

SEARCH and GOVERNANCE COMMITTEE

Minutes of a Meeting 9.30am Thursday 11th January 2018 Gordon Canning Room

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

Apologies: Mr Ken Nottage

Minutes: Mr Rob Lee

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| 1. | <p>Apologies</p> <p>Apologies were received from Mr K Nottage.</p> | | |
| 2. | <p>Declaration of Interest. Paper SG02/01/18.</p> <p>The Chair declared an interest for agenda item 7. Mr G Papenfus declared an interest for agenda item 8 as he was a personal friend of the applicant. 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.</p> | | |
| 3. | <p>Minutes of the Last Meeting. Paper SG03/01/18.</p> <p>Minutes of the meeting held on the 21st September 2017 were agreed to be a true and accurate record and signed by the Chair.</p> | | |
| 4. | <p>Matters Arising</p> <p>4.1. (4.1, 6.0) Governor Meetings.</p> <p>RM advised that the Students' Union has arranged for six students to join governors at lunch after the next Corporation Meeting. RM confirmed that</p> | | |

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| | <p>the students would represent both FE and HE and believed it best that members of the SMT should not stay for lunch to leave just the governors to talk to students relating to their experiences at the College.</p> <p>4.2. (7.0) Confirm that the ownership of land will not be a barrier for future FE capital funding.</p> <p>RM advised that this had been raised by CM and confirmed that the financial rules have been checked and the final application will be explicit on this matter.</p> <p>4.3. (8.0) Mr Crawford has been contacted and will advise if he is aware on any suitable candidates to replace him.</p> <p>EK advised that any candidates that are suggested will be fed in to the process for finding new governors.</p> <p>All other outstanding items are contained within the agenda.</p> | | |
| 5. | <p>Discuss the results of the Skills and Knowledge Survey and possible actions from the outcomes. Paper SG05/01/18.</p> <p>The Clerk advised that the analysis shows very little change from last year as no new governors have joined the Board. The Clerk believed that the analysis continues to show that the Board has a strong set of skills. Outside of the curriculum areas there are four areas where the Board does not have a member with the highest level of knowledge or experience. The first two, knowledge of minority communities and understanding of the law or working as a magistrate, have regularly appeared but the analysis does show that we have governors with a working knowledge in these areas. The second two areas, accountancy and audit matters had been recognised last year and a governor with a financial qualification was being sought. The Clerk advised, however, that the analysis does show that over 50% of governors have indicated that they have a good knowledge and experience of these areas. IB agreed that we need to look at the diversity of the Board and this will be discussed later but she thought that we were still at high risk because we have not appointed a governor with financial qualification. IB believed that as we have been unsuccessful we should look at employing a head-hunter. EK agreed that it has been difficult to attract applicants with the skills we are looking for but this was more about finding someone who could sit on audit to help give the right level of challenge. GvdL believed that this really covered two areas finance and audit. GvdL believed that we do need an accountant to improve our audit capability but he believes that financial matters, such as control of the budget, are well dealt with by the Board. In response to GP the Clerk confirmed that the Audit Committee has a qualified accountant as a co-opted member. IB noted that in the analysis of the curriculum areas we do not have a governor with the highest level of experience in conservation, sustainability and environmental issues and felt that a College with our portfolio should have someone with this experience.</p> | | |

