



# HARTPURY

## MEETINGS OF HARTPURY UNIVERSITY & HARTPURY COLLEGE

### SEARCH and GOVERNANCE COMMITTEES

1.30pm Wednesday 22<sup>nd</sup> June 2022

Gordon Canning Room and Teams

Members	University S&G Committee	College S&G Committee
Mr Edward Keene	Present (Chair)	Present (Chair)
Mr David Seymour	Present	-
Mr Henry Hodgkins	Present	-
Ms Alison Blackburn	Present	-
Mr Russell Marchant	Present (Vice-Chancellor)	Present (Principal)
Ms Barbara Buck -	-	Present
Mr Chris Moody	Present	Present
Mr Kam Nandra	-	Apologies
<b>In Attendance</b>		
Ms G Steels Clerk to the Board	Present	Present

		ACTION & AGREED DATE
<b>S&amp;G01/06/22</b>	<b>Apologies</b> Apologies as above.	
<b>S&amp;G02/06/22</b>	<b>Confirmation of Quoracy</b> It was confirmed the meetings of the University Search and Governance Committee and the College Search and Governance Committee were quorate.	
<b>S&amp;G03/06/22</b>	<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: Chair, Vice Chancellor and Principal and Chris Moody were members of the University and College Boards.  It was noted that Henry Hodgkins, Barbara Buck, Chris Moody had an interest in Agenda Item 7. These were noted and it was	
<b>S&amp;G04/06/22</b>	<b>Minutes of the Last Meetings – 10<sup>th</sup> February 2022</b> The Minutes of the University and College Search and Governance Committee meetings held on the 10 <sup>th</sup> February 2022 were reviewed and	

	approved as true records.	
<b>S&amp;G05/06/22</b>	<b>Matters Arising</b>	
	The Committees had been provided with an action log which confirmed how actions were being progressed. It was noted that the matters would be updated on within the meeting or future meetings as detailed.	
<b>S&amp;G06/06/22</b>	<b>AdvanceHE – Effectiveness of Governance External Review</b>	
	<p>The Committees considered the Review Report. It was noted that the Review was undertaken by AdvanceHE between December 2021- April 2022. It included surveys and focus groups (both of governors and SMT members), attendance at Board and Committee meetings, review of breadth of governance material (operational process, papers and minutes) and a Board Development Workshop.</p> <p>Key findings had been:  “Governance is generally effective at Hartpury University and Hartpury College (Hartpury). Governors at Hartpury are clearly committed to the long-term success of the University and College, and governance is enabled by a framework of practices, policies and processes.</p> <p>Members of the governing boards and external stakeholders should be assured that the University and College is compliant with the regulatory requirements and that in all its essentials the University and College are adequately governed and effectively led.</p> <p>Hartpury University and Hartpury College remains in a long period of transition and internal and external change. The findings and recommendations arising from this review should be understood within this dynamic context.”</p> <p>The Report identified 10 recommendations and 8 suggestions.</p> <p>The proposed Action Plan to take these forward was considered. The Report had been reviewed by the Steering Group which included the Chair, Vice-Chancellor and Principal and the Clerk. The proposed actions reflected discussion by the Steering Group and were presented for feedback from the Committees.</p> <p><b>Culture and Behaviour</b>  The recommendations and planned actions to ensure clarity of responsibilities and strategic focus at Committees and the Boards were supported. It was agreed that additionally the action for the Executive to engage early with the Boards should also be incorporated. An action for governors to be mindful of the need to avoid being drawn into operational detail was also agreed.</p> <p><b>Strategy</b>  It was agreed that a statement of excellence should be developed as set out.</p> <p><b>Performance</b>  Development of set of corporate KPIs was supported. It was agreed that one sheet as a dashboard would be helpful. The Vice-Chancellor and Principal</p>	

advised that the Executive were working to identify approximately 12 which changed over the year to provide an on-going tracking process with trends. It was confirmed that Committees would focus on more detailed KPIs and be able to escalate these to the Boards. A governor queried if the incoming Vice-Chancellor and Principal was being involved in the process, the current Vice-Chancellor and Principal advised that he was being engaged.

