

## SEARCH and GOVERNANCE COMMITTEE

### Minutes of a Meeting 9.30am Thursday 12<sup>th</sup> January 2017 Gordon Canning Room

**Present:** Mr Edward Keene (Chair) (EK)  
Ms I Barker (IB)  
Mr Mark Davison (MJD)  
Mr Russell Marchant (RM)  
Mr Ken Nottage (KN)  
Mr Graham Papenfus (GP)  
Mr Graham van der Lely (GvdL)  
Mr C Whitehouse (CW)

**Minutes:** Mr Rob Lee

		ACTION	ACTION DATE
1.	The Chair welcomed Ms I Barker to her first meeting.  <b>Apologies</b>  All Members were present.		
2.	<b>Declaration of Interest. Paper SG02/01/17</b>  CW declared an interest for Agenda Item 6. It was agreed that CW would leave the meeting if requested. The Clerk advised that members' interests would be taken as those disclosed in the Register of Members Interests. There were no further declarations of members interests for agenda items.		
3.	<b>Minutes of the Last Meeting. Paper SG03/01/17</b>  Minutes of the meeting held on the 15 <sup>th</sup> September 2016 were agreed to be a true and accurate record and signed by the Chair.		
4.	<b>Matters Arising</b>  There are no matters arising.		

		ACTION	ACTION DATE
5.	<p><b>Discuss results of Skills and Knowledge Survey 2016. Paper SG05/01/17</b></p> <p>The Clerk outlined the results of the latest skills questionnaire. Overall the analysis shows that the Board has a considerable majority of the relevant skills. The Clerk advised that the analysis also details the skills of the governors whose terms of office are completed this year. The analysis also shows, for the first time, that we have no governors with high levels of experience or knowledge of accountancy, financial and audit matters. This was largely due to the retirement of three governors over the last two years with these skills. IB believed this to be a critical area and the Boards credibility could be questioned for lacking these skills and having no governor with a financial qualification. GvdL advised that we have a qualified accountant co-opted to our Audit Committee but agreed this could be seen as a gap. GvdL believed, however, that in terms of scrutiny we have a number of independent governors who run their own businesses and are able to scrutinise and question the appropriate areas. IB believed that no non-executive with a financial qualification could be seen as poor governance and the risk is increased because we will shortly be looking for a new Finance Director. RM believes that we get real financial scrutiny from our business governors but agreed with IB that the lack of these skills could be seen as a risk and co-opted governors do not remove the responsibility from governors. IB firmly believes that we need accountancy knowledge on the main Board and the reason for conducting this exercise was to ensure we have the right skill sets. RM advised that governors do have security of our auditors and the Bank who monitor our finances but CW countered that the auditors had not picked up the problems at the Farm and agreed that a new Finance Director is an extra risk. In response to CW EK felt that appointing a co-opted governor with these skills to the Finance and General Purposes Committee (FGPC) would be the wrong committee as we need someone on that Committee who can help drive the business forward and GvdL agreed that we would not particularly want an over cautious person on FGPC. MJD advised that when he was Chair he had a qualified accountant on the Board and this gave him comfort. RM advised that when we last advertised for new governors we asked for financial experience and had limited response. KN questioned how governors had responded and believed that if relevant questions better explained we would have governors who have considerable strengths in these areas although he accepted that there was no governor with a financial qualification. KN believed that it was equally important to have placed the correct checks and balances. In response to GP the Clerk advised that it was not a legal requirement to have a governor with a financial qualification on the main Board but it was a requirement for the Audit Committee. In response to GvdL RM advised that the TDAP Report had been very complimentary regarding our financial controls. In response to KN EK believed that it was not necessary to have a red in every category as you could contract some areas of expertise, such as the law, when required. EK felt, therefore,</p>		