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| | <p>RM advised that these areas are integrated throughout the curriculum and we have focus groups of students looking at sustainability. In response to GP EK advised that 50% of governors responded that they do have good knowledge in these areas. IB did not feel this was visible at Board level and RM agreed and we should look at ways to raise the profile in these areas at Corporation. CW also noted that the analysis shows that we have even less governor experience in Animal/Veterinary Science and this was a big part of our curriculum. RM believed that we have a high level of knowledge and experience in our staff across these areas and did not believe it was necessary to have such a high level of experience amongst the governing body. In response to GvdL it was agreed that there would need to be two versions of the questionnaire under the new structure. In response to CW EK confirmed that each Board under the new structure will have independent committees and outlined how these meetings will be organised.</p> <p><i>Two versions of the questionnaire for analysing the skills for the University Board and the College Board will be brought to the next meeting for approval.</i></p> | Clerk | 25/04/18 |
| 6. | <p>Discuss the diversity of the membership of the Corporation and its Committees. Paper SG06/01/18.</p> <p>The Clerk advised that Dr Selby has raised concerns over our recruitment process and its ability to improve the diversity of the Board. The Clerk outlined Dr Selby's concern who has also suggested that we consider the AoC's "Practical Guide to Improving the Diversity of College Boards". This document has been considered in the past. The Clerk advised that we have advertised in the press twice in the last three years for governors with specific skills. These adverts had brought interest but most had dropped out due mainly to not being able to commit the time and only one governor had been found through this process. We have also operated an all-female shortlist in the past but we were unable to find someone with the required skills. The majority of our governors, as is the case in the sector, have been found by personal contact. The Clerk believed that we should continue to advertise in the press but look to see what publications could attract a wider audience and the advert should contain a statement that we will particularly welcome applications from women, people with disabilities and from black and ethnic backgrounds. We would also look, where specific skills are required, to see if we could use a search consultancy. IB believes we should also use social media. The Clerk confirmed that we will also be contacting organisations such as Women's Leadership Network and Network for Black Professionals with governor vacancies. RM advised that it is important that we make sure we communicate our vacancies to our external contacts such as the City Farm. CW advised that we will still need to use personal approaches and EK agreed but they should still go through the process.</p> <p><i>A draft process for finding new governors, taking consideration of the above discussion, will be circulated to Members.</i></p> | Clerk | 25/01/18 |

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| 7. | <p>Review Governors where their term of office is completed in 2018. Paper SG07/01/18.</p> <p>Mr E Keene</p> <p>Mr E Keene has been a governor since 2006 and Chair since 2015 and his term is completed in August 2018. It was felt the Mr Keene's experience needs to be maintained particularly as we are going in to a period of considerable change with our application to become a university and the setting up of two boards.</p> <p><i>It is recommended that Mr Keene be offered a further term of office of four years from the 9th August 2018.</i></p> <p>Mrs B Buck</p> <p>Mrs Buck has been a Non-Executive Governor since 2015 and before that she was Staff Governor. Her term of office is completed in August 2018. EK advised that Mrs Buck does a considerable amount of work for the College and has considerable experience of FE and would therefore be a good candidate for the proposed FEI Board.</p> <p><i>It is recommended that Mrs Buck be offered a further term of office of four years from 1st September 2018.</i></p> <p>Mr D Crawford</p> <p>Mr Crawford has already notified us that he will not be seeking a further term of office.</p> <p><i>Mr Crawford will leave the Board at the end of his current term in October 2018 or the setting up of the new structure whichever comes first.</i></p> <p>Professor R Ritchie</p> <p>Professor Ritchie's term of office as a Co-opted Governor is completed in September 2018 or at the setting up of the new structure.</p> <p><i>Professor Ritchie's term of office will be discussed at the next meeting.</i></p> <p>Ms R Cowie</p> <p>RM advised that our Academic Agreement with UWE will finish on 1st August 2018 when we will no longer be an Associate Faculty. This will mean that the UWE nomination to the College Board will cease and Ms Cowie's term will end. EK believed that it would be beneficial to the Board to keep Ms Cowie's HE experience. RM advised that he had spoken to the Vice Chancellor of</p> | <p>Clerk</p> <p>Clerk</p> <p>Clerk</p> | <p>25/01/18</p> <p>25/01/18</p> <p>25/04/18</p> |