#### Academic Assurance

It was noted that this recommendation had been considered by the Steering Group to be more one of communication rather than an issue which required significant change of practice. It was noted that the operation of HE Quest was not the process in place in more traditional university structures and that it provided good assurance in this area. It was agreed reinforcing understanding at Board level would be helpful but that the recommendation for a working group was not considered necessary. It was noted that this recommendation was common across Effectiveness Reviews of HE and reflected the fact that OFS had an increased focus on Board responsibilities in relation to academic assurance – a function which Hartpury delegated in detail to HE QuEst.

#### Induction

It was recognised that some governors had not received induction recently and therefore had less knowledge of what was incorporated. Those who had recently received induction commented that it had covered the information they would have expected. The actions to clarify responsibilities were supported, and the detail of the legal responsibilities of each Board and the overall need to have regard to the overall entity of Hartpury. It was noted that mentoring was already in place. It was agreed that the required actions here were for reinforcement.

#### Board Programme of T&D and Journey

Agreed the planned actions – noting this had been reinforced by feedback from a new governor.

#### Diversity and Inclusion

The development of an Inclusivity Statement all the Boards were familiar with was supported. It was agreed the statement should reflect the desired direction of travel. It was noted that Board diversity was already reported through Board KPI performance. The use of targets was discussed, but recognising the range of diversity characteristics it was agreed that a clear statement would be the most effective means of progressing this. It was agreed that increasing diversity should continue to be held in mind in consideration of Board practice and operation.

The Committees also considered the suggestions and endorsed the planned approach.

Collective Responsibility – covered under actions planned under the recommendations.

Blue-Sky thinking – work on this had already taken place.

Stakeholders – agreed process be taken forward.

Traffic lights – governors comfortable with current approach.

Mentors – in place

HE & FE combining committees – noted to be explored.

Chairing of Committees – to explore option of diversifying from Chair of Board

to support succession planning and ensure Chair not restricted in ability to engage, and the potential for him/her to be perceived as “marking their own homework”. It was confirmed the Chair did not Chair the Remuneration and Employment Committee.

Timing – it was noted that this was difficult to balance due to different governor commitments.

A governor also highlighted the suggestion that a governor electronic boardpack be explored. She advised that the bespoke packages offered a range of functionality beyond that provided in Office 365, although it was recognised there was an annual cost. It was agreed this should be further explored.

Governors commented positively on the report and the process. One governor commented that it had been a challenge for AdvanceHE to understand Hartpury’s unique structure. The use of HE and FE practitioners had supported this. A governor commented that using the full team through the process might have further supported this. It was noted that AdvanceHE had advised all key individuals would be involved in reviewing and feeding in to the report. The Clerk confirmed she would feed this back to AdvanceHE in the debrief session.

A governor reflected on Hartpury’s transition from college to university and college and the need to ensure that governors who had not been involved in this process understood how both institutions were core to Hartpury’s success.

**The Committees AGREED to recommend the Review and Action Plan to the Boards, subject to the revisions detailed.**

**S&G07/06/22**

**Board and Committee Membership and Consideration of Potential Governors**

The following documents had been provided to aid discussion:

- Terms of Office
- Skills Audit
- Committee Membership and Workload
- CVs/details of individuals to be considered for membership

The Committee considered the Report on Board and Committee membership. The Report detailed work to fill 3 vacancies on the Board, reflecting on current composition, skills needs and ongoing work to increase diversity. It was noted in particular the University Board required a governor with accountancy skills following the resignation of Lisa Oliver, business skills following the resignation of Charlie Whitehouse

It was noted that a number of candidates had attended an opening evening and interviews. Candidates were considered against current skills and experience gap requirements. Of candidates considered the following were considered to best meet current Board gaps:  
**Lucie Hammond** – audit and accountancy skills, local businesswoman, active in the local business community, had attended a number of events at Hartpury.

**Robert Brooks** – local business, insurance, local farming links through previous role.

Both had impressed with the interest and knowledge of Hartpury.

After discussion, it was agreed that the Committees which mapped best to their skills were the Audit and Risk Management Committee for Lucie and the Strategy, Finance and Resources and Search and Governance for Robert.