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	<p>that members believed we should be looking for a suitable qualified person for our main Board and this would mean increasing the number of governors. IB questioned the timeline as she believed this should be dealt with as a matter of urgency. A number of Members advised that they may have some contacts with the relevant skills. The Clerk advised that for the first time the analysis include some demographic information and this data will also be used when searching for new governors.</p> <p><b><i>It was agreed that we will search for a governor with the relevant financial qualifications and hold advertising until Members have reported on their contacts.</i></b></p>	<b>ALL</b>	<b>Immediate</b>
6.	<p><b>Review and recommend action on governors where their term of office is completed in 2017. Paper SG06/01/17.</b></p> <p><b>6.1. Mr C Whitehouse</b></p> <p>Will complete his term of office in June 2017, is currently Vice-Chair and has been a governor since 2005. It was felt that the skills that CW brought to the Board need to be retained particularly as a number of governors with similar skills had left over the last three years.</p> <p><b><i>It is recommended that Mr C Whitehouse be appointed for a further term of four years.</i></b></p> <p><b>6.2. Ms R Cowie</b></p> <p>Will complete her term of office in August 2017 after two years and is the Vice-Chancellor of the University of the West of England's nominee although she has been away from the University for more than half of her term and has been unable to attend meetings until recently. RM advised that he had spoken to the Vice Chancellor who would wish the arrangements to remain until the outcome of TDAP and university title is resolved.</p> <p><b><i>It is recommended that Ms R Cowie be appointed as the Vice Chancellors nominee for a further term of two years.</i></b></p>	Clerk	26/01/17
7.	<p><b>Review Co-opted Members of Audit Committee and the Finance and General Purposes Committee. Paper SG07/01/17</b></p> <p><b>7.1. Co-opted Member Audit Committee.</b></p> <p>The Clerk advised that members can serve a maximum of six years on the Audit Committee and Mr P Reynaerts term is completed in May 2017. The Committee Membership should contain one "suitably qualified" member and this has always been achieved by appointing an accountant as a co-opted member. MJD believed that this could be an opportunity for an up and coming member of an audit company. RM agreed that this could be looked on as personal development opportunity and we could approach the appropriate local companies. In response to GvdL EK</p>		

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	<p>confirmed that in line with our earlier discussion we will be looking for two persons.</p> <p><b><i>It was agreed that we will search for a co-opted member with the relevant financial qualifications and hold contacting local business network until Members have reported on their contacts.</i></b></p> <p><b>7.2 Co-opted Member of Finance and General Purposes Committee.</b></p> <p>The Clerk advised that Mr Hickman had been a co-opted member since 2003 when it had been identified that we needed a member with legal experience. EK believed that we need to change the focus from legal to business and suggested Mr K Nottage.</p> <p>Mr K Nottage left the Meeting.</p> <p>KN has run a number of successful companies and through his current role has forged close ties with the College. GvdL believes that KN also has considerable knowledge and experience of sport, agriculture and horticulture. KN had also been a governor of the College.</p> <p>Mr K Nottage re-joined the Meeting.</p> <p><b><i>It is recommended that Mr K Nottage be appointed as a Co-opted Member of the Finance and General Purposes Committee.</i></b></p> <p><b><i>Mr Hickman will be thanked for his time and input to the Committee over a long period of time.</i></b></p>	<p>ALL</p> <p>Clerk</p> <p>EK/Clerk</p>	<p>Immediate</p> <p>26/01/17</p> <p>30/01/17</p>
8.	<p><b>Review Terms of Reference. Paper SG08/01/17</b></p> <p>The Clerk advised that no amendments to the current terms are proposed.</p> <p><b><i>The Terms of Reference are recommended to the Corporation for approval.</i></b></p>	<p>Clerk</p>	<p>26/01/17</p>
9.	<p><b>Any Other Business</b></p> <p>There was no other business.</p>		

		<b>ACTION</b>	<b>ACTION DATE</b>
10.	<b>Dates of future meetings at 9.30am.</b>  Thursday 27 <sup>th</sup> April 2017 Thursday 21 <sup>st</sup> September 2017  Thursday 11 <sup>th</sup> January 2018 Wednesday 25 <sup>th</sup> April 2018 Wednesday 3 <sup>rd</sup> October 2018		

Mr Edward Keene  
 Chair Search and Governance Committee

27<sup>th</sup> April 2017