



HARTPURY

MEETINGS OF HARTPURY UNIVERSITY & HARTPURY COLLEGE

SEARCH and GOVERNANCE COMMITTEES

9.30am Thursday February 10th 2022

Gordon Canning Room and Teams

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	-
Ms Alison Blackburn	Present	-
Mr Russell Marchant	Present (Vice-Chancellor)	Present (Principal)
Ms Barbara Buck -	-	Present
Mr Chris Moody	Present	Present
Mr Kam Nandra	-	Present
In Attendance		
Ms G Steels Clerk to the Board	Present	Present

		ACTION & AGREED DATE
S&G01/02/22	Apologies There were no apologies.	
S&G02/02/22	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&G03/02/22	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 10 related to the terms of office of some members of the Committees: Edward Keene, Barbara Buck and Henry Hodgkins and it was confirmed they would withdraw for that part of the discussion.	

S&G04/02/22	<p>Minutes of the Last Meetings – 9th November 2021</p> <p>The Minutes of the University and College Search and Governance Committee meetings held on the 9th November 2021 were reviewed and approved as a true record.</p>	
S&G05/02/22	<p>Matters Arising</p> <p>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.</p>	
S&G06/021/22	<p>Search and Governance Committee Terms of Reference</p> <p>The Committees considered the updated terms of reference which had been revised to emphasize the Committees' ongoing focus on ensuring diversity and emphasising the core role of the Committees. It was suggested that the Committees' role in developing governance in line with national standards and good practice should be made more explicit, and also the Committees' role in recommending the structure and establishment of committees, membership of committees etc.</p>	Clerk Feb 2022
	<p>The Committees AGREED to recommend the revised Terms of Reference to the Boards subject to the revisions detailed.</p>	
S&G07/02/22	<p>Special Committees Terms of Reference</p> <p>The Committees considered the Terms of Reference which had not been reviewed for two years. It was agreed they should be further reviewed to identify if one terms of reference could be established which would cover the functions for both the College and the University, subject to the appropriate membership or alternatively whether the functions of this Committee could be defined within the appropriate Disciplinary Policies for Senior Postholders. The importance of their being clarity in this area of key responsibility was stressed. It was agreed the Terms of Reference/Policy should apply to the University or any subsidiary. It was agreed the Committee should be updated on this at its June meeting.</p>	Clerk June 2022
	<p>The Committees AGREED to note the update and consider the matter further at their June meeting.</p>	
S&G08/02/22	<p>Committees Remit and Operating Practice</p> <p>It was noted that during autumn 2021 a number of points of Committee Remit and Operating Practice were raised by governors and committees in relation to ensuring that Committees were operating effectively, that workloads were manageable – for both committees and governors and that Board and Committee business was being done effectively in the most appropriate way.</p> <p>Specific points highlighted had been</p> <ul style="list-style-type: none"> (i) Was it still appropriate that HE and FE QuEST met together? (ii) Did the Strategy, Finance and Resources Committee need an additional meeting in the year or some items removing from its remit? (iii) Where did reporting on Safeguarding, Health and Safety, Equality and Diversity and Equality best fit in terms of Committee reporting? 	

The Committees considered these issues.

SFR Meetings – it was noted that the Chair, Vice-Chancellor and Principal and Clerk had an action point to consider frequency of meetings and/or the establishment of an Estates Working Group which was to be taken forward. It was recognised scheduling of the meetings would need to avoid having meetings taking place too close together. It was agreed an Estates Working Group/Capital Committee would provide an opportunity to consider the detail further in a way that was not possible within the SFR Committee meetings when there were a wide range of issues to be considered. It was also possible that such a group might benefit from co-opted members. The need to ensure the separation of governance and management line was recognised.

It was AGREED the Chair, Clerk and Vice-Chancellor and Principal would meet to progress this and update the Board and the Committee.

Health and Safety Reporting – it was **AGREED** this would fit more appropriately with the remit of the Audit and Risk Management Committee and support triangulation with reporting already taking place there.

Safeguarding Reporting – it was **AGREED** this would fit better within the remit of the QuEst Committees, and support triangulation with reporting already taking place there.

Equality, Diversity and Inclusion – it was recognised this needed to be considered in relation to staff and students. It was **AGREED** there be a hybrid of reporting with student reporting at QuEst and Staff at SFR.

It was recognised that all these areas were ones of overall Board oversight.

HE and FE QuEst Meetings -it was noted this would be considered at the QuEST Committees and also be reflected on in the light of feedback from the Board Effectiveness Review which was currently ongoing. It was noted that if in the longer term the Committees did meet separately that there would be a need to increase membership and explore a co-opted committee member for the HE QuEst Committee.

It was that it was also planned to review:

- The agenda cycle
- Report format – ensuring the reports support strategic oversight, with further detail available where governors which to do a deeper dive.
- Meeting Timing and length
- Scheme of Delegation
- Report length
- Reflection on the terms of reference of the Committees to ensure they effectively recognise the FE Board's statutory responsibility for the quality of provision and the HE Board's responsibility for ensuring effective oversight of the quality of provision is clear.

again in tandem with the findings from the Board Effectiveness Review.