The Vice-Chancellor highlighted the increased national focus on Learning and Skills links with the development of Learning and Skills Improvement Partnerships and the need for the Committees to consider this area when reflecting on Board composition. He advised of recent conversations relating to this agenda and the Chair advised that he had suggested the Vice-Chancellor and Principal continue to explore this. The Committees agreed this approach, and also reflected on the issues raised in relation to Board diversity within the Advance-HE Report.

It was agreed that other potential candidates did not fit the Boards' current skills and experience gaps. On this basis it was therefore agreed to continue with a recruitment campaign.

It was noted that some potential candidates had not wanted to continue with the process due to time constraints. It was agreed that the role of governor was becoming more demanding.

**The University Search and Governance Committee agreed to recommend to the University Board that:**

**(i) Lucie Hammond be appointed to the University Board for a 4-year term of office from 1 September 2022 to 31 August 2026 and to serve as Chair of the Audit & Risk Management Committee, recognising her accountancy qualifications and business experience and local business connections.**

**(ii) Robert Brooks be appointed to the University Board for a 4-year term of office from 1 September 2022 to 31 August 2026 and as a member of the Strategy, Finance and Resources Committee and the Search and Governance Committee recognising his insurance and risk knowledge, business background and local business network links.**

The Committees considered the Committee membership, noting feedback from the 1:1's. It was noted that Kam Nandra had advised time commitments meant he could not continue on the Search and Governance Committee, but that Mary Heslop, who had a background which included work in governance, had expressed an interest in joining the Committee.

**The College S&G Committee agreed to recommend to the College Board that:**

**(iii) Kam Nandra be thanked for his work on the Search and Governance Committee.**

**(iv) Mary Heslop be appointed to the College Search and Governance**

**Committee from 1 September 2022 with the term in line with her Board term of office.**

The Committees considered the vacancies on a number of Hartpury companies following the resignation of Charlie Whitehouse. It was noted that members were generally members of the University SFR Committee. It was agreed that Henry Hodgkins should be proposed for these roles.

**(V) Recommended by the University Search and Governance Committee that Henry Hodgkins be appointed as a Director to Limbury, Rudgeley and the Hartpury Rugby subsidiaries, from 13<sup>th</sup> July 2022 in line with his current term of office.**

The Vice-Chair role on the University Search and Governance Committee was considered. It was agreed that Chris Moody should be proposed.

**(vi) Recommended by the University Search and Governance Committee that Chris Moody be appointed as Vice-Chair of the University Search and Governance Committee.**

The Vice-Chair role on the University Remuneration and Employment Committee was considered. It was agreed that Ian Robinson should be proposed.

**(vii) Recommended by the University Search and Governance Committee that Ian Robinson be appointed as Vice-Chair of the University Remuneration and Employment Committee and that the Committee size should return to three members.**

The Search and Governance Committees considered if there were any issues that need raising with either Board in relation to the newly appointed Vice-Chair of the University Board being a member of the College Board as well as the University Board. noting the planned mechanism to deal with any conflict of interest. It was agreed to propose proposed that if there was an issue where the College and University were conflicted that individuals who are on both boards would not Chair or vote at the individual board meetings, with the Chairs being drawn from one of the Committee chairs who are not in that position.

**(viii) The University and College Search and Governance Committees recommended that if there was an issue where the College and University were conflicted that individuals who are on both boards would not Chair or vote at the individual board meetings, with the Chairs being drawn from one of the Committee chairs who were not in that position.**