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| | <p>UWE who would support Ms Cowie staying on the Board if she felt she wished to do so.</p> <p><i>Ms Cowie will be contacted and if agreeable it will be recommended that she be offered a further term of office of four years commencing 1st August 2018.</i></p> <p>Mr G van der Lely</p> <p>Mr van der Lely is the Colleges nominee on the UWE Board and for the reasons outlined above this will cease from 1st August 2018.</p> <p><i>It was agreed that Mr van der Lely will discuss his position on the UWE Board with the UWE Chair of Governors.</i></p> | <p>Clerk</p> <p>GvdL</p> | <p>25/01/18</p> <p>ASAP</p> |
| 8. | <p>Discuss the application of Mr Henry Hodgkins to become a governor. Paper SG08/01/18.</p> <p>EK advised that together with CW he had met Mr Hodgkins who has considerable financial experience but does not have an accountancy qualification. Mr Hodgkins is a Chartered Banker (ACIB) practicing as an Independent Financial Advisor and a Chartered Member of the Chartered Institute for Securities & Investment (Chartered MCSI) and Member of the Personal Finance Society and the Chartered Insurance Institute (DipPFS). GP advised that Mr Hodgkins has been a long term governor of Dean Close School and regularly interrogates the accounts with the School Bursar. He also has a good knowledge of secondary education and runs the Cheltenham Business Club. EK believed that Mr Hodgkins would be a huge benefit to the Board but does not have an accountancy qualification. In response to GP the Clerk advised that we currently have one vacancy but with the setting up of two boards there will be a need for more governors. GvdL proposed that we should recommend that Mr Hodgkins be taken on but we should still look for a financially qualified governor. IB agreed and suggested that he could be suitable for either of our Boards under the new structure.</p> <p><i>It is recommended that Mr Hodgkins be invited to become a governor and offered a term of office of four years commencing 21st March 2018.</i></p> <p><i>It is recommended that we will still seek a governor with a financial qualification.</i></p> | <p>Clerk</p> <p>Clerk</p> | <p>25/01/18</p> <p>25/01/18</p> |
| 9. | <p>Discuss the governance arrangements for the future structure of the College. Paper SG09/01/18.</p> <p>The Clerk advised that it will be necessary to name our two Boards in February 2018 and to appoint three directors to the FEI Board. A proposal, based on strengths and experience, was discussed. It is proposed that Mr G van der Lely, Mrs B Buck and Mr G Papenfus will be independent governors</p> | | |

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| | <p>on the Hartpury College Board and be nominated as the three directors of the FEI subsidiary. Mr Keene and Mr Moody will sit on both Boards with Mr Keene Chairing both but after one year the independent governors on the College Board will elect their own Chair. The remaining governors will sit on the University Board. IB suggested that if Mr Hodgkins is approved by the Board as a governor he could sit on either Board as he does have experience in secondary education. There will be a need for at least two further governors, one to replace Mr D Crawford with similar skills and as agreed earlier a governor with a financial qualification. RM advised that there was a need to sign this off at the next Corporation Meeting. In response to GvdL on the composition of the proposed committees the Clerk advised that there still needs to be further work on these but we have some time as they have to be in place by the 1st August 2018. A discussion took place on the contract for the Principal under the new structure and the need for it to be split. The Clerk advised that it will also be necessary to appoint a Chancellor for Hartpury University. A discussion took place on the process that should be used. IB suggested that we should look at the nature and purpose of the role.</p> <p><i>A proposal will be put to the next meeting of the Corporation on the composition of the Hartpury University and Hartpury College Boards and the Directors of the FEI subsidiary company.</i></p> <p><i>It is recommended that Mr Marchant be appointed interim Vice Chancellor of Hartpury University and Principal of Hartpury College both from the 1st August 2018. The respective Boards when set up will then make the respective appointments.</i></p> <p><i>The process for appointing a Chancellor of Hartpury University will be discussed at the next meeting.</i></p> | <p>Clerk</p> <p>Clerk</p> <p>Clerk</p> | <p>25/01/18</p> <p>25/01/18</p> <p>25/04/18</p> |
| 10. | <p>Any Other Business</p> <p>There was no other business.</p> | | |
| 11. | <p>Dates of future meetings at 9.30am.</p> <p>Wednesday 25th April 2018 Wednesday 3rd October 2018</p> <p>Wednesday 16th January 2019 Thursday 9th May 2019 Wednesday 9th October 2019</p> | | |

Mr Edward Keene
Chair Search and Governance Committee

25th April 2018