



HARTPURY

MEETINGS OF HARTPURY UNIVERSITY & HARTPURY COLLEGE SEARCH and GOVERNANCE COMMITTEES 2pm Wednesday 24th February 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 (until 2.30pm and from 3.40pm) |
| Mr Chris Moody | Present | Present |
| In Attendance | | |
| Ms G Steels (GS) Clerk to the Board | Present | Present |

| | | ACTION & AGREED DATE |
|------------------------|---|----------------------|
| S&G01/02/21 | Apologies There were no apologies. It was noted that Graham van der Lely would need to leave early. | |
| S&G02/02/21 | 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&G03/02/21 | 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 9 relates to the roles of individual members of the Committee – these interests were noted. | |

| | | |
|-------------|---|--|
| S&G04/02/21 | <p>Minutes of the Last Meetings – 9th November 2020</p> <p>The Minutes of the University and College Search and Governance Committee meetings held on the 9th November 2020 were agreed to be true and accurate records.</p> | |
| S&G05/02/21 | <p>Matters Arising</p> <p>The Committees had been provided with an action log which confirmed how actions were being progressed.</p> <p>Appraisals - It was noted that the annual governor appraisal process was ongoing.</p> <p>Student Governors - it was agreed that the current student governors were engaging well. It was agreed that the Chair would write to them to thank them for their ongoing support and contribution.</p> <p>Strategic Event – the importance of continuing with these was agreed. The preference was for an event which could be held in person, but it was agreed to ensure timeliness the proposed May event would continue even if it needed to be held remotely.</p> | <p>Chair March 21</p> |
| S&G06/02/21 | <p>HE Code of Governance</p> <p>The Committees had been provided with a paper setting the context of the HE Code of Governance and an assessment of Hartpury practice against the updated Code (issued September 2020) to identify areas for consideration.</p> <p>It was highlighted that the updated HE Code of Governance updated and extended the previous version of the Code, reflecting both broader public debates about governance and learning from past failures of governance at individual higher education institutions. The revised Code married new content with material retained from the previous version of the Code. Alongside a set of core values, seven primary elements of higher education are identified. It was noted that whereas previously to meet the requirements of the Code institutions were asked to 'comply' or 'explain', they are now asked to 'apply' or 'explain'.</p> | |
| | <p>It was noted that there was also a Code Of Good Governance For FE Colleges which Hartpury College had signed up to in 2015 when it had been issued. It was noted that the Code is currently the subject of a minor review, recognising that the White Paper may bring wider changes in the future. The initial review is expected to be taken forward in the next 6 months.</p> <p>A governor who is a member of the AOC Council also updated that the DfE Further Education Corporations and 6th Form Corporations: Governance Guide was being updated and requested any feedback on both the Code and the Guide for him to feedback at the AOC Council meeting on 15th March. It was agreed the Clerk would co-ordinate this information and ensure all college governors were advised of the opportunity. Key areas of change which had been flagged for inclusion were sustainability and EDI. A governor commented on the need to highlight that general guides tended not to reflect the variations from specialist colleges, particularly landbased colleges. It was agreed that a key point to reflect back was that the Code and Guidance</p> | <p>Clerk Feb/Mar 2021</p> |

