

Board of Governors
Chair's minutes of the meeting held on 21 January 2015

Present:

Mr Andrew Scarborough (Chair)
Mr Victor Agboola
Prof David Baker
Mr Richard Horsley
Ms Helen Flach
Mrs Margaret Gardner
Mrs Sylvia Hughes

Mr Mark Mulcahey
Mr Martin Pettifor
Prof Nick Petford
Mr Nick Pitts-Tucker
Mr Nick Robertson
Mr David Watson

Apologies: Mrs Jill Ainscough and Dr Ron Mendel

In attendance:

Mr Nick Allen (Executive Officer) for items minuted as M6 to M13, Mr Anthony Bounds, (Head of Student Admissions) for item minuted as M5, Mrs Jane Bunce (Director of Student and Academic Services), Ms Claire Cross (HR Business Partner) for item minuted as M10, Prof Simon Denny (Director of Research and Enterprise) for item minuted as M6, Mr Mark Hall (Director of Finance), Mrs Yvonne Hawkins (Director of Universities HEFCE) for items minuted as M6 to M13, Miss Alice Hynes (Clerk), Mrs Deborah Mattock (Director of Human Resources), for item minuted as M10, Mr Terry Neville (Chief Operating Officer), Mr Damian Pickard (Deputy Director of Finance) for items minuted as M11 and M12, Mr David Pryn (Assistant Clerk).

M1/15 Welcome and Apologies

The Chair welcomed Prof David Baker to his first meeting of the Board and, although apologies had been received from Mrs Jill Ainscough, the Board welcomed her as she formally took up her role as Governor from 1 January 2015.

M2/15 Declarations of Interest

- 2.1 Standard Declarations of interest were noted as follows for members: - Mrs Sylvia Hughes, as District Councillor, East Northamptonshire Council and County Councillor, Northamptonshire County Council; Mr Andrew Scarborough, as Borough Councillor Wellingborough and Chair of Rowan Gate Primary School (Special Education);
and for those in attendance:
Mrs Jane Bunce, as member of NCC's Project Angel Group and the Cultural Quarter Programme Board, NEP Enterprise Zone Executive Group;
Mr Mark Hall, as Governor at Northampton College;
Mr Terry Neville, as Governor of Moulton College, member of Northampton Enterprise Partnership (NEP) Board, the Northampton Heritage Gateway Strategic Project Board and the NCCs Project Angel Steering Group.
- 2.2 Prof David Baker declared an interest as a member of the Board of the University of South Wales, a role he had held for the past four years.

M3/15 Minutes of the meeting held on 17 December 2014 and 11 November 2014.

- 3.1 Papers A and AR, comprising the Minutes and Reserved Minutes on the meeting held on 17 December 2014 were presented for approval, alongside Papers A2 and AR2, comprising the approved Minutes and Reserved Minutes from the meeting held on 19 November 2014. Members were asked to reconsider the minutes of the 19 November due to a mistake in the sequential minute numbering and to approve the amended version as in Papers A2 and AR2. In addition an amended Paper A and AR was tabled which had been corrected to follow the revised minute numbers.
- 3.2 The Board resolved to withdraw the minutes and reserved minutes of 19 November 2014 as approved and approve the amended versions in Paper A2 and AR2 and approve the minutes and reserved minutes of 17 December 2014.**

Action: Clerk

M4/15 Matters Arising

- 4.1 Paper B, on matters arising, was received. Noting the items being considered elsewhere on the agenda, updating was provided and there was additional comment as follows.
- 4.2 **On M239/14**, the Chair informed members that the updated CUC HE Code was now published and due to be considered by the Board in February. This provided a timely opportunity relating to follow up the work on the Board Effectiveness Review, to review interface of the executive, the Board and the Senate, including updating relevant byelaws, arrangements and policies.

Action: Clerk, Chair and Senior Independent Member

- 4.3 **On M246.3**, the Vice Chancellor confirmed that having been invited to support a new UTC in the north east of the County a decision was now unlikely for at least 12 months due to the forthcoming election. He explained that the University remained supportive and the Board would be updated further in due course.