It was agreed it was helpful to try out meeting separately, whilst noting the

March
Board/
June S&G

	<p>benefits of meeting jointly in relation to maintaining knowledge and having one form of committee practice in place.</p> <p>It was agreed these issues would continue to be further explored.</p>	
S&G09/02/22	Diversity Update – Action Plan	
	<p>It was noted that a range of material to support consideration of diversity as a Board and in Board composition had recently been issued. This included the Advance-HE Diversity Toolkit, From Here to Diversity a Practical Guide to Recruiting Black and Asian Charity Trustees and guidance from the FE Black Leadership.</p> <p>The material highlighted the need for a Board to consider diversity and inclusion in all its practices and to have a Board and organisational commitment to this, which it is helpful to set out in an inclusivity statement as a central focus for this work. The Hartpury Equality, Diversity and Inclusivity Group will be considering this from an organisation perspective at its next meeting. The Board Effectiveness Review will also feed back to the Board on these points.</p> <p>It was noted that a range of areas had been built into an action plan to support the Boards’ commitment to improving Diversity as reflected in its Equality KPI. The Committees considered the action plan.</p>	
	<p>The Committees considered meeting engagement and if there were further actions which could be added for students and staff, it was particularly noted that Student Governors only had a very limited period to “get up to speed” and contribute.</p>	Clerk Feb 2022
	<p>It was confirmed that any additional diversity actions highlighted by the Advanced-HE Review would be added to the Action Plan.</p>	
	<p>Governors commented that the pre-recruitment processes should be very helpful in reaching individuals who might previously not have considered Board membership. It was agreed that they could be shaped as a package for potential governors who had been identified through an agreed process of having the potential to progress to Board membership. It was agreed that attendance at Board or Committee meetings would need to be managed confidentiality to ensure appropriate board dynamics were not impacted and confidentiality, although it was recognised as organisations receiving public funds that there was an expectation of general openness. It was agreed that the pre-recruitment processes would help build individuals confidence and understanding of a Board role. The need to engage with the community to identify candidates who might not previously have considered membership was stressed. It was suggested that another option to be considered was an opportunity to have a coffee and a chat with a governor. It was confirmed it would need to be an open process.</p> <p>It was agreed that the Director of Communication and Marketing could help support the production of Q&A etc. It was agreed it would also be helpful to invite them to existing event, but not limit the options only to these if the aim was also to reach a diverse range of individuals.</p>	

It was AGREED the Diversity Action plan should be updated to reflect the actions highlighted and taken forward.

S&G10/02/22

Succession Planning

The following documents had been provided to aid discussion:

- Terms of Office
- Skills Audit
- Committee Membership and Workload

The Committees had been updated with details on governors whose terms of office came to an end in September 2022. Where a final term had not been agreed the Chair discussed had with them whether they wished to be considered for a further term. Feedback on this and an update on their activity had been provided. It was agreed that any re-appointments made should be staggered to avoid such a number of governors' terms completing at the same time in future.

It was confirmed that re-appointments were considered by the Committee and subject to particular scrutiny where an individual had served more than two terms.

The College S&G Committee considered:

Patrick Brooke – it was noted he was Chair of the Audit and Risk Management Committee and brought a breadth of experience due to his audit and accounting experience. He was also a member of the Remuneration and Employment Committee. It was noted he was a qualified accountant which was a specified skill required by the Board. His required Statutory Compliance was in place, his attendance was good (100% for 2020/21) and he was active in his link governor role.

It was proposed Patrick Brooke be recommended to the Board for Re-appointment for a three-year term of office, i.e. from 1st September 2022- 31st August 2025.

Helen Wilkinson – it was noted she was the Chair of the QuEST Committee and that her current experience as a School Deputy Head, with experience of OFSTED, A'levels and English and Maths was very helpful. Her required Statutory Compliance was in place and she was active in her link governor role. It was noted that her attendance had been 64% during 2020/21 because of the impact of the pandemic on her work, but it was recognised that she continued to stress her commitment to the role and had recently undertaken AOC SW Governor Training.

It was proposed Helen Wilkinson be recommended to the Board for Re-appointment for a four-year term of office, i.e. from 1st September 2022- 31st August 2026.

The University S&G Committee considered:

William Marshall – It was noted he was a member of the Strategy and Finance Committee. It was noted he was a qualified accountant which was a specified skill required by the Board. It was noted that he had contributed a range of suggestions to support improved reporting to the SFR Committee and the Board. It was agreed he also had wide experience of capital

development which was beneficial.

His required Statutory Compliance was in place, his attendance was good (100% for 2020/21) and he was active in his link governor role.

It was proposed William Marshall be recommended to the Board for Re-appointment for a three-year term of office, i.e. from 1st September 2022- 31st August 2025.

10.50am Barbara Buck left the Meeting.

