

SEARCH and GOVERNANCE COMMITTEE

Minutes of a Meeting 9.30am Thursday 27th April 2017 Thomas Mawson Room

Present: Mr Edward Keene (Chair) (EK)
Ms Ingrid 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.	<p>Apologies</p> <p>All Members were present.</p>		
2.	<p>Declaration of Interest. Paper SG02/04/17.</p> <p>The Clerk advised that members' interests would be taken as those disclosed in the Register of Members Interests. There were no declarations of members interests for agenda items.</p>		
3.	<p>Minutes of the Last Meeting. Paper SG03/04/17.</p> <p>Minutes of the meeting held on the 12th January 2017 were agreed to be a true and accurate record and signed by the Chair.</p>		
4.	<p>Matters Arising</p> <p>4.1. (5.0/7.1). Discuss the progress on finding a Governor for the main Board and a Co-opted Member for the Audit Committee both with the relevant financial qualifications and experience.</p> <p>KN, IB, MJD and RM reported back on their progress with contacting possible candidates for these two positions. A number of very well qualified candidates have been contacted and whilst some for a variety of reasons were unable to consider these positions others still had not made</p>		

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<p>up their mind and would be contacted again. In response to IB EK agreed that there were two different skill sets required for these two positions with the governor position requiring strategic ability as well as being financially qualified. CW pointed out that if we do change our structure to become a HEC we will not only have two Boards where we want suitably qualified persons but also two Audit Committees. GvdL believed he may find some useful contacts through his relationship with UWE and this and other possible candidates and avenues of search were discussed. EK believed that if our approaches did not lead to finding suitable candidates we should initially target our Audit Committee vacancy through local accountancy companies. There was also a concern that with the Finance Director leaving and the likelihood of not having an immediate replacement we would have no member of staff with a financial qualification. RM advised that we have both our internal and external auditors for opinions. IB believed this was a potential risk and suggested that we could use an external consultancy to search for a governor with the relevant qualifications. GvdL agreed that there was now a matter of urgency to find suitable candidates.</p> <p><i>It was agreed that Members should feed contact information on possible candidates by the 15th May 2017 to the Clerk and if this has been unsuccessful the Chair is given delegated power to instigate alternative recruitment strategy.</i></p>	<p>ALL/ Clerk</p>	<p>15/05/17</p>
<p>5. The term of office of Professor Ron Ritchie as a Co-opted Governor is completed in August 2017. Paper SG05/04/17.</p> <p>Professor Ritchie served as the Vice Chancellor of the University of the West of England's nominee on the Hartpury Board from March 2013 until his retirement from the University in August 2015. It was felt at this time that Professor Ritchie's HE experience was important to maintain whilst we were going through the TDAP scrutiny process and he was offered and accepted a one year tenure as a Co-opted Governor which was subsequently renewed for a further year until August 2017. During discussion on the one year extension it was thought that his expertise may be beneficial also for our move to a Higher Education Corporation and our application for university status. Professor Ritchie has been Vice Chair of the Quality Enhancement and Standards Committee of which he has been a member since 2013. A fee is paid to Professor Ritchie's consultancy for his attendance at meetings. EK believes that Professor Ritchie adds great value to our discussions on academic quality and is able to challenge management effectively on these issues and the corresponding data. EK believes that whilst we are now in the final part of what looks like a successful TDAP application we are still in times of great change as we apply to become an HEC and for University Title. In response to GP EK advised that Professor Ritchie is not a full member of the Board and we have already increased governors with knowledge and experience of HE to the main Board so if he was not given an extra term</p>		

