



# HARTPURY

## HARTPURY COLLEGE SEARCH and GOVERNANCE COMMITTEE

### Minutes 9.30am Tuesday 5<sup>th</sup> November 2019 JD Griffiths Room

**Present:** Mr Graham van der Lely College  
Committee Chair (GvdL)  
Mr Russell Marchant (RM)

**In Attendance:** Mr Edward Keene (Chair) (EK)  
Mr David Seymour (DS)  
Mr Charles Whitehouse (CW)  
Mr Henry Hodgkins (HH)

**Apologies:** Mr Chris Moody (CM)

**Minutes:** Ms G Steels (GS)

		ACTION	ACTION DATE
1.	<b>Apologies</b> As detailed above		
2.	<b>Declaration of Interest.</b> The Clerk advised that members' interests would be taken as those disclosed in the Register of Members' Interests.  Declarations of members' interests noted as follows: Chris Moody – agenda item 5 – Term of Office.		
3.	<b>Minutes of the Last Meeting – 13<sup>th</sup> May 2019</b> Minutes of the meeting held on the 13 <sup>th</sup> May 2019 were agreed to be a true and accurate record and signed by the Chair.		
4.	<b>Matters Arising</b> It was confirmed that all outstanding items were contained within the agenda.		

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<p>The Committee reviewed the recent recruitment process which had received a high calibre of applications. It was confirmed that the role had been advertised in a range of places including GuildHE, public sector roles, Association of Colleges, circulated to individuals held on file who had previously expressed an interest and advised to potential governors through networks. It was noted that Hartpury was able to attract candidates across a wide geographical range.</p> <p>Applicant packs had been circulated to ensure potential candidates understood the role, individuals had been shortlisted and interviewed formally by the Chair, Vice-Chair of the University Board, Vice-Chair of the College Board, Vice-Chancellor and Principal with support from the Clerk and HR input in developing the questions and process. It was confirmed that appointments had been driven by assessments of the skills analysis needs.</p> <p>Governors were pleased that such a comprehensive process had been put in place which had yielded positive results.</p>		
<p><b>5. Board and Committee Membership and Terms of Office</b></p>		
<p>The Committee considered the Committee membership, reflecting on skills mix and balance of membership between the University and College Committees.</p> <p><b>Search and Governance Committees</b></p> <p>It was agreed further consideration should be given to identifying potential co-opted members for the committees to enable external challenge and scrutiny.</p> <p><b>Search and Governance Committee – College</b></p> <p>It was agreed to recommend to the Board:</p> <ul style="list-style-type: none"> <li>(i) the Vice-Chair of the College Board should be added to the membership of this Committee and be Vice-Chair.</li> <li><b>(ii) The Chair of the College should be added to the membership of this Committee and be Chair (with the Vice-Chair to Chair any items of potential conflict of interest to the Chair).</b></li> </ul>		

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<p><b>Remuneration and Employment Committees</b> It was agreed separate Chairs should continue with these Committees to ensure appropriate separation.</p> <p><b>It was agreed to recommend to the Board that the Remuneration and Employment Committee Chair should be the College Board Vice-Chair.</b></p> <p><b>Strategy Finance &amp; Resources Committee</b> The role of Chair was considered.</p> <p><b>It was agreed that the Chair of the College Board be recommended to be Chair of the Committee.</b></p> <p>It was agreed that other Committee membership would remain as currently detailed.</p> <p><b>Terms of Office</b> The Committee considered governors whose Term of Office would end in 2020 to review succession planning and the need to balance continuity and renewal. Members reflected on the guidance suggesting governors should serve no more than three terms of three years and the need to ensure governors continued to challenge and demonstrate independence.</p> <p>The Committee considered the current membership (noting that terms of office had been carried forward from the precursor organisations). The Committee agreed it was helpful to have these discussions early to support forward planning.</p> <p><b>College Board:</b> 10 members excluding Vice-Chancellor and Principal Number of governors who had served less than 3 years - 5 Number of governors who had served 3-6 years - 2 Number of governors who had served 7+ years - 3 (one of whom had indicated he would step down in 2021 when his term of office ended)</p> <p>It was considered this balance demonstrated a commitment to renewal whilst ensuring institutional memory was also maintained.</p> <p>Given the significant change over the last two years with the move to University status it was agreed that it was importance to ensure there</p>		