Action: The Vice Chancellor

- 4.4 **On M246.6/14**, the Clerk updated members that, following discussion with the Chair of the Nominations Committee, of the five names for consideration for PAC only two or three had proved appropriate for further contact and one of those had withdrawn from the recruitment process. One contact was due to have a meeting in late January with the Chair. Members discussed the possibility of a recruitment exercise to find additional candidates. An additional suggestion was to adjust the balance of governors and externals on PAC, and increase the number of governors on the Committee, to give a broader skill set to the membership as well as addressing potential issues of quorum.
- 4.5 The Board resolved to change the terms of reference of the Project Assurance Committee to increase the governors to five and reduce the external membership to one for the time being and to ask Mrs Jill Ainscough to join the Project Assurance Committee.**

Action: Chair of Nominations and Clerk

4.6 **On M246.7/14**, the Director of Student Services explained that work to set up the strategic partnership with Navitas was delayed due to the company clarifying some legal aspects nationally. The Board would be updated further in due course.

Action: Director of Student Services and Director of Finance

4.7 **On M247.7/14**, the Vice Chancellor explained that work on structure and senior roles was ongoing and would link to the work on the Strategic Plan 2015 to 2020.

4.8 The Board resolved to ask the Vice Chancellor to provide a paper to the Board by the March meeting, and preferably by the February Board to describe the approach taken to increase capacity to address the challenges facing the University.

Action: Vice Chancellor, Chief Operating Officer and Chair

4.9 **On M257.2/14**, the Clerk reported the approval of honorary awards and reminded members of the forthcoming graduation ceremonies, requesting confirmation of attendance.

Action: All members and Clerk

4.10 **On M266/14**, the Director of Finance informed members that the ASSUR report had been submitted and no errors had been reported to the University.

4.11 **On M277.3/14**, the Chair of Advancement thanked the Board and those in attendance at the Governors Away Day for the positive and informative discussion on advancement. Members discussed its importance as a feature of the Strategic Plan and need to move ahead rapidly in developing the writing of cases for support.

Clerk's Note: Further discussion of a number of the matters arising above are held in Reserved Minutes 4.12 to 4.19 given the commercial confidentiality of the material.

4.20 **On M289.9**, Paper B Appendix 1 and 2, were received, being the letter from the Chair to UCU Executive and their response. The Chair informed members that the proposed earlier meeting with some members from the Board would proceed and potential dates were being explored. The Board reviewed who might take part in that meeting. Members discussed a wider programme of events to discuss Waterside with all staff and confirmed that such wider activities should take place. After discussion the view was taken that the Chair, the Deputy Chair and the Senior Independent Member should meet with Trade Union colleagues.

4.21 The Board resolved to explore dates for a meeting with Trade Union colleagues and to identify dates for wider Board engagement activities with staff and students.

Action: Chair, Clerk and UCU Executive

4.22 Further to the Clerk's Note, **at M282**, the Chair reported that following the Board of Governors Away Day on the 16th January, he and the Vice Chancellor, and a number of colleagues from the University, including the previous Vice Chancellor and Rector, had attended the funeral of Mr Christopher Davidge OBE DL. Mr Davidge would be much missed as a close and longstanding friend of the University. He had been involved from the early days of Nene College and had

made a significant contribution to the University in his role as chairman of the Foundation. The Chair of Board highlighted the wide range of Mr Davidge's successes and interests, sporting and charitable among others. The funeral service had given an opportunity for a celebration of his life and his many achievements.

M5/15 Note of Away Day Action Points 15-16 January 2015

- 5.1 The Clerk presented Paper B1 and 3 appendices being draft summary notes of the Awayday the previous week and the points from the discussion groups. Members confirmed that it had been an interesting and developmental event.
- 5.2 The Board received the draft summary notes from the Away Day and members were asked to send any further comment they wished to see recorded or conclusions to be added, to the Clerk as soon as possible.**

Mr Anthony Bounds, Head of Student Admissions joined the meeting

M6/15 University Recruitment update

- 6.1 The Vice Chancellor and the Head of Student Admissions gave a verbal update on the latest information on student recruitment; there was no Paper C1 tabled as detailed material would be presented to the February Board.

Clerk's Note: Further discussion of the topic is held in Reserved Minutes 6.2 to 6.4 given the commercial confidentiality of the material.

