

**HARTPURY UNIVERSITY
SEARCH and GOVERNANCE COMMITTEE**

**Minutes
9.30am Wednesday 16th January 2019
Gordon Canning Room**

Present: Mr Edward Keene (Chair) (EK)
Mr Henry Hodgkins (HH)
Mr Russell Marchant (RM)
Mr David Seymour (DS)
Mr Charles Whitehouse (CW)

In Attendance: Mr Chris Moody (CM)
Mr Graham van der Lely (GvdL)

Apologies:

Minutes: Dr Nicola Potter (NP)

		ACTION	ACTION DATE
1.	Apologies All members were present.		
2.	Declaration of Interest. Paper USG2-1-19 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.		
3.	Minutes of the Last Meeting. Paper USG3-1-19 Minutes of the meeting held on the 3 rd October 2018 were agreed to be a true and accurate record and signed by the Chair.		
4.	Discuss Co-opted members, quoracy and voting rights. Paper USG5.3-1-19 The Chair recommended that this item and the Terms of Reference be		

	ACTION	ACTION DATE
<p>discussed before other agenda items, which were dependent on the outcomes of the quoracy and ToR discussion.</p> <p>The Chair stated that, following the re-structure, the governance committees must retain their effectiveness whilst balancing the number of members and quoracy.</p> <p>Members discussed the value of having the option to co-opt members to a committee to ensure the appropriate skills mix and expertise if required, and to provide legitimate challenge at specific committee meetings.</p> <p>Members of the committee agreed that co-opted members should contribute to quorum and have voting rights.</p> <p><u>S&G Committee Recommendation – co-opted members</u> Co-opted members should contribute to quorum and have voting rights.</p>		
<p>5. Terms of Reference – review of membership and layout. Papers – listed below</p> <p>The membership, co-opted member option and quorum of the following committees was discussed:</p> <p><u>Search and Governance Committee. Paper USG10.1-1-19</u> The membership and content was discussed and agreed pending some minor corrections</p> <p><u>Audit and Risk Management Committee. Paper USG10.2-1-19</u> Membership of this committee was discussed and agreed</p> <p><u>Strategy, Finance and Resources Committee. Paper USG10.3-1-19</u> Membership of this committee was discussed and agreed</p> <p><u>Remuneration and Employment Committee. Paper USG10.4-1-19</u> Membership of this committee was discussed and agreed</p> <p><u>Quality, Enhancement and Standards Committee. Paper USG10.5-1-19</u> Membership of this committee was discussed and agreed</p> <p><u>Special Committee. Paper USG10.6-1-19</u> Membership of this committee was discussed and agreed</p> <p>ACTION: Action amendments to Terms of Reference and put forward to next Corporation meeting</p> <p><u>S&G Recommendation – ToR</u> Committee members approved the Terms of Reference for all committees and recommended that they go forward for approval at the next Corporation meeting</p>	<p>Clerk</p>	<p>31/1/19</p>

		ACTION	ACTION DATE
6.	<p>Discuss and agree membership and current governor vacancies on Committees (RM). Paper USG5-1-19</p> <ul style="list-style-type: none"> • Proposal for additional governor member on HE Audit and Risk Management Committee <p>As a result of the restructure, committee membership has been reconsidered to ensure that members have the appropriate skill set and expertise. It was proposed that Prof Ian Robinson be appointed to the Audit and Risk Management Committee.</p> <p><u>S&G Committee Recommendation – Audit and Risk Management Committee</u></p> <p>Prof. Ian Robinson be appointed to the University Audit and Risk Management Committee</p> <ul style="list-style-type: none"> • Link governor vacancies (verbal) <p>Due to the resignation of two governors, there are two link areas without an allocated governor. Members agreed to wait until new governors are recruited before assigning governors to these areas since governors rotate areas annually. Also, one of the areas has recently been visited by the outgoing governor and reported back to Corporation.</p>		
7.	<p>Review Governors whose term of office expires in 2019. (Clerk). Paper USG6-1-19</p> <p>Both Mr Graham Papenfus's and Ms Ingrid Barker's term of office are due to expire in January 2019. Due to other work commitments, Ingrid tendered her resignation in December 2018 and Graham is unable to extend his role for a further term. Members discussed the recruitment of replacement governors whilst considering the committee membership changes due to the re-structure of Hartpury into Hartpury University and Hartpury College.</p> <p>Dr John Selby's term of office is also due to expire in March 2019. He would like to accept an extension to his term of office.</p> <p><u>S&G Committee Recommendation – renew Term of Office</u></p> <p>Members recommended that Dr John Selby's term of office be renewed for another four years</p> <p>Prof. Ron Ritchie's term of office as co-opted member of the University board is due to expire in September 2019.</p> <p>It was agreed that Hartpury will advertise for University and College governors, and co-opted members as soon as possible. Following a discussion between members it was confirmed that the vacancies should be</p>		