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<p>were sufficient governors in place who had a breadth of understanding of the institution's history and development</p> <p><b>Chris Moody</b> – end of second term Sept 2020 – governor since 2012 Chris's contribution, knowledge and experience was recognised. It was agreed his role as a former Principal and current role as Chief Executive of LandEx gave him a breadth of expertise in the land based industry, a core specialism for Hartpury, which ensured informed and effective challenge.</p> <p>It was confirmed he engaged fully in his role as a governor with good attendance at Board and Committees (89%) and also at Link and Engagement Events. It was noted he was on the College Board Search and Governance Committee, Strategy Finance &amp; Resources Committee and QuEST Committee.</p> <p>It was noted that he was a university and college governor and that his experience helped support the commitment to parity of esteem for HE and FE.</p> <p><b>It was agreed that, given his expertise and experience as discussed, it be recommended to the College Board that Chris Moody be re-appointed for a 4-year term of office from 1 Sept 2020-31<sup>st</sup> August 2024.</b></p>		
<p><b>6. Statutory Compliance Confirmation</b></p> <p>The Committee had been provided with a report which confirmed expected Statutory Compliance had been completed for the Board and was complete.</p> <p>It was noted that DBS checking for new governors was ongoing.</p> <p>The Clerk advised that following the recent guidance from OfS about not just relying on Self-Declarations to meet the Fit and Proper Person requirements that she would also be undertaking a number of Companies House Director checks to further support the process.</p> <p>The Committee <b>NOTED</b> the update.</p>	Clerk	Feb 2020

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7.	<p><b>Training &amp; Development</b></p> <p><b>Induction</b> It was confirmed the Clerk had given induction to the new governors, including the Student Governors and their deputies. It was noted the Vice-Principal FE and Pro-Vice-Chancellor also met on an ongoing basis with the FE and HE Student Governor respectively. Further Training would be provided as identified. It was confirmed all the new governors had been engaged at the Board meeting and confirmed they had all the information and support required for the first meeting.</p> <p><b>Mentors</b> It was agreed these would be offered to the new governors. It was confirmed their key role was to provide a sounding board.</p> <p><b>Board Strategy &amp; Development Event</b> Suggested items to be considered for the event were:</p> <ul style="list-style-type: none"> <li>• What is different about an HE Board</li> <li>• OfS Regulatory Framework</li> <li>• Strategic Update – main themes <ul style="list-style-type: none"> <li>Master plan</li> <li>HE</li> <li>FE</li> </ul> </li> <li>• Sector Strategic Update</li> <li>• Any Policy changes following the election</li> <li>• Comprehensive Spending Review – although agreed likely to be too early in March.</li> <li>• EU Withdrawal Position &amp; implications</li> </ul> <p>It was confirmed that a session on Unconscious Bias had also been arranged.</p> <p>The Committee <b>NOTED</b> the Update.</p>		
8.	<p><b>Review Skills Audit Proforma</b></p> <p>It was noted that governors had indicated the Skills Audit needed clearer assessment metrics for completion. The Clerk had therefore reviewed and simplified the document and revised the assessment descriptions.</p> <p>The Committee suggested the assessment categories be revised to:</p> <ol style="list-style-type: none"> <li>1. Professional Expertise/Qualified</li> <li>2. Experience gained from role at Hartpury College</li> </ol>		

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	<p>3. External Experience 4. Interest.</p> <p>It was agreed the format would be updated and trialled by the Committee and the Board updated.</p>		
9.	<p><b>Review of Practice Against National Recommendations Following de Montfort University Review and Investigation into Bourneville College</b></p> <p>It was confirmed the Clerk had reviewed Hartpury practice, with input from the Vice-Chancellor and Principal and the Chief Operating Officer to identify if there were areas where Hartpury practice required changes. The Committee confirmed it had been an informative report and were pleased that Hartpury practice was generally already in line with recommendations and that in the small number of instances where improvement could be put in place this had already been actioned.</p> <p>The Vice-Chancellor and Principal advised in relation to IB2 that he also signed off overseas trips as well as the manager. In relation to DB7 – Board Training it was noted that the Board had a practice of bring external speakers to the Board to learn as a group rather than sending governors routinely to external events.</p> <p>The Committee <b>NOTED</b> the Review Update.</p>		
10.	<p><b>Governor KPI Outcomes</b></p> <p>The Committee considered the Governor KPI outcomes for 2018/19.</p> <p>It was noted that the governor appraisals were in the process of being completed for the year.</p> <p>The Committee noted that further progress was required in relation to KPI 4 “To make sure that the Board of Governors is representative of the communities it serves in gender, ethnicity and other factor”</p> <p>It was recognised that improvements had been made in working towards the KPI in the latest appointments but agreed it required ongoing focus. The Committee reflected on the phrasing and its range of communities. It was agreed the KPI should be revised to “Continue to</p>		

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	<p>strive” rather than “To make sure” given this emphasised the ongoing efforts being made.</p> <p>The Governor KPI Outcomes be <b>NOTED</b> and taken to the Board and the wording of KPI 4 be proposed for amendment as highlighted.</p>		
<b>11.</b>	<p><b>Any Other Business</b></p> <p>There was no other business raised.</p>		