



**Minutes of the Meeting of the Governance Committee  
Held on 07 December 2021 at 5:15pm via MS Teams**

<b>Present</b>	<b>In Attendance</b>
Gideon Schulman (Chair) (GS)	Robert Heal (RoH) (Director of Governance)
Sarbdip Noonan (Principal) (SN)	
Jean Lammiman (Vice Chair) (JL)	
Sundeeep Bhandari (SB)	
Jan Doust (JD)	

**1. Chair's Opening Remarks and report of any Chairs Action taken since the last meeting**

GS welcomed all to the meeting and Jean as Vice Chair  
There were no Chairs actions to report.

**2. Apologies for Absence**

SR sent apologies

**3. Declarations of Interest**

None

**4. Minutes of the Meeting Held on 05 Oct 2021**

The minutes of the meeting held on 05 Oct 2021 were accepted as a true record and approved  
To be signed at next opportunity.

**Review Action Points**

Action points were noted as completed or pending in agenda

**5. Succession Planning**

**Interview of Mr Smith**

Mr Smith did not join. (Addendum: Mr Smith subsequently failed to respond to follow up contact from the Director of Governance)

**RECOMMENDATION**

**NOTED**

**FOR FOLLOW UP WITH MR SMITH**

## **6. Governor Code of Conduct**

RoH updated the Committee on changes made to the Governor Code of Conduct that reflected previous Governance discussions. GS noted that the changes reflected attendance of Governors, which had been a previous issue.

GS confirmed all Governors will sign the Code of Conduct. **RoH advised this will be given to all new Governors as part of the induction and copied retrospectively to all Governors. – Action.**

JL suggested that other factors e.g. her Councilor role, bereavements etc. may affect attendance and asked if we could build in flexibility and that it is signed with good intent. GS agreed that the main issue is about Governors taking attendance seriously and there is always Chairs discretion. This is to gain Governor commitment.

## **RECOMMENDATION APPROVED CODE OF CONDUCT**

## **7. Board Skills Assessment**

RoH explained the summary of Governor responses. Areas that were strongly represented were Business Management, Strategy, Risk, Finance and Accounting, whereas skills in Estates, Legal, Quality Assurance, Health & Safety and HR were poorly represented. Key risk areas where no expert Governor or industry background could be identified were also from the same low skill representations, being Estates and Legal.

SN challenged that no Governor felt they were an expert in QA processes. RoH explained the scoring method and highlighted that everyone had scored it Good or Limited. GS added that there was no definition of expert and that there was bound to be humility in self-scoring. SN suggested we need robust challenge in Curriculum and Quality, and this requires QA process knowledge. JL agreed that we have strong skill set and experience in QA processes but are not comfortable to say we are expert. SN suggested we need QA expertise when seeking new Governors.

GS the result outcome suggests estate, legal and QA needs. This needs a deeper review, as perhaps many Governors know more than they think. SB noted he was comfortable in QA processes and although not an expert, he was somebody who has done the job. SN suggested QA is different to audit. SB confirmed I would never claim to be an expert unless I had undertaken the role. JD added that many Governors have a range of experience and cannot claim to be expert and suggested that the skill combines with the skills of challenging. GS added the key action is working out what the results mean and moving them to the next level. JL explained that everyone's self-assessment is different, but we should offer support, training and CPD for Governors.

RoH explained the action from this item is to define what are seeking in new Governors and to identify Governor training needs, with **Training updates to be issued over Christmas holidays.**  
**- Action**

It was agreed to follow up with training needs and to seek Estates and Legal skills in new Governors. SB suggested the information gathering paper needs to be recalibrated to give more context. Thus was agreed

## **RECOMMENDATION NOTED BOARD SKILLS ASSESSMENT**

## **8. Chairs Performance Review Template**

RoH explained, to assess the Chairs performance for the current year, in time for the re-election of the Chair. It is proposed to send the review template to members and SPH following the March Board meeting and collate the results for the July Board, to be presented prior to the election of the Chair and to ensure continuous improvement in the Chair's, the boards and member's performance.

GS commented that as Chair he had sought feedback and taken comments on board but agreed with the more formal process. SN noted it was a good template to start process. JL agreed.

All agreed template and timeline. - Action

### **RECOMMENDATION**

#### **NOTED**

#### **CHAIRS PERFORMANCE REVIEW TEMPLATE**

## **9. Policies**

RoH explained the need for a Conflict-of-Interest Policy and Senior Post Holder specific policies as part of the Governance Framework aligned to the AoC Guidelines. RoH noted these were model policies and in most cases drafted by the AoC.

The committee were all supportive and SB commented on the needs of Conflict of Interest as stated on the Government website.

### **RECOMMENDATION**

#### **APPROVED**

#### **POLICIES, CONFLICT OF INTEREST, SPH CAPABILITY, SPH DISCIPLINARY, SPH GRIEVANCE.**

## **10. Any Other Business**

None

## **11. Meeting Review**

SN, happy

SB, happy

JL, happy, papers in order good.

JD, good

GS, good

## **12. Date of Next Meeting**

The date of the next meeting will be held on Tuesday 22 March 2022 at 5.15pm

The meeting ended at 6:10 pm

### **Signed**

**Chair**

**Date**

## Action Points

<b>Item</b>	<b>Action</b>	<b>Responsibility</b>	<b>Timescale</b>
Previous	<b>Issue Governance Handbook to Board.</b>	RoH	Dec 2021
6	<b>Code of Conduct</b> will be given to all new Governors as part of the induction and copied retrospectively to all Governors.	RoH	Dec 2021
7	<b>Training updates</b> to be issued over Christmas holidays.	RoH	Dec 2021
8	<b>Chairs Performance Review</b> template and timeline.	RoH	July 2022