| | | |
|--|---|--|
| | <p>needed to recognise specialist provision. It was noted that this was a point Landex continually highlighted.</p> | |
| | <p>The governor who is a member of the AOC Council advised that an issue which was currently receiving some discussion was the suggestion in the White paper of Remuneration for Chairs. It was noted any such arrangement would need a dispensation from the Charity Commission. Such a dispensation was already something which could be sought in exceptional circumstances. It was noted this was an area of mixed views.</p> | |
| | <p>2.30pm Graham van der Lely left the meeting</p> | |
| | <p>The Committees considered the assessment against the HE Code. Key point highlighted were:</p> <ol style="list-style-type: none"> 1. Sustainability (environment) – this had been recognised as a development area at Hartpury. It was noted it had recently been added to the remit of the SFR Committee and increased reporting was planned as the initiative develops. – it was agreed this was an area which was in progress. 2. Audit Committee Self-Assessment against the Audit Code – it was noted it was planned that this would be considered by Audit and Risk Management Committee in April 2021 3. Board Diversity – this was recognised as an area needing more work and that it was incorporated in the papers for the meeting. 4. Oversight of Complaints Processes – Oversight of Complaints is in place – it was AGREED that the Complaints Policy which is currently approved by the SMT is moved to be a Board Approval recognising it is a framework document. The need to ensure a distinction between Policy and Procedures going to the Board was recognised. 5. Succession planning – recognised as an area requiring more consideration which was considered within the papers for the meeting. 6. Culture of Openness on Board – no significant concerns - to be informed by Appraisal feedback 7. The governing body also needs to consider the benefits of appointing a Senior Independent Governor (SIG) or equivalent role and explain the rationale for decisions made in this regard. <p>The Committees considered this proposal. It was noted that a mechanism for the appraisal of the Chair needed to be further developed, however concern was expressed that such a proposal might lead to divisiveness on the Board, be insufficiently distinct from the roles of Chair, Vice Chair and Chair of Audit and prove counter-productive. The need for a very clear remit and role description if such an approach were to be pursued was recognised. The Clerk advised that in a recent survey on the HE Clerks Network of 35 responses 8 had a SIG in place, 12 were undecided, 5 had ruled out, 9 were unlikely to adopt and one was likely to adopt.</p> <p>At this stage, given the concern that it might cause division on the Board it was agreed the Committee would not recommend taking forward the SIG suggestion currently. It</p> | <p>Clerk Mar 21</p> <p>Chair & Clerk Mar 2021</p> <p>S&G Feb 23</p> |

| | | |
|-------------------------------|---|---|
| | <p>was agreed the position should be reviewed in two years' time.</p> <p>8. Removal of Governor Procedure – proposed to be added to Standing Orders</p> <p>9. Review – HEIs must conduct a regular, full and robust review of governance effectiveness with some degree of independent input. This will provide assurance to internal and external stakeholders and allow a mechanism to focus on improvement and chart progress towards achieving any outstanding actions arising from the last effectiveness review. It is recommended this review takes place every three years – it was agreed this be planned for 2021/22 when the university will have been operating for 3 years. The Committees agreed that a developmental review would be very helpful.</p> | <p>Chair/VC & P/Clerk May 2021</p> |
| | <p>Having discussed the points which had been highlighted through the assessment the Committees considered the other areas of the Code. It was agreed that in relation to Skills Audit it should be added that this was generally undertaken annually.</p> | <p>Clerk Mar21</p> |
| | <p>The University S&G Committee</p> <p>(i) APPROVED the Review of Hartpur practice against the revised HE Code.</p> <p>(ii) AGREED that at this time a Senior Independent Governor role should not be recommended to the Board as the distinctiveness of the role against other roles such as the Chair and Chair of the Audit Committee was not considered sufficiently defined. It was agreed that the position should be further reviewed in 2 years.</p> <p>The College S&G Committee</p> <p>(i) NOTED the position relating to the Code of Good Governance for FE Colleges. It was AGREED that once the Code had been updated that a further review against practice for the College Board should be undertaken.</p> | <p>Clerk/S&G Nov 21</p> |
| <p>S&G07/02/21</p> | <p>Governor Job Description and Code of Conduct</p> <p>The Committees considered the revised Job Description which had been updated to incorporate the Code of Conduct to streamline the documentation.</p> <p>The following minor amendments were agreed:</p> <ul style="list-style-type: none"> • The Logos to be made the same size. • 2.6 – to refer to university and college • 2.11 and to be added between “fairly” and “impartially” • 6.1 to refer to Graduation/Prize Day • 5 Removal – to be clarified • 6.2 confirm also remote meeting options • 10.1 – removal superfluous words • Reordering some skills • Removal time reference in Peron Spec as covered in JD <p>Following debate it was agreed that the description of skills required was sufficiently broad.</p> | <p>Clerk Mar 21</p> |

