



HARTPURY

MEETINGS OF HARTPURY UNIVERSITY & HARTPURY COLLEGE

SEARCH and GOVERNANCE COMMITTEES

2pm Wednesday 19th May 2021

MSTeams

Members	University S&G Committee	College S&G Committee
Mr Edward Keene	Present (Chair)	Present (Chair)
Mr Charlie Whitehouse	Present	-
Mr David Seymour	Present	-
Mr Henry Hodgkins	Present	-
Mr Russell Marchant	Present (Vice-Chancellor)	Present (Principal)
Ms Barbara Buck -	-	Present
Mr Graham van der Lely	-	Present
Mr Chris Moody	Present	Present
Mr Kam Nandra	-	Present
In Attendance		
Ms G Steels (GS) Clerk to the Board	Present	Present
Ms Claire Whitworth VP FE	Present – item 13	Present – item 13

		ACTION & AGREED DATE
S&G01/05/21	Apologies There were no apologies. Kam Nandra was welcomed to his first meeting of the Committee.	
S&G02/05/21	Confirmation of Quoracy It was confirmed the meetings of the University Search and Governance Committee and the College Search and Governance Committee were quorate.	
S&G03/05/21	Declaration of Interest. 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 the information within item 8 relates to the roles of individual members of the Committees – these interests were noted and that item 9 included reference to Chris Moody.	

<p>S&G04/05/21</p>	<p>Minutes of the Last Meetings – 24th February 2021</p> <p>The Minutes of the University and College Search and Governance Committee meetings held on the 24th February 2021 were reviewed. It was agreed that within item 9 relating to Terms of Office it would be helpful to reflect further the discussion which had been held to add the words in bold “extensions to terms of office, beyond the two terms of four years, become exceptional with the specific circumstances being identified by the Search and Governance Committees and agreed by the relevant Board(s). With this amendment the Minutes were approved.</p> <p>It was recognised that the complexity of Hartpury meant that having governors with a range of terms of office was important and that processes ensured effectiveness and renewal of governors.</p>	
<p>S&G05/05/21</p>	<p>Matters Arising</p> <p>The Committees had been provided with an action log which confirmed how actions were being progressed.</p>	
<p>S&G06/05/21</p>	<p>Governance Proposals – FE White Paper Update</p> <p>The Committees had been circulated an update from DfE on changes planned for FE governance due to the FE White Paper. DfE had recently emailed these to all Clerks to ensure the sector is aware of them and has in place the required steps to respond. The White paper included consideration of the issue of Chair Remuneration as an area for discussion. This had not been included within this document.</p> <p>The Clerk provided a review of Hartpury practice against the proposals and identified that Hartpury either already meets the requirements or is in a position to do so within the required timing. It was agreed the fact that Hartpury has a Recruitment Process in place should be added.</p> <p>The Committees NOTED the update.</p>	
<p>S&G07/05/21</p>	<p>Succession Planning</p> <p>The Committees had been provided with a paper which considered the diversity of Board and Committee membership. The Governor Terms of Office and Skills Audits had been provided for reference. The Committees considered if it wanted to expand the diversity characteristics currently highlighted within the Board KPIs. All governors recognised the importance of working to achieve greater diversity on the Boards.</p> <p>Governors queried if it would be helpful to establish a working group on this area. It was noted that ensuring Hartpury was diverse across its staff, students and governors was an area being explored through the EDI group. A recent development session, which the Vice-Chancellor and Principal and David Seymour as the EDI link Governor had attended, was cited as part of this process. The need for role models and to increase the visibility of diversity were highlighted.</p>	

It was agreed an action plan on this should be brought to the next Committee. The need to have conversations in different places to increase awareness of the role of a governor at Hartpury and widen the pool of potential governors was highlighted. It was agreed at this stage to continue to specifically monitor the areas currently highlighted, to review this in a year and to ensure that Hartpury continued to promote itself as welcoming diversity of governors. The possibility of putting in place opportunities to chat to people about the role of the governor and allow shadowing of governors were highlighted as options to explore. Governors queried whether it would be helpful to consider a governor's local, regional or national background as an element to consider in avoiding group think and the Clerk agreed to look at this in the next report.

**Clerk
Nov21**

It was agreed it was helpful to use a wide range of networks to get the message out and agreed governors could help support this process by highlighting potential areas to look for non-traditional governors. It was suggested that alumni were another potential area for recruitment. Using other forms of media such as Facebook, Instagram was also proposed for exploration. It was confirmed the current vacancy had been advertised through Hartpury's business links, the LEP and the Head of Inclusivity's connections.

**Clerk
Nov 21**

It was agreed that encouraging individuals to consider applying so long as all individuals were subject to an open and transparent process could help individuals who had not previously considered the role to consider it.

It was recognised that where it was needed to ensure a governor with particular knowledge or experience it was important to advertise in the most appropriate places. It was noted that Co-opted Committee membership could be a way of developing a relationship with Hartpury.