- 6.5 The Board resolved to note the current level of applications, and the trends indicated in a changing market context.**

Mr Anthony Bounds left the meeting

Mr Nick Allen (Executive Officer OVC), Prof Simon Denny (Director of Research and Enterprise) and Mrs Yvonne Hawkins (Director of Universities and College HEFCE) joined the meeting

M7/15 Research Excellence Framework (REF) Outcomes and consequences

- 7.1 The Director of Research and Enterprise presented Paper C2 and its appendices, comprising information on the Research Excellence Framework (REF) and proposals for the future development of research activity. The Paper made recommendations for a revised approach to Research with a key message of aspiration of achievements by 2020 (2020/20/200). He sought the Board's endorsement of the plans to drive research at the University forward. He explained the areas where the REF had showed the progress made since 2010 and with GPA calculations showing it had move some places upwards and the standard listing showing a one place upward movement. He emphasised the success in terms of research impact and the choice made to return a larger number of staff but across a smaller number of units of research assessment. He noted the action taken since the University had gained research degree awarding powers 10 years ago and confirmed there was still considerable distance to travel. Significant focus was required over the next period to advance the University towards its aspirations and to develop its research profile more in line with other areas of the University's success.

Clerk's Note: Further discussion of the plans for research activity is held in Reserved Minutes 7.2 to 7.5 given the commercial confidentiality of the material.

7.6 The Board resolved to thank the staff for their work to achieve the outcomes in the 2015 REF and to endorse the research ambition, proposed plans and associated recommendations for the period 2015 – 2020.

Action: Vice Chancellor and Director of Research and Enterprise

Prof Simon Denny left the meeting

M8/15 Waterside

Waterside Update January 2015

- 8.1 The Chief Operating Officer presented Paper D1 comprising the progress on the Waterside activity since December. He noted that site remediation was progressing with work on the substation on track. He explained that the tendering process for the main infrastructure development was in train. The Vice Chancellor explained that roadshows on Waterside had taken place with some follow up events at the end of the month. The discussions had been positive and the feedback from staff had shown a greater understanding of the work proposed at Waterside than had previously been anticipated.
- 8.2 The Director of Student and Academic Services updated the Board on ongoing discussions with academic staff regarding office space. She explained that through the meetings with staff there had been different opinions expressed on how space could be used some keen on task geared space other on linking it to subject clusters; continued discussion would be taking place to work up an acceptable solution staff had been part of designing. A member sought clarification of the process of programme management as different parts of the project and work streams developed. Although PAC was a focus for monitoring it was reconfirmed that PAC was not a decision making committee and carried out audit style functions. It was explained that there was an academic programme board at which the 13 work streams were discussed that included wider representation from within the University staff and students.
- 8.3 Members sought clarification on the engagement of students and potential students in the Waterside development work and communications. It was explained that in part the open days would address concerns from future cohorts. The University was actively working with schools and having focus group work with young people who would be University application age when the Waterside was scheduled to open. Members suggested that that such student and prospective student views could be used to demonstrate the changing requirements, to reinforce the need for change with staff at the University.

Clerk's Note: Further discussion of the Waterside update is held in Reserved Minutes 8.4 to 8.5 given the commercial confidentiality of the material.

8.6 The Board resolved to approve the Waterside update for January.

Action: Waterside Project Director and Clerk

- 8.7 The Clerk reported that there was a contract for signing approval with Ian Farmer Associates further to the previous reports.

8.8 The Board resolved to authorise the Chair and Deputy Chair to sign the contract.

Action: Chair and Deputy Chair

Academic work streams – Teaching and learning

- 8.9 The Director of Student and Academic Services presented Paper D2 and updated the Board further on the work on teaching and learning development undertaken by Professor Armellini. The ideas and work in progress had material had been shared with the Board at the Awayday.

M9/15 Minutes of the Project Assurance Committee

- 9.1 The Deputy Chair of Project Assurance Committee introduced tabled Paper D3, comprising the Minutes of the Project Assurance Committee 13 January 2015.

9.2 The Board received the Minutes of the Project Assurance Committee of 13 January 2015.

Action: The Deputy Chair of Project Assurance and the Clerk.

Mrs Deborah Mattock (Director of Human Resources) and Ms Claire Cross (HR Business Partner) joined the meeting.