| | | |
|-------------------------------|---|--|
| | <p>The Committees AGREED the Governor Job Description and Code of Conduct for RECOMMENDATION to the Board for APPROVAL.</p> | |
| <p>S&G08/02/21</p> | <p>Standing Orders</p> <p>The Committees had been provided with updated Standing Orders for review. It was noted they had last been reviewed in January 2019. Additional references to Articles of Association had been added (previously only referred to Instrument and Articles) throughout.</p> <p>The more significant changes were highlighted and discussed:</p> <ul style="list-style-type: none"> • Contents added for ease of use. • Section 1 - Introduction expanded - agreed • Section 2 - Composition detail added. – refined and agreed • Section 5.3 – Leave of absence, detail added, removal procedure added - agreed • Section 6 – Quorum defined - agreed • Section 7 – meeting format, electronic meetings no longer defined as exceptional - agreed • Section 9.2 – declarations widened from financial - agreed • Section 12 – emergency reference removed, financial regulations pointed to. - agreed • Section 13 – Minute signing removed - agreed • Section 14 – seal variation included - agreed • Section 15 – “suggested caring responsibilities” – agreed this should be added and a separate guidance document on amounts and evidence required to be added. • Section 17 – Term of Office Chair and Vice-Chair – (not previously included), agreed should be added • Section 19 – Code of Conduct – reference revised - agreed • Section 24 – Complaints about board/Governors Added – revised following discussion <p>It was also agreed:</p> <ul style="list-style-type: none"> • the reference to a Co-opted governor with HE experience should be clarified. • there should be a further check to ensure references to the Vice-Chancellor/Principal as appropriate • 8.2 to be changed to University website • 13.2 Added to confirm the role of the Committee/Board Chair in approving Draft minutes prior to circulation • 16.2 – amount for independent advice (with approval of Chair raised to £5k and the following clarification sentence added “and the Board updated appropriately as agreed by the Chair (or Vice-Chair where there is a conflict of interest).” <p>The Committees AGREED to RECOMMEND the revised Standing Orders to the Board for APPROVAL.</p> | |
| <p>S&G09/02/21</p> | <p>Succession Planning</p> <p>The Committees had been provided with a paper of proposals related to succession planning supported by the Terms of Office for governors, Skills</p> | |

Audit for the Board and Committee Membership and Workload for context. The Committees considered the detail of the proposals. A proposal that a Chairs Group be established for a once yearly meeting to ensure they were sighted on the work of each other's committees was considered, but at this stage it was agreed the Board meetings and Strategy sessions provided an opportunity for this cross knowledge to develop. It was agreed this would be reviewed in a year.

The Committees considered succession planning recognising its importance to ensure the ongoing stability of the Boards and the organisation. The need to balance continuity and renewal was recognised, but the guidance on terms of office was noted. It was recognised that in a specialist institution it could be difficult to find governors with the appropriate skills, but it was noted that recent appointments had brought very useful additions to the skills base of the Boards.

The need to consider the composition of the committees in terms of diversity and length of term on the Board, to balance continuity and renewal and benefit from the most appropriate breadth of skills was recognised.

The Committees considered whether the Chair of the Board should also continue to be the Chair of the Strategy, Finance and Resources Committee, recognising that this had been raised during the Designation Trial by the FE Commissioner as a point to consider. It was recognised that a future Chair of the Board might not have the same remit. It was agreed that currently it was working well and at this stage should not be varied. It was agreed it should be kept under regular review recognising the need to develop succession planning for the Committee Chairs, Board Chairs and Vice-Chairs.

