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Directorate:	Corporation	
Minutes of:	Search Committee	
Date:	5 May 2021	Time: 5.30pm
Venue:	Remote access via Zoom	
Present:	Nicholas Davies Steve Cochran Darrell DeSouza	Governor (<i>Chair of Committee & Corporation</i>) Governor Governor (<i>CEO/ Principal Uxbridge</i>)
In attendance:	Tracy Reeve	Clerk to the Corporation

1. Apologies for Absence

No apologies had been received.

2. Notification of interests Members may wish to declare relating to any item

None.

3. Minutes of the previous Search Committee meetings

The minutes of the meetings of 26 November 2020 were agreed and would be signed by the Chair.

4. Matters arising from the minutes of 26 November 2020

There were no matters arising that were not already covered by the agenda.

5. Current Structure of HCUC Governing Body

The Search Committee considered the current membership of the Governing Body at HCUC. It was noted that the Corporation at HCUC currently had one formal vacancies:

- One for a qualified accountant to fill the vacancy on Audit Committee

The meeting agreed that this vacancy should be maintained to enable the inclusion of RuTC governors post-merger.

Search Committee AGREED the following actions for implementation on 31 July 2021

- **Reappoint Ketan Sheth for a second 4 year term of office**
- **Reappoint Nick Davies for a second 4 year term of office; ND to extend his role as Chair of the Corporation for this second term.**
- **Extend Tracey Critchley for one year as Harrow Staff Governor**

6. Governance Structure post- merger with RuTC

• RuTC membership

The meeting was reminded that during the SPA process the proposal was to offer 5 or 6 governing body places to RuTC (including a staff governor).

Search Committee AGREED that this should be confirmed at 6 places plus an extra space for student governor. This would maintain an element of continuity and would produce a balance on the post-merger governing body to reflect the relative sizes of the pre-merger institutions.

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The Total Size of the HRUC Governing Body post-merger was AGREED as 21 – 14 external, 1 CEO, 3 staff and 3 students.

- **Selection of RuTC ‘applicants’**

Search Committee noted that there were 7 RuTC governors who had expressed an interest to join the HRUC Governing Body; there were 5 vacancies based on agreed GB size. Search Committee AGREED that all 7 possible governors offered a strong skill set and that there was a good balance of experience. The post-merger organisation would benefit from all 7 staying involved with HRUC in some remit. However, after consideration Search Committee agreed that the following 5 RuTC governors (judged as the best/ fit strongest) should join the HRUC Governing Body (i.e. designate appointments for 30 July 2021):

- Ian Valvona (DfE)
- Sue Kingman (Banking)
- Andy Chew (IT/ systems)
- Mike Sutcliffe (University and STEM)
- Vincent Neate (Auditor/ accountant and now teaching)

These five individuals were the current RuTC committee chairs, all had key skills which HRUC would need post-merger and also had reliable attendance records. HCUC Governors had also met/ seen all of these individuals on numerous occasions during the JSG process and believed that they would add to the existing team dynamic. The addition of the proposed five RuTC governors will fill the existing HCUC skills gaps (audit/ accountant and education). However, none of the RuTC governors will enhance the Board EDI characteristics; HRUC would be mindful of this moving forward.

In terms of committee membership, the Search Committee was proposing the following:

- Ian Valvona: Second Vice-Chair of HRUC
- Sue Kingman: Resources Committee & Search Committee (As Chair Of Search)
- Andy Chew: Resources Committee & Chair Of RuTC Capital Redevelopment Working Group (to sit under Resources Committee)
- Mike Sutcliffe: Quality Curriculum & Student Committee
- Vincent Neate: Audit Committee

Search Committee were concerned that RuTC were not considering the need for experienced governors to take forward the Richmond Upon Thames Stakeholder and Scrutiny Committee (SSC) post-merger. It was highlighted that during the previous merger several key Governors from each College (Uxbridge and Harrow) had moved from full Governing Body membership to take on a role as Non-Executive Adviser (NEAs) on the SSC. This had allowed some continuity in the scrutiny at an individual college level.

Search Committee members highlighted the strong communication between the Governing Body and the SSCs with all the NEAs being invited to the bi-annual Governor Strategy Days as well as other key events. There had also been some movement between the SSCs and the Governing Body post-merger with one NEA from Harrow SSC moving to Governing Body membership. This had proved a useful tool for governor succession planning.

