions that should be used from the longform governance survey so that the Clerk can add these to the Board paper for 17 July. COMPLETED.

There were no other matters arising.

19/23 Membership of the Board and its Committees
Presented by: Bridget Woolven, Clerk to the Governors

Paper 19/GC/11
Confidential

This minute is confidential.

19/24 Four yearly review of Board effectiveness
Presented by: Bridget Woolven

Paper 19/AC/12

- i. The Committee was very encouraged by the generally very positive feedback that had been provided in the survey by 13 current governors, 1 retired governor and 5 members of VCG.
- ii. Of the 32 questions in the survey, 8 had been rated as 100% agreement (strongly agree) and 19 of the 32 answers had ranked between 10% and 31% above our benchmark HEI group.
- iii. Two respondents had given answers of 'strongly disagree' and one 'partially disagree'. The AdvanceHE report said that there were three 'strongly disagrees' however one governor had emailed the Clerk to identify two questions where this had been entered in error - 'strongly agree' had been the intended response. The three questions were as follows:
 - a) Q1) To what extent do you agree or disagree that there is a genuine and shared understanding about and commitment by both the governing body and the executive to ensure effective governance? [2 respondents 'strongly disagree']
 - b) Q5) To what extent do you agree or disagree that mechanisms are in place: For the governing body to be confident in the institutional processes for maintaining the quality and standards of teaching and learning? [2 respondents 'strongly disagree']
 - c) Q20) To what extent do you agree or disagree that the governing body actively ensures it has assurance on the standards of the institution's: Student experience? [1 respondent 'partially disagree']
- iv. Members had been provided with a complete set of the anonymised free text comments that had been submitted. The Clerk had analysed these, extracting those comments that indicated or recommended areas for improvement and had group them into five themes. Each theme showed the number of 'negative' responses and where they may be a link to one of the three questions above.
- v. Proposed actions for each of the following areas were discussed:
 - a) Academic Board/Board of Governors - Improve Governors' understanding of the role of Academic Board, including its link to the Board of Governors, and of its reports/assurance. Secondly, improve understanding of how the student experience is measured; 10 comments. (Survey Q5 and Q20).
 - b) Improvement of Governor knowledge and understanding of Solent's responsibilities to the Office for Students (OfS); 4 comments (Survey Q1).
 - c) Improvement of the diversity of the Board; 4 comments (Survey Q1).
 - d) Support for increased input from the Staff and Student Governor members at Board meetings; 3 comments (Survey Q1 and Q20).
 - e) Evaluation of Chair/Board/Governor performance. 3 comments (Survey Q1)

The Committee agreed to recommend the draft action plan in the annex to the Board on 27 November.

Second stage of Governance Review 2019

- vi. It had been agreed by the Board of Governors that the second and final stage of the review would be undertaken following publication of the updated HE Code of Governance by the Committee of University Chairs (CUC). The Clerk reported that although the publication date had originally been stated as the end of 2019, however no further information had yet been received.

Governance Review 2015-16 - findings and actions taken

- vii. Governance Committee received the report showing the findings of the 2015-16 review together with the actions taken.
- viii. The 2015-16 effectiveness review had been carried out on a peer review basis with the University Secretary of Canterbury Christ Church University (CCCU) conducting the review by interview and observation. Solent's Clerk to the Governors had then conducted a review of CCCU's Board governance in 2016-17.
- ix. The majority of the recommendations from the review were implemented and were still place. However:
 - although it had been decided 4 years ago to retain the Student Liaison and Experience Committee (SLEC) this was disbanded in May 2019;
 - Governor 'champions' did not formally exist at the moment although efforts had been made to skew induction of external appointees to their areas of expertise e.g. property, finance etc.

Members noted the report.

19/25 Next Meeting: Wednesday 12 February 2020 at 16:00hrs in A317.