		ACTION	ACTION DATE
	<p>advertised in relevant press and potential candidates would also be sought via word of mouth and contacts of current governors. The outcome of the governor skills and knowledge would also be considered when recruiting candidates to retain any keys skills lost through the departure of existing governors.</p> <ul style="list-style-type: none"> • Discuss feasibility of 1st September finish date for all governor terms of office (verbal) <p>Governors discussed the advantage and disadvantages of setting a 1st September finish date for all governors. Concerns regarding a significant number of new starters, and therefore continuity issues, at the same time of year were discussed as a potential disadvantage. Conversely, the ability to schedule more specific induction programmes for new governors was put forward as a benefit to one scheduled recruitment date per year. It was agreed that transferring all governor start dates to 1st September would be trialled and any governors starting before this date could sit in attendance at governor meetings which would be beneficial to building their experience with Hartpury. The Chair also confirmed that should a governor retire mid-term, recruitment and appointments would be made outside of the 1st September.</p> <p><u>S&G Committee Recommendation – Governor term of office dates</u> Members recommended that all governor terms of office would finish on 1st September of the final year of office</p>		
8.	<p>Discuss the diversity of the membership of the Corporation and its Committees. (Clerk). Paper USG7-1-19</p> <p>It was agreed that this item be discussed at the next Search and Governance meeting.</p> <p>ACTION: Take diversity of the membership of the Corporation to next Search and Governance meeting.</p>	Clerk	13/5/19
9.	<p>Discuss the results of the Skills and Knowledge Survey and possible actions from the outcomes. (Clerk). Paper USG8-1-19</p> <p>It was agreed that this item be discussed at the next Search and Governance meeting.</p> <p>ACTION: Take results of the Skills and Knowledge Survey to next Search and Governance meeting.</p>	Clerk	13/5/19
10.	<p>Discuss governor KPI target measures (Clerk). Paper USG9-1-19</p>		

		ACTION	ACTION DATE
	<p>It was agreed that this item be discussed at the next Search and Governance meeting.</p> <p>ACTION: Take the discussion of governor KPI targets to next Search and Governance meeting.</p>	Clerk	13/5/19
11.	<p>Discuss Senior Post Holder positions (RM) – verbal</p> <p>It was agreed that this item be discussed at the next Search and Governance meeting.</p> <p>ACTION: Take discussion of Senior Post Holder positions to next Search and Governance meeting.</p>	Clerk	13/5/19
12.	<p>Discuss Students' Union requirement to provide audited accounts as stated in Instruments and Articles of Government. Paper USG12-1-19</p> <p>Following a brief discussion, it was suggested that the Executive team investigate this further, in relation to the current status of the Students' Union following the re-structure, and report back to the next meeting.</p> <p>ACTION: Take discussion of the Students' Union accounts to next Search and Governance meeting.</p>	Clerk	13/5/19
13.	<p>Discuss recording of link governor visits – draft proforma (Clerk). Paper USG13-1-19</p> <p>Members questioned the value that a written report would add, over the current verbal reporting of link visits at every Corporation meeting. It was agreed that governors could send a written report to the Clerk to the Governors if they wish to do so, otherwise governors must continue to provide a verbal report to Corporation as a minimum requirement.</p>		
14.	<p>Any Other Business</p> <p>There was no other business.</p>		
15.	<p>Dates of future meetings at 9.30am.</p> <p>Monday 13th May 2019 Wednesday 9th October 2019</p>		

Mr Edward Keene
Chair Search and Governance Committee

13th May 2019

Approved May 2019