M10/15 Policies and Procedures

Human Resources Policies

- 10.1 The Director of Human Resources presented Paper I1, comprising the Redeployment Policy, Paper I4 the Redundancy Policy and EIA appendix. She explained that there had been seven policies in place covering different aspects of these areas and it had been decided to undertake a deep seated review and bring them together into two key policies, as presented. The material was in final draft form and due for discussion at the JCNC later in January.
- 10.2 Members were informed that, the major changes being made to the policy on redeployment, sought to align the University's policies to current best practice norms. The University would seek to redeploy staff identified if possible, but the time during which a salary would be protected, when there had been a redeployment to lower graded job was being reduced to one year from two. It was explained that this was comparable to trends in the sector which ranged from one year to five years, being the case in some older universities.
- 10.3 On the redundancy policy, it was explained that the existing arrangements were to consult on possible redundancy for a month and having decided to proceed to consult again for a further month prior to redundancy being made. This resulted in up to 8 weeks of consultation period which prolonged uncertainty unhelpfully in most cases. The revised policy would merge the process and provided for a four week consultancy period. In addition the role matching processes which had previously been used had been replaced with a set of criteria which sought to remove previous concerns about the subjectivity of the matching exercises and was a far less complex process to administer.
- 10.4 Members sought clarification on the wording of the policy and it was explained that advice had been taken on the wording of the documents through the University's local lawyers – Shoosmiths. Members also queried the support given to staff, such as training, financial advice, job seeking, should they become subject to these policies and processes. It was noted that further work was in train to develop a pack of information including advice and guidance which would be made available at such a stage of implementation.
- 10.5 Members were asked to support the approval the policy, recognising that there were ongoing discussions with Union colleagues through the JCNC which were

in progress. Authorisation for Chairs action was proposed to permit the two policies to be approved in light of any further amendments arising from the JCNC meeting. Final versions would be lodged with the Board as a received paper or be returned for further review if necessary.

10.6 The Board of Governors voted and resolved unanimously to support the approval of the Redeployment Policy and Redundancy Policy and authorise Chair's Action to confirm the final versions in light of discussion with the next JCNC.

Action: Chair and Director of Human Resources

10.7 The Director of Human Resources presented Paper I2, comprising the Survey Policy. She explained the need for this new policy was due to the proliferation of IT surveys of students from various parts of the University, especially on their experiences on courses and of the facilities, which risked an overload and those key surveys such as the NSS having insufficient attention.

10.8 The Board of Governors voted and resolved unanimously to approve the Survey Policy.

Action: Director of Human Resources

Mrs Deborah Mattock and Ms Claire Cross left the meeting

Risk Management Policy.

10.9 Further to agenda item 7, the Executive Officer presented Paper E, comprising the revised Risk Management Policy. A number of queries raised previously on M268 had now been resolved and an amended version was presented.

10.11 The Board of Governors voted and resolved unanimously to approve the Risk Management Policy.

Action: Executive Officer

Mr Damian Pickard (Deputy Director Finance) joined the meeting.

M11/15 Period 4/5 Management Accounts 2014/15

11.1 The Director of Finance presented Paper F, comprising the Period 4/5 management accounts 2014/15. He explained that summary information from schools had been included at the request of governors. Governors confirmed that they found this detailed material helpful.

Clerk's Note: Further discussion of the financial situation is held in Reserved Minutes 11.2 given the commercial confidentiality of the material

11.3 The Board of Governors resolved to approve Period 4/5 Management Accounts and noted the income levels achieved.

Action: Director of Finance

M12/15 Annual Report on Investment and Future Proposals

12.1 The Deputy Director of Finance presented Paper G the Annual Report on Investments 2013-14 and Paper H on the Investment of cash surpluses, comprising a review of the previous year's investment performance and proposals for an approach to investment and proposals for minor adjustment to the Treasury Management Policy. He explained that, although a significant proportion of the funds associated with the Waterside development were

already invested through a GIC (Guaranteed Investment Certificate) with a fixed interest rate, the scale of other cash flow and other sources of funds meant that attention was needed on a more proactive investment approach now that previous arrangements with Lloyds Bank had been concluded.