A proposal to increase the diversity and skills and experience on the University Search and Governance Committee was considered and supported.

The recruitment process ongoing to fill the vacancy on the College Board from Sept 2021 was discussed. It was noted there had been a number of applications already and that the closing date was 10th June. It was confirmed that efforts were being made to reach different groups to expand diversity, although the importance of maintaining key skills was also recognised.

A proposed Succession Planning Strategy was also considered. The reference to training to ensure there was not unconscious bias in selection was clarified and agreed it would be amended in the document.

**Clerk May
21**

The Terms of Office and Skills Audit information were noted. The need to try to move to a position where governors terms of office were staggered to support renewal and continuity was highlighted. It was agreed this should be considered further

**Chair, and
Clerk
June 21**

A governor queried whether Hartpury had considered using Recruitment Consultants for governor roles. It was noted that they were used for Executive roles such as the Vice-Chancellor and Principal but had not been

used for governor roles. It was noted that they were more often used for remunerated trustee roles. Governors who had experienced them in recruitment for governors reported a mixed picture. The costs involved were noted.

The Committees NOTED the current diversity information and agreed to maintain the current areas of focus but to ensure Hartpurys openness to diversity was reflected in ongoing work, with an action plan to be developed.

The College S&G Committee NOTED the position in relation to the ongoing recruitment and AGREED the proposed process for interviews. The University S&G Committee AGREED to RECOMMEND to the Board that Alison Blackburn be added to the current membership of the University Search and Governance Committee, based on her skills and experience and the additional diversity this would bring.

The University S&G Committee AGREED to RECOMMEND to the Board that going forward the membership of the University Search and Governance Committee is agreed as:

- Ex Officio Members: Chair of the Board, Vice-Chair of the Board, Vice-Chancellor
- **three** other members with the appropriate skills and experience, ideally at least one of whom should be in their first term to ensure a balance between experience and renewal
- Committee Chair and Committee Vice Chair to be Chair and Vice-Chair of the Committee

The S&G Committees APPROVED and RECOMMENDED to the Boards the draft Succession Planning Strategy and NOTED the plans ongoing to take it forward.

S&G08/05/21

Succession Planning Chair and Vice-Chairs

The Committees considered the draft Succession Planning for Chair and Vice-Chair. It was agreed the reference to mission should be changed to Hartpurys mission and that it would be added that the skills for Chair were in addition of those expected of a governor.

It was agreed that the pool of potential candidates for the role of Chair could include the University and College governors, recognising that the Chair would need to be a member of both Boards whilst the role continued as a joint role.

It was recognised that there was an option to go external to the Boards for a Chair where this was considered in the best interests of Hartpurys.

The Committees AGREED to RECOMMEND the Succession Planning Policy for Chair and Vice Chairs to the Boards for APPROVAL.

Link Governor Rotation and Guidance

The VP –FE joined the meeting – 3pm

It was noted that Hartpury has in place a link governor scheme as part of its processes to enable governors to take the temperature of the organisation and triangulate information received. Usually governors were rotated on an annual basis. Due to the pandemic the rotation was suspended for 2021/22 to maintain existing relationships recognising it would be difficult for governors to get to know new areas without the benefit of onsite visits.

It was noted that Link Governor Guidance had been in place for a number of years. It was tweaked to reflect Covid restrictions but largely unchanged. It was agreed the Clerk would review it to ensure any inconsistencies relating to the time commitment, reference to feedback, contact arrangements etc were clarified and the document brought back to the Committees.

Clerk
June 21

The Vice-Principal FE had provided some revised guidance reflecting some good practice guidance from an AOC seminar, some governors had expressed concern that this could be overly proscriptive and lead to governors being perceived as pseudo inspectors and inhibit effective link governor working. This issue was discussed with input from the VP FE. It was agreed it covered the right areas but should not be seen as proscriptive and take away from existing practice. The option of highlighting the time of year when particular questions were more relevant or themes to consider was highlighted. The Chair fed in the feedback of another governor who had commented that lay governors who were not experienced in education might find it difficult to interpret some of the information. Governors were concerned that the revised system would detract from a system which was working well. It was noted the guidelines had been used by managers who had found them a helpful prompt to prepare for a link meeting. It was agreed the example questions for students were helpful. The importance of the link governor not becoming formulaic was stressed. It was agreed it was a very valuable mechanism for understanding more about the organisation.

The VP-FE agreed to bring a revised summary proposal back to the Committees for consideration which could then be trialled.

VP-FE
Nov 21

The Committees AGREED to consider a revised summary for Link Governors Guidance at their next meeting.

VP FE left the meeting 3.23pm

3.24pm Kam Nandra left the meeting

S&G09/05/21

Overarching Feedback from Appraisals

The Committees had been provided with a paper which provided anonymised feedback on the recent round of appraisals undertaken. It was noted that the Chair, Clerk and Vice-Chairs and Vice-Chancellor and Principal will review the information (as appropriate) in more detail out of the meeting to ensure individual points are considered.