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	<p>the College would not seek a replacement. GvdL believed Professor Ritchie's experience would still be valuable during our move to become an HEC. In response to KN the Clerk advised that Professor Ritchie only sat in attendance at Corporation Meetings and did not have voting rights. KN believed that the issue of co-opted members voting rights should be clarified. IB believed that as he was a paid consultant he should not have the label of governor and if given a further term should come back as an independent ex-officio member.</p> <p><i>It is recommended that Professor Ritchie be offered a further term of office of one year from the 1st September 2017 or until the structure of the College is changed and be classified as an independent ex-officio co-opted member.</i></p> <p><i>The voting rights of co-opted members will be defined in our Standing Orders and Committee Terms of Reference.</i></p>	<p>EK/Clerk</p> <p>Clerk</p>	<p>25/05/17</p> <p>31/07/17</p>
6.	<p>Discuss and approve amendments to the arrangements for linking governors with curriculum and support areas. Paper SG06/04/17.</p> <p>The Clerk advised that our process requires governors to be rotated on annual basis to give them maximum insight into the different areas of the College during their term of office. The Clerk advised that governors have not been necessarily allocated to areas of their strength but to give experience across HE and FE and some of the crucial support areas such as safeguarding and equality and diversity. EK advised that he would like to see more evidence of governor reporting back at Corporation Meetings as it seems, for some reason, visits take place but are not reported. It was felt that this would be crucial information at an Ofsted inspection. RM believed that when we have split boards with overall more governors it would be very beneficial for staff and governor interaction to link governors to more of the support areas. CW suggested that it might also be possible for governors to attend the Principals Briefings to staff and RM confirmed that they were planned for three times per year and three sessions took place over a week. EK advised that he had attended the launch of our agricultural degree and sat with students and would like ways for greater interaction between governors and students to be investigated. IB suggested governors could make more use of Twitter and RM agreed and advised that we are reviewing the activity on the different social media that is being used and will, in the future, manage all posts. IB also believed that you could improve interaction with both staff and students by attending and volunteering for some of our major events.</p> <p><i>The proposed rotation of governors was agreed and will be issued at the next meeting of the Corporation and posted to the Governors' Website.</i></p>	<p>Clerk</p>	<p>25/05/17</p>

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	<p><i>A record of link governor visits will be maintained and be available to the Chair at each Corporation Meeting.</i></p> <p><i>Notification of Principals Briefings will be sent to all governors so as they may attend one of the sessions if possible.</i></p> <p><i>The Governors' Events Calendar will be re-instated and uploaded to the Governors' Website to give advanced notification of events.</i></p> <p><i>Ways of achieving greater interaction between governors and students will be investigated.</i></p>	<p>Clerk</p> <p>Clerk</p> <p>Clerk</p> <p>RM</p>	<p>Each Meeting</p> <p>When Available</p> <p>25/07/17</p> <p>On-going</p>
7.	<p>Discuss performance against the principles of the Code of Good Governance for English Colleges. Paper SG07/04/17.</p> <p>The Clerk advised that the Code had been adopted in March 2015 with the exception of the clause relating to terms of office where after discussion the Corporation agreed a change of wording to cover the clause in our Standing Orders. The Clerk advised that we meet and exceed most of the clauses in the Code but some areas still need further work and clarification and these were marked in red in the Report and possible actions outlined. There were a number of issues around stakeholders and a presentation from an external source will be made at the July Corporation Meeting covering a Stakeholder Influence Plan detailing interactive practices and recognition. The Clerk advised that this area plus a number of others within the Report will be clarified by expanding commentary within our Annual Report that forms part of our Financial Statement. The Clerk advised that one of the clauses proposes that we should have suitably qualified directors on our subsidiary companies who are not members of the Corporation and we do not currently do this. It was thought that as our subsidiary companies are an integral part of the College and are 100% aligned to the operation and vision of the College this is not necessary. In response to MJD the Clerk advised that when we move to an HEC we will have to adopt the Committee of University Chairs Higher Education Code of Governance (CUC) but will maintain the principles of the Code of Good Governance for English Colleges within the FE entity of the new structure.</p> <p><i>It is recommended to the Corporation that we are not bound by clause 7.5 to have independent governors on our subsidiary company boards.</i></p>	<p>Clerk</p>	<p>25/05/17</p>
8.	<p>Any Other Business</p> <p>8.1. Frequency of Meetings.</p> <p>CW advised that the Committee only meets three times per year and we are about to look at re-structuring the College with two boards which</p>		

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	<p>means searching for more governors and he felt we needed to plan for this potential increase in workload. RM agreed it is a time of considerable change and we may need to arrange extra meetings but we could also make some decisions electronically. RM advised that we may have a clearer picture regarding the degree of separation that will be required when we receive guidance on designation which is expected tomorrow and when the committee responsible for the trial visit the College on the 24th May 2017.</p> <p>8.2. Governors' Guide</p> <p><i>GvdL circulated a Governors' Guide issued by UWE and this will be reviewed to see if anything similar can be issued by the College.</i></p>	Clerk	21/09/17
9.	<p>Dates of future meetings at 9.30am.</p> <p>Thursday 21st September 2017</p> <p>Thursday 11th January 2018</p> <p>Wednesday 25th April 2018</p> <p>Wednesday 3rd October 2018</p>		

Mr Edward Keene
Chair Search and Governance Committee

21st September 2017