Clerk's Note: Further discussion of the financial situation is held in Reserved Minutes 12.2 to 12.4 given the commercial confidentiality of the material

12.5 The Board of Governors resolved to approve the Annual Report on Investments 2013-14 and to set up a small working group of the Chair, the Director of Finance, the Deputy Director of Finance, Nick Pitts-Tucker, Nick Robertson and Richard Horsley to discuss further the investment proposals.

Mrs Yvonne Hawkins, Mr Nick Allen and Mr Damian Pickard left the meeting.

M13/14 Student Policies: Students' Union Code of Practice with University

13.1 The Clerk explained that an update to the document was need given changes in circumstances and staffing in both the University and the Students' Union since the document was first approved. The President of Students' Union confirmed the Student's Union had contributed to the wording and supported the changes. He highlighted other material confirming interaction with the University under the auspices of the Senate.

13.2 The Board of Governors resolved to approve the Student Union Code of Practice with the University.

M14/15 TRAC Submission 2013-14

14.1 The Director of Finance presented Paper J, comprising the methodology for the TRAC submission 2013-14 and appendix 1 tabled, being the TRAC data results. He explained that, given the level of the University's research income there was no longer a requirement for more detailed data collection as the University currently fell below the reporting income threshold. The submission gave the Board information on the balance between teaching and research activity.

14.2 The Board of Governors resolved to approve the TRAC Submission for the 2013-14 period.

Action: Director of Finance

Mrs Margaret Gardner left the meeting.

M15/15 Updated Procedures on Minutes and Quorum

15.1 The Clerk presented Paper K, comprising the Updated Procedures on Minutes and Quorum. She explained that on the quorum there had been occasions at both the Board and a number of its committees where the current arrangements for quoracy had meant the meeting either was inquorate and had to have a second meeting or there was a risk of being inquorate under the current rules. The wording in the current Committee Handbook, had been carried forward from earlier versions and the processes were no longer effective in the current pace of work and diary pressure. It was also noted that there were occasions when vacancies were being carried on the Board and its Committees and it was proposed that further wording be added to clarify the quorum in those cases.

15.2 The Board resolved to revise the Committee Handbook on the procedures relating to quoracy as proposed in Paper K and to add further wording on the quorum in the case of vacancies.

Action: The Chair and Clerk

15.3 The Clerk explained that there were also proposals to adjust the Byelaws and the Committee Handbook with respect to the availability and publication of Board and Committee agendas, papers and minutes. There had been press and other interest in the contents of the minutes, with several recent Freedom of Information requests. The minutes of the Board and certain of its Committees had been scrutinized by a number of key external stakeholders and as such some of the arrangements seemed to be out of date and in addition there was a desire for the deliberations of the Board to be more visible internally to staff.

15.4 The Clerk had proposed that with respect to the open minutes copies be placed on the staff intranet once final approval had been given by the Board or Committee and that after a suitable period – 3 months being suggested – they should be placed on the public web. That would permit a number of those external to the University to have easier access. She highlighted practice at other Universities which was similar or up to a 12 month delay and indicated that there could be advice from the relevant regulators on the topic in due course. While this would create some work with respect to the web in her view it would allow the balance between matters held in the reserved minutes and the open minutes to be maintained. Certain matters which might be considered more confidential in a commercially competitive context short term would have less relevance several months later. She had concerns to preserve the strict parameters of the reserved minutes noting that an increasing number of people beyond Board members were given access and the Board discussed material which was commercially relevant to the University and known to many staff but which the University might not wish to broadcast publicly at the time. The Paper proposed wording changes accordingly.

15.5 Members discussed the proposals and wished to support greater transparency by publishing minutes once approved to staff and the general public on the intranet and university website at the same time. It was considered that de facto once available to staff, the information might reach the public domain deliberately or accidentally in any case. Members were clear that there needed to be a clear distinction that reserved matters would remain confidential and that confidential papers would be held as such noting the standing item on the Board agenda. The Chair reminded members that they might need to review the material detailed in the open and reserved minutes in the future with particular attention. The Clerk highlighted in Paper K the timescales associated with the publication process proposed. She also explained that the current website and intranet were under development and that the publication of minutes using the public or staff pages of the website were not as yet completed but implementation requests were in train.