It was noted that a full College Board member would be required from September 2021 when Graham van der Lely stepped down and that there was also potential for a co-opted member of the University SFR Committee. It was agreed a full recruitment campaign should take place to try to reach a diverse range of candidates. Landbased knowledge was flagged particularly and also wider skills such as finance or audit.

It was noted that when governors completed their appraisal they were able to indicate any changes to committee membership they would welcome, and that this could be used to inform succession planning.

The following general approach was supported: **that ongoing succession planning was put in place to ensure that when individuals come to the end of their terms of office that new potential governors with the required skills and expertise are available for consideration, and extensions to terms of office, beyond the two terms of four years, become exceptional.**

The following recommendations were agreed:

1. It was **AGREED** that consideration of the membership of the University Search and Governance Committee would be taken forward to the May meeting.
2. It was **AGREED** that Kam Nandra be **RECOMMENDED** to be added to the membership of the College Search and Governance

Committee, subject to availability based on his skills, experience and the additional diversity this would bring to the Committee. It was **NOTED** that Kam has wide FE sector experience and is currently undertaking the ETF Diversity in Leadership Programme which would provide an additional helpful network for Hartpury to link into.

3. **Membership of the College S&G Committee PROPOSED as:**
 - Ex Officio Members: Chair of the Board, Vice-Chair of the Board, Principal
 - Up to 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 Ex Officio Chair and Vice-Chair of the Committee
4. Membership of the **University QuEST** Committee membership **CONFIRMED** as currently set, but consideration be given to ensuring improved links with other committees.
Chair to **CONFIRMED** as Prof. Ian Robinson to Sept 2022
Vice-Chair **CONFIRMED** as John Selby – Sept 2022
5. Membership of the **College QuEST Committee CONFIRMED** as it is currently.
Chair of Committee – **CONFIRMED** as Helen Wilkinson to Sept 2022
Vice-Chair – **CONFIRMED** as Barbara Buck to Sept 2022
6. Membership of the **University R&E CONFIRMED** as:
Ex-officio: Chair of Board, Vice-Chair of Board, Chair/Vice Chair of Quest
Up to two further governors to give total membership of 4
Ex Officio :Chair of Committee to be Vice-Chair of Board
Vice-Chair of Committee to be David Seymour until Sept 2022

The addition of a member of the QuEST Committee giving broader coverage of the full remit of the organisation to the Committee.

7. That the **Chair of the Board** is added to the membership of the R&E College Committee from 12th March 2021, recognising the Chair's key role in the appraisal and management of the Principal.
8. That membership of **College R&E Committee** is considered further at the May meeting.

3.40pm Graham van der Lely re-joined the meeting.
9. That the current membership of **University SFR** is **CONFIRMED**.

That the University SFR Chair and Vice- Chair roles be **CONFIRMED** until Sept 2022.
10. That the current membership of **COLLEGE SFR** is **CONFIRMED**.

That the College SFR Chair and Vice- Chair roles be **CONFIRMED**

| | | |
|------------------------|--|--|
| | <p>until Sept 2022.</p> <p>11. AGREED that a recruitment process for a full College Board member to be in place from 1 Sept 2021 when Graham van der Lely steps down.</p> <p>12. That the current University Audit and Risk Management Committee membership is CONFIRMED.</p> <p>That the Current Chair and Vice-Chair are maintained until Sept 2022</p> <p>13. That the current College Audit and Risk Management Committee membership is CONFIRMED.</p> <p>That the Current Chair and Vice-Chair are maintained until Sept 2022.</p> <p>14. That succession planning for the Board, Committees Chairs, Board Chair and Vice-Chair be considered further in the May meeting.</p> <p>15. That a recruitment process for a co-opted member for the University SFR be progressed.</p> | |
| S&G10/02/21 | Any Other Business None | |
| S&G11/02/21 | Dates of Next Meetings: 11 th May 2021 2 nd November 2021 | |

The meeting closed at 4pm