**(ix) The Committees noted the ongoing work to improve diversity.**

**(x) The respective College and University Search and Governance**

	<p><b>Committee agreed to recommend to the College Board that the University Audit and Risk Management Committee members be co-opted members of the College A&amp;RMC and to the University Board that the College A&amp;RMC members be co-opted to the University A&amp;RMC, except where there is a conflict of interest.</b></p> <p><b>(xi)The Committees agreed to recommend to the respective Boards that membership of Committees, subject to the recommendations above, be unchanged for 2022/23.</b></p> <p>It was noted that options to potentially co-opt a member to HE Quest continued to be explored.</p>	
<p><b>S&amp;G08/06/22</b></p>	<p><b>Special Committees Terms of Reference Update</b></p> <p>Following discussions at the previous meeting in relation to the role of the Special Committee for Senior Postholder disciplinarys, and the need to ensure the process reflected Hartpury's structure a review of the process and committee remit was considered. As part of this process the Policy used for Disciplinary processes for Senior postholders was reviewed. In line with practice at other organisations it was proposed to update the Policy for all staff to make it applicable for senior staff. The terms of reference for the Special and Appeals Committees will then be updated to reflect this.</p> <p>An extract from the draft policy was provided for information. It was noted the revised policy would be taken through the usual HR policy approval processes.</p> <p><b>The Committee APPROVED the process set out.</b></p>	
<p><b>S&amp;G09/06/22</b></p>	<p><b>Diversity Update – Action Plan</b></p> <p>It was noted that the agreed Action Plan was being progressed, and that there were no areas of concern to highlight.</p> <p>Material from the Black Leadership Group had also been provided for information – opportunities to explore how this would work with current initiatives were being considered. The Committees noted that there was ongoing work with Advance-HE on Race Equality and that the Equality Diversity and Inclusion Group was working through an action plan. The Committees considered whether the Black Leadership Group could complement this, noting ongoing work and potential costs. It was suggested that it might be helpful to see if the Chair Gloucester City Commission to Review Race Relations would be willing to talk to the Board. The need to be considering diversity from a breadth of areas was recognised.</p> <p><b>The Update was NOTED.</b></p>	

S&G10/06/22	<p><b>Board Development &amp; Training and Appraisals Update</b></p> <p>It was noted that:</p> <p><b>Appraisals</b> Appraisals had been completed other than for the Chair and College Vice-Chair which are to be actioned.</p> <p><b>Feedback</b> Governors understand their role Are generally happy with the information provided – some would prefer improved cover sheets/exec summaries. No issues with timeliness of information Happy with ethos of board – including staff and student feedback Had found introduction sessions useful Want to spend more time on campus Valued option of hybrid meetings. Valued contribution Chair, Vice-Chairs and Clerk Further work required to increase diversity</p> <p><b>Requests</b> More opportunity for blue sky thinking Consideration Hartpury as agricultural college/uni Farming Presentation – Matt Bell Opportunity to attend other committees Sustainability More strategic events</p> <p>The appraisal process was considered. It was agreed it was a helpful process. It was suggested that for governors in their first two years and final year of a term should receive an appraisal automatically, in other years a governor would still complete the form and have the chance to request an appraisal but it would not be necessary to have a follow up discussion. It was suggested that the timing should follow the Strategic event.</p> <p>It was agreed the Vice-Chairs would appraise the Chair.</p> <p><b>Recommended that the Appraisal process be revised to form process for all governors with meeting stage for governors in year 1,2,4, 8 automatically, and the option of a meeting on request.</b></p> <p><b>Training and Development</b> It was noted that an action plan to set out T&amp;D in the journey of a governor and over next 2years was to be developed.</p> <p>It was agreed it would be helpful to have a session on understanding the Management Accounts and Annual Account, and suggested exploring if the external auditors could provide this</p> <p><b>The T&amp;D suggestion was NOTED.</b></p>	
S&G11/06/22	<p><b>Any Other Business</b></p> <p><b>Link Governor</b> – the option of a two-year role was considered. It was agreed that a 1-year process gave the opportunity for governors to get a breadth of understanding. And agreed there would not be exceptions to this.</p>	

Clerk

Clerk

	<p>It was agreed the Clerk and Chair would review the next cycle.</p> <p><b>Kids Company</b> – Charity Commission recommendations –</p> <ul style="list-style-type: none"> <li>• The importance of checks and balances, and the right blend of skills and knowledge, in charity boards;</li> <li>• The requirement for operating models to reflect the nature and scale of the charity;</li> <li>• The role of financial planning and reserves policies;</li> <li>• Considerations when charities grow</li> </ul> <p>these were noted.</p> <p><b>David Seymour</b> – David was thanked for the time and effort he had contributed to Hartpury which was much appreciated.</p>	
S&G12/06/22	<p><b>Dates of Next Meetings:</b></p> <p>15th November 2022 9.30am</p>	

The meeting closed at 3pm

APPROVED November 2022