

## MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE ON WEDNESDAY 18 NOVEMBER 2020

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### Present

Dr Janet Bonar	Staff Governor
Phil Cotton	Independent Governor & Chair
Professor Karen Stanton	Vice-Chancellor & Governor ex Officio
Philip Wake OBE RD	Independent Governor

### In attendance

Dr Caroline Carpenter	University Secretary & Registrar
Bridget Woolven	Clerk to the Governors

### 20/20 Welcome & Apologies

There were apologies from Councillor Satvir Kaur. The Committee was quorate.

**20/21 Conflict of Interests** - No conflicts of interest were declared.

**20/22 Minutes of 1 July 2020** - Approved.

### 20/23 Matters arising from the previous meeting.

- i) The Board of Governors had approved the appointment of Sharath Ranjan as Independent Governor and the re-appointments of Mark Dixon, Staff Governor, Nigel Duncan OBE, Co-opted Governor, and Georgina Corbett, External Remuneration Committee member.
- ii) The evaluation form for feedback on the Chair's performance had not yet been circulated and would be sent out by the end of November along with a request for members to update their information on the skills matrix where appropriate. **ACTION: CLERK.**

**20/24 Membership of the Board and its Committees**  
Presented by: Bridget Woolven, Clerk to the Governors

**Paper 20/GC/10**  
**Confidential**

This minute is confidential.

**20/25 Committee of University Chairs (CUC) HE Code of Governance 2020**

**Paper 20/GC/11**

- i. The CUC HE Code of Governance 2014 had been updated following extensive consultation with members and stakeholders during the first half of 2020.
- ii. Whilst the Code was voluntary, the Office for Students (OfS) required HEIs, who chose not to adopt it, to satisfactorily explain the alternative measures and framework that they had in place for delivering and assuring effective governance.
- iii. The 2020 CUC Code had undergone some changes in structure and content from the 2014 version, although the underlying aims and objective remained the same. It was more streamlined in terms of volume of content and number

of elements and comprised:

- a) An initial statement of core values;
  - b) Seven primary elements of governance in support of those values;
- iv. The CUC had confirmed it would supplement the Code with Illustrative Practice Notes (IPNs) to provide procedural detail and best practice examples.
  - v. BDO, Solent's External Auditors, had provided an excellent synopsis which supported the new Code and this had been provided to the Committee. The emphasis placed on the Public Interest Guidance Principles (PIGPs) was outlined.
  - vi. It was noted that the 'oddity' in the Code was the option of appointment of a Senior Independent Governor (SIG) which was more relevant to FTSE organisations or to HEIs where non-executive board members were remunerated. Otherwise HEIs would utilise their Audit Chair.
  - vii. The Clerk confirmed that, if the Board chose to adopt the new Code from 2020-21, a declaration to that effect would be added to the Governance section of the website as well as in the Annual Financial Statements from 2020-21.
- viii. Governance Committee:
    - a) Noted the publication of the new CUC HE Code of Governance in September 2020; and
    - b) Agreed to recommend its adoption to the Board of Governors on 25 November 2020.

#### **20/26 Four Yearly Review of Board Effectiveness**

**Paper 20/GC/12**

- i. The Clerk presented the final report showing further progress made on the action plan that had been agreed by the Board of Governors on 27 November 2019.
- ii. In accordance with the revised CUC Code 2020, the next three yearly review would be due in 2022.
- iii. The Committee noted the report.

#### **20/27 Instrument of Government - proposed revision**

**Paper 20/GC/13**

- i. The Clerk asked the Committee to recommend to the Board a revision to the Instrument of Government.
- ii. Currently the Clerk to the Governors is the only person, apart from the Board of Governors and the Vice-Chancellor, approved by the Board of Governors to access the seal and authenticate its use by signature.
- iii. Following Dr Caroline Carpenter's appointment as University Secretary, it is proposed that paragraph 10 (i) of the University's Instrument of Government be amended as shown in the Annex to include University Secretary as an

approved person to use and authenticate, by signature when required, the seal. This would potentially provide faster response time, for legal deeds and documents that require use of the University seal.

- iv. On registration with the Office for Students (OfS) in April 2019, any change to the governing documents of an HEI was classed as a 'reportable event'. This requirement had been suspended by the OfS on 25 March 2020 as part of the temporary suspensions that it issued in light of Covid-19 to ease administrative burden on HEIs.
- v. The Committee agreed to recommend to the Board the proposed revision to paragraph 10(i) of the Instrument of Government and the supporting resolution.

**20/28 Date of meetings 2020/21:**

**Wednesday 17 February 2021 16:00hrs**

**Wednesday 7 April 2021 16:00hrs**

**Wednesday 30 June 2021 16:00hrs**