The College S&G Committee considered:

Barbara Buck – it was noted she was the Vice-Chair of the Board (although it was noted this was subject to a distinct appointment process), Vice-Chair of the Audit and Risk Management Committee, Vice-Chair of the QuEST Committee, Vice-Chair of the S&G Committee and the Remuneration and Employment Committee. She was also President of the Rugby. It was agreed she contributed a wide breadth of experience and enthusiasm and was able to triangulate through these roles.

Her required Statutory Compliance was in place, her attendance was good (100% for 2020/21) and she was active in his link governor role.

It was proposed Barbara Buck be recommended to the Board for Re-appointment for a four-year term of office, i.e. from 1st September 2022- 31st August 2026.

10.55am Barbara Buck re-joined the meeting and Henry Hodgkins left the meeting.

The University S&G Committee considered:

Henry Hodgkins – It was noted he was a member of the Strategy and Finance Committee and of the Search and Governance Committee. It was noted that as a local businessman he had good connections with the local business community which helped keep the Board engaged. It was agreed he had a wide experience, including previous involvement on a school governing body.

His required Statutory Compliance was in place, his attendance was good (100% for 2020/21) and he was active in his link governor role.

It was proposed Henry Hodgkins be recommended to the Board for Re-appointment for a three-year term of office, i.e. from 1st September 2022- 31st August 2025.

11am Henry Hodgkins re-joined the meeting and Edward Keene left the meeting.

The University and College S&G Committee considered:

Edward Keene – It was noted he was Chair of the Boards (although it was noted this was subject to a distinct appointment process), Chair of the Strategy and Finance Committees, the Search and Governance Committees and a member of the Remuneration and Employment Committees. It was noted that as a local farmer and businessman he had good connections with the local farming and business communities which helped keep the Board engaged. It was agreed he had a wide experience and that at a time of transition to a new Vice-Chancellor and Principal it was important to have

continuity. It was agreed his understanding of the landbased sector was important in a specialist institution.
His required Statutory Compliance was in place, his attendance was good (100% for 2020/21). (As Chair he did not undertake a link governor role.)

It was proposed Edward Keene be recommended to the College and University Boards for Re-appointment for a four-year term of office, i.e. from 1st September 2022- 31st August 2026.

It was agreed that succession planning for the roles of Chair and Vice-Chair for both Boards needed to be considered and should be brought to the next meeting.

Vacancies

It was noted that with the ends of term of David Seymour and Lisa Oliver in September 2022 there would be two vacancies on the university Board. It was noted that Hartpury already had three expressions of Interest but it was agreed that there should also be a wider advertising process in line with the Boards' commitment to diversity. It was recognised that Lisa currently Chaired the Audit and Risk Management Committee and that it was important to list this as a skill being specifically sought for one of the vacancies. It was agreed the advertising and interview process should be set up and advised to the June meeting.

It was agreed that the two recent applications be progressed to interview, and noted that the other individual had previously been interviewed.

It was agreed that no changes were required to the Committee membership at this time. It was noted that the Skills Matrix was being updated to include Alastair Grizzell, and that it was also planned to ask governors for further information on their Links through work/practice – local, regional and national
Types of Business knowledge background – small business/public sector/private sector/business owner.

**S&G
June 2022**

The Update was NOTED.

S&G11/02/22

Board Effectiveness Review Update

The Boards were updated on the ongoing Effectiveness Review.

The following had taken place

- interviews with a number of individual governors
- Desk based survey – Executive & Board members
- Update to Steering Group

The following were scheduled for week commencing 7th Feb

- Focus groups
- Observation 2 committees

Longer term the following were planned

- Observation Board 1st March
- Draft report for Steering Group
- Presentation of findings to Steering Group
- Developmental workshop 29th April as part of Board Strategic Days to discuss the report and consider options to implement the recommendations and support continuous improvement.

	<p>It was noted that feedback on the process to date by governors had been supportive.</p> <p>The Committees NOTED the update.</p>	
S&G12/02/22	<p>Board Development & Training</p> <p>The Committees were updated on recent development which had taken place. Suggestions for the Strategy Days were considered. It was noted that sessions such as the unconscious bias session had been valued and had a long-term impact. It was agreed that something on the external HE/FE and landbased sector would be helpful, for example to cover the recent Levelling-up Report and the HE White Paper – if it had been issued by then. It was suggested that David Corke, AoC was good. It was also suggested it would be helpful to have an FE Ofsted focus on curriculum intent, our priorities and how align to the region and the skills needs. A session from an OFSTED inspector might also be helpful. [now being progressed with the FE Board separately] It was agreed there could be separate sessions for HE and FE if this was helpful. It was agreed it could be helpful to do something on the direction of travel in education and to consider the Risk Register.</p> <p>It was confirmed that appraisals would be undertaken shortly by the Chair and Vice-Chairs.</p> <p>The Committees NOTED the update.</p>	<p>Chair/ VC&P/ Clerk March 2022</p>
S&G13/02/22	<p>Any Other Business</p> <p>None</p>	
S&G14/02/22	<p>Dates of Next Meetings:</p> <p>22nd June 2022 1.30pm</p> <p>15th November 2022 9.30am</p>	

The meeting closed at 11.10am