It was noted the information was provided for information and to inform other items on the agenda, particularly succession planning and training and development.

Key points highlighted were that:

All governors had confirmed they understood their role.

Governors were generally happy with the quality, quantity, format and timeliness of information provided.

All governors agreed they liked the ethos of the Board.

Feedback generally was that the Board was working effectively but should always be looking for continuous improvement

The Committees considered the reference to the farm strategy and the farm Committee and the Vice-Chancellor and Principal agreed to consider these further. The existing reporting already ongoing in relation to the farm within the Management Accounts was noted. A governor commented on the need to see the farm within the context of the student experience. It was noted there had been significant changes in this area due to Agri-tec and Research. It was agreed it would be useful to have a presentation on the area at a Board meeting. It was noted that with virtual meetings there had been a movement away from these sessions but that these would be returned to.

The Committees NOTED the information.

S&G10/05/21

Committee Self-Assessment Proposed Format

It was noted that it is good practice for a Board to undertake a range of self-assessment processes as part of its development and to ensure continuous improvement.

The Audit and Risk Management Committee was currently undertaking a Committee Self-Assessment in line with the expectations of the Post- 16 Code of Practice for Colleges and the HE Audit Code of Practice guidance.

A governor, Kam Nandra had recently undertaken some training on Committee Leadership and one of the resources shared was the Committee Self-Assessment format. It was suggested that regular use of a self-assessment helps a Committee and its members to develop and ensure effectiveness.

The Committees considered the benefits of undertaking the proposed Self-Assessment for all Committees, other than the Audit and Risk Management Committee, to help the continuous improvement of operation and potential timing for this.

The Committees APPROVED the use of the Self-Assessment Questionnaire to inform continuous improvement and agreed it

should be undertaken by each Committee.

S&G11/05/21

Board Effectiveness Review Proposal

It was noted that as had been highlighted within the update on Governance Proposal – FE White Paper Report there was now an expectation in the FE sector, in line with that in the HE sector that a Board will be subject to external review every three years to support continuous improvement and ensure it is operating in line with good practice

It was noted that Hartpury last had an external review of governance by PWC in 2018 and the ESFA Designation Review in 2019. It was recognised that since 2018 Hartpury had moved into the University sector and undertaken the balancing exercise in its operation, and in relation to its Board structure, of meeting the requirements of two sets of regulators and maintaining parity of esteem of the two organisations.

It was agreed that this transition, the timing since a last review plus the challenges Hartpury has faced during the pandemic mean this was a good opportunity to reflect and undertake a review of Board Effectiveness which would help drive the organisation going forward and ensure it is operating in line with good practice.

The Committees reviewed the proposals to identify an appropriate body to lead a review, recognising Hartpury's complexities and the feedback from the 2018 review that it did not help the Board develop a plan to move forward. It was noted that a number of organisations offer Effectiveness Reviews. Advance HE were positively assessed in a recent review by University Governance Professionals, both in terms of quality and price. It was noted they had confirmed they had an understanding of HE and FE Governance and have assessors with the appropriate expertise to cover our range.

Advance HE have confirmed they can scope a review to meet our requirements and that any review they undertake could include a developmental workshop after their review. Comparative costs of different providers were noted.

The Committees APPROVED the undertaking of a Board Effectiveness Review, noting this would cost up to £13k depending on exactly what was covered, with timing to be considered within the Strategy Days and agreed to RECOMMEND this to the Boards.

S&G12/05/21

Board Development and Training

The Committees considered the update on Training and Development, reflected on the feedback from appraisals relating to this and considered proposals for the Strategy Days. It was agreed the initial session for the Effectiveness Review should not be part of these days.

It was agreed it would be helpful to have a speaker who could provide an external perspective on education to cover both HE and FE and the government direction of travel – for example STEM, T'levels, International. A governor suggested it would be helpful to have something on how Hartpury was perceived locally, regionally, nationally and internationally, although it was recognised that it might be better to do this post pandemic. The Vice-Chancellor and Principal advised he was discussing the agenda with the

Executive and would update the Chair post this discussion.

The Committees NOTED the update.

**S&G13/05/21
(b)**

Link Governor Rotation

Governor feedback on preferences for link governor placements had been sought to try to make best use of governors experience, whilst recognising the need for them to maintain the governance management divide. A proposed rotation was considered. The need to support governors in exploring areas outside their comfort zone as part of their development was noted.

The Committees AGREED the Chair and Clerk would have a last review of the proposed rotation.

S&G14/05/21

Any Other Business

FE Code of Governance - A governor updated that the draft contained expectations on Sustainability including the requirement for an annual report. The Vice-Chancellor and Principal advised that he would build this into the Strategy Days.

Graham van der Lely – it was noted this was Graham's last meeting. He was thanked for his contribution over the time he had served on the Committee and his ability to draw on the corporate memory was recognised.

**V-C/P
June 21**

S&G15/05/21

Dates of Next Meetings:
2nd November 2021

The meeting closed at 4pm