Search Committee AGREED the following for RECOMMENDATION TO THE CORPORATION on 18 May 2021:

- ***The following five existing external RuTC governors be appointed to the post-merger governing body (‘HRUC’) on 30 July 2021 (current cessation dates/ terms of office to be maintained).***

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- **Ian Valvona (DfE)**
 - **Sue Kingman (Banking)**
 - **Andy Chew (IT/ systems)**
 - **Mike Sutcliffe (University and STEM)**
 - **Vincent Neate (Auditor/ accountant and now teaching)**
- **Committee membership to be as shown above.**
 - **HCUC Clerk (TR) should contact the Governance Adviser at RuTC to flag the concern around the need to plan for the membership of the Richmond SSC post-merger. This would be taken forward when the RuTC Principal designate appointment was confirmed.**
 - **Additional HRUC Governing Body Roles that would be offered to ex-RuTC governors at merger:**
 - **2nd Vice-Chair of Corporation (IV)**
 - **Chair of Richmond SSC (usually a Quality/ Curriculum governor) (MS)**
 - **Chair of Search Committee (SK)**
 - **Committee Vice-Chair roles with a view to succession planning (QCS, Resources and Audit)**

- **Other Governance framework matters**

Additional Sub-Committee: The meeting discussed the proposal from RuTC to establish an additional GB committee post-merger with oversight of key areas – Safeguarding/ Prevent/ EDI/ Mental health and wellbeing. There was some concern amongst members that this reporting was a key element of Quality, Curriculum and Student Committee scrutiny and this is where it should remain. It was also a strong feature of scrutiny at the college SSCs which allowed focus on the local college nuance within this subject. However, the ongoing importance of this subject area was fully appreciated and it was agreed that ongoing enhanced formal scrutiny would be valuable.

Search Committee AGREED that:

- **As a first step a standing agenda item should be added to every SSC meeting and every Quality Curriculum and Student Committee meeting.**
- **This should be reviewed in spring 2022 and consideration to be given to the need for an additional specialist committee.**

RuTC College Redevelopment Project Group: The meeting discussed the need to maintain this working group post-merger to allow oversight of the capital build at RuTC and included the GLA in its membership.

Search Committee AGREED that:

- **This Redevelopment Project Group (designated as a ‘working group’) should be maintained with its existing RuTC Chairmanship and should report into HRUC Resources.**
- **The Redevelopment Project Group Chair to be a member of Resources Committee.**
- **The ongoing need for this working group to be reviewed during the next few years as RuTC campus development projects were completed and others possibly evolved.**

Possible changes to the College Instrument & Articles: The meeting discussed the changes which had been flagged within the merger Governance Framework Action Plan as presented to

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the Joint Steering Group. The Chair highlighted the rigorous annual self- assessment of governance undertaken at HCUC and the regular review against the agreed governance KPIs and the Code of Good Governance.

The Search Committee AGREED that HRUC consider an external review of governance after 12-18 months of operation.

○ **Instrument 5/6 - Chair appointment** – The suggested change was that: ‘The Chair is appointed every two years. The Chair is eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served) the role will be advertised externally.’
Search Committee AGREED that the reference to external advertising should not be included as it was overly prescriptive and did not support succession planning for the role within the existing Governing Body.

○ **Article 12** on appointment of staff. Specify the process include external advertisement of senior post holder roles (this had been amended to be flexible at HCUC during the previous merger).

Search Committee AGREED that the prescriptive reference to external advertising should not be included as it had not proved ‘fit-for-purpose’ during the recent 2 mergers. The Governing Body would remain committed to transparent and fair recruitment processes.

○ **Adoption of the AoC Senior Post Holders Remuneration Code**

Search Committee AGREED that having previously considered this matter they saw no added value in formal adoption at this stage. Further consideration would be given to this matter as the revised English Code of Governance evolved.

○ **Committee membership** - The Search Committee recommends, and the Board approves membership to committees based on skills and experience.

○ **Succession Planning:** An HRUC Policy around succession planning for governance should be in place ready for the merger date.

Search Committee AGREED these two proposals and action to source a Succession Planning Policy would be taken by the HCUC Clerk pre-merger.

7. Any other business

There was no other business. The meeting closed at 18.35hrs.

8. Date of next meeting

November 2021 date to be confirmed.