15.6 The Board voted (by six against and four votes in favour) and resolved not to approve the proposal to publish the approved open minutes after a delay of three months on the public web and instead to ask the Clerk to revise the proposed wording to publish as soon as feasible after the minutes were formally approved by the Board, and to arrange for staff intranet and public web publication at the same time.

Action: The Chair and Clerk

M16/15 Minutes of Senate

16.1 The Director of Student and Academic Services presented Paper L, comprising the Minutes of the Senate meeting on 10 December 2014.

16.2 The Board received the Minutes of the Senate meeting of 10 December 2014.

Action: The Vice Chancellor.

M17/15 Minutes of the Advancement Committee

17.1 The Chair of Advancement Committee presented Paper M, comprising the Minutes of the Advancement Committee 2 December 2014. He noted that progress was being achieved and that as a consequence Governors would become more involved in the activities associated with advancement.

17.2 The Board received the Minutes of the Advancement Committee on 2 December 2014.

Action: The Chair of Advancement Committee.

M18/15 Annual Monitoring Statement

18.1 The Chair presented Paper N, comprising the Annual Monitoring Statement for members' information; the document had been approved by the Vice Chancellor and had been submitted to HEFCE as required. Members confirmed that the contents were helpful and a valuable summary of the University's work in a number of areas.

18.2 The Board received the Annual Monitoring Statement.

Action: The Chair and Vice Chancellor.

M19/15 Annual Health and Safety Report 2013-14

19.1 The Director of Finance presented Paper O, comprising the Annual Health and Safety Report for 2013-14. He confirmed that the report had been discussed in the Audit Committee and no particular matters of concern raised. The track record in the year in question had been good.

19.2 The Board received the Annual Health and Safety Report 2013-14.

Action: Director of Finance.

M20/15 Annual Occupational Health Report 2013-14

20.1 The Director of Finance presented Paper P, comprising the Annual Occupational Health Report 2013-14. He confirmed that the report had been discussed in the Audit Committee and no particular matters of concern raised.

20.2 The Board received the Annual Occupational Health Report 2013-14

Action: Director of Finance.

M21/15 Update on Calendar and Board of Governors Activity

21.1 The Chair of the Board presented Paper Q, comprising a calendar and listing of events. It was noted that the Nominations Committee had been cancelled and business deferred to the April meeting.

21.2 The Board received the updated Calendar.

Action: The Clerk.

M22/15 Any Other Business

Chair

22.1 The Chair spoke of recent articles in the Times Higher Education Supplement. He explained that one article reported on the Board's response to media attention on the Vice Chancellor and the second about the arrangements for the new Waterside campus and engagement with staff. Members were in agreement the articles demonstrated that the Board had discussed the issues and taken appropriate action in both cases.

President of the Student Union

22.2 The President informed the Board that in the run up to the General Election a representative from the five larger political parties had been invited to campus to debate and explain their policies and manifestoes. The Students' Union was running a campaign to encourage students to vote.

M23/15 Confirmation of Availability of Papers

The following papers were declared confidential to the Board and other key senior staff involved:

- Reserved Minutes and Papers AR, AR2; B1, C2, D1, D2, D3, H, I1, I2, I4 and M.
- The Minutes and other Papers A,B,E,F,G, I3,J,K,L,N,O,P and Q were available on request
- There was no Paper C1.

M24/15 Date and time of next meeting

The next normal meeting of the Board would be **on 25 February 2015** at 10.15 in room MY 120 at **Avenue Campus**; followed by a visit to the new Innovation Centre on Black Lion Hill Northampton.

M25/15 Confidential Board discussion

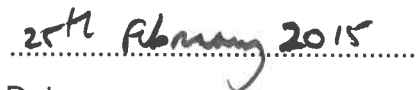
25.1 The Chair of the Board introduced a confidential item concerning the renewal of the Vice Chancellor's contract.

Clerk's Note: Further discussion of the arrangement is held in Reserved Minutes 25.2 to 25.3 given the commercial confidentiality of the material.

25.4 The Board voted and resolved unanimously to authorise the Chair to negotiate terms with the Vice Chancellor for a further contract of employment, noting the completion date of his current arrangements.


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Approved by Chair


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Date