

Southampton Solent University

Governance Committee

Minutes of the meeting held on Tuesday 27 April 2026 at 17:00hrs on Teams

Present

Don Iro, Independent Governor and Committee Chair (Teams)

Sharath Ranjan, Independent Governor (Teams)

Richard Smith, Independent Governor and Chair of the Board (Teams)

In attendance

Jim Irving, Pro Vice-Chancellor Students and Governance

Bridget Woolven, Clerk to the Governors

26/01 Welcome and apologies

1. The Chair welcomed everyone to the meeting. It was noted that the governance effectiveness review report had been postponed until the June 2026 meeting to allow the Association of Higher Education Professionals (AHEP) to make some amendments following feedback on their mapping of compliance with the current Committee of University Chairs (CUC) Higher Education Code of Governance, and to produce an addendum to the report in relation to the recently released 'near-final' draft of the new Code.
2. There were apologies from Dr Francesca Gwynne and Professor James Knowles.
3. The meeting was quorate.

26/02 Conflicts of interest

Confidential Unreserved

26/03 Minutes

Decision

1. The minutes of the meeting held on 4 November 2025 were approved as an accurate record.

26/04 Matters arising

**Paper 26/GC/01
Confidential Unreserved**

26/05 Membership of the Board

**Paper 26/GC/02
Confidential Unreserved**

26/06 Board recruitment for 2025/26

**Paper 26/GC/03
Confidential Unreserved**

26/07 Senior Independent Governor (SIG) proposal

**Paper 26/BG/04
Confidential Unreserved**

26/07 Nomination and appointment of Chancellor

**Paper 26/GC/05
Confidential Unreserved**

26/08 Annual review of Board's code of conduct

**Paper 26/GC/06
Open**

1. The Committee was invited to review the code of conduct and consider whether any revisions were required, before recommending the code to the Board at its next meeting on 5 May 2026.

Discussion

2. It was anticipated that the new CUC HE Code of Governance would require Board to consider how it conducts its business in any future reviews, therefore it was recommended that the code of conduct should be recommended to the Board without any revisions.

Decision

3. The Committee agreed to recommend the code of conduct to the Board for approval on 5 May without any revisions.

26/09 Committee of University Chairs (CUC) Higher Education Code of Governance

**Paper 26/GC/07
Open**

1. After extensive consultation activity, on 20 April the Committee of University Chairs (CUC) released its near-final draft of the Code for public comment by 10 May.
2. This was presented for the Committee's information and consideration together with its annex outlining the key roles and responsibilities and some frequently asked questions.
3. The presentation of the result of Solent's governance effectiveness review, originally scheduled for 27 April had been postponed to 16 June in order to allow the findings to be reconsidered by the Association of Higher Education Professionals (AHEP) against the content of the draft Code.

Discussion:

4. Members noted the rationalisation of the new Code from eight sections to six, with clear expectations and the inclusion of principles and provisions.
5. Provisions expressed as 'must/must not' set out minimum expectations, required to claim compliance with the Code.
6. Provisions expressed as 'should/should not' would require the Board to exercise judgement, having regard to the institution's context and circumstances.
7. As a result of the diversity of the sector, the Code recognised there would be cases where the Board may choose to take a different approach to 'should/should not' provisions. However, where Board's elect not to apply these sections of the code, it would be expected to document and publish its rationale.
8. Some areas of particular note were highlighted including clearer expectations about the role of the Board in relation to academic governance.

Decision

9. The Committee noted the new draft of the Code.

26/10 Next meeting: Tuesday 16 June 2026 at 16:00hrs. Teams.

The meeting closed at 18:00 hrs.