

Board of Governors
Chair's Open Minutes of the meeting held on 21 October 2015

Present:

Mr Andrew Scarborough
(Chair)

Mr Victor Agboola

Professor David Baker

Dr Sue Dutton (arrived late)

Mrs Sylvia Hughes

Dr Ron Mendel

Mr Mark Mulcahey (arrived late)

Professor Nick Petford

Mr Martin Pettifor

Mr Nick Pitts-Tucker

Mr John Skelton

Apologies: Mrs Margaret Gardner, Ms Sara Goodwin, Mr Richard Horsley, Mr Nick Robertson and Mr David Watson.

In Attendance: Mr Nick Allen (Minute Secretary); Ms Celia Chapman (Lambie-Nairn) for item minuted as M216/15; Mr Robert Griggs (Waterside Project Director) for items minuted as M214/15 and M215/15; Mr Mark Hall (Director of Finance); Miss Alice Hynes (Clerk); Mr Martin Lambie Nairn (Lambie-Nairn) for item minuted as M216/15; Mrs Deborah Mattock (Director of Human Resources, Marketing and International Relations) for item minuted as M216/15; Mr Owen Morris (Head of Public Relations and Corporate Communications) for item minuted as M216/15; Mr Terry Neville (Chief Operating Officer); Mrs Jocelyn Prudence (Interim Clerk) and Mr Nick Sutherland (Lambie-Nairn) for item minuted as M216/15

M209/15 Welcome and Quoracy

209.1 The Chair welcomed Mr John Skelton to his first meeting of the Board of Governors. On behalf of the Board, the Chair also wished David Prynn, Assistant Clerk to the Board of Governors, a speedy recovery from a recent bout of ill health. The Chair also welcomed to the meeting Ms Jocelyn Prudence, proposed as Interim Clerk to the Board.

209.2 It was noted that the meeting would be inquorate until such time as two independent members, who were due to arrive later, joined the meeting. Any decisions requiring approval by the Board would be undertaken at such time as the meeting was quorate, or ratified at a subsequent meeting.

M210/15 Declarations of Interest

210.1 Standard Declarations of interest were noted as follows for members: Professor David Baker as a member of the Board of Governors of the University of South Wales; Mrs Sylvia Hughes, as District Councillor, East Northamptonshire Council and County Councillor, Northamptonshire County Council; Professor Nick Petford, as a member of Northampton

Enterprise Partnership (NEP) Board; Mr Andrew Scarborough, as Borough Councillor Wellingborough; Chair of Wellingborough Magistrates and Chair of Rowan Gate Primary School (Special Education); and Dr Sue Dutton, as a staff member of the Governing Council of The Open University.

210.2 For those in attendance those below were noted: Mr Mark Hall, as Governor at Northampton College; Mr Terry Neville, as Governor of Moulton College, member of South East Midlands Local Enterprise Partnership (SEMLEP) Board, the Northampton Heritage Gateway Strategic Project Board and the NCCs Project Angel Steering Group.

M211/15 Minutes of meetings

211.1 The Board considered the draft minutes of the meeting held on 23 September, Paper A. An additional minute 186.8 on Equal Pay Audit was proposed and accepted. A suggestion to make more minutes unreserved had been put forward by a member. After some debate and taking account the view of the Executive on greater transparency, the proposal was agreed.

211.2 Subject to its inquoracy, the Board resolved to approve the minutes and reserved minutes as a true record of the meeting held on 23 September 2015, after the addition of a new minute 186.8 and the removal of reserved classification on minutes 180.2, 181.3 and 181.4.

Action: Chair and Clerk

211.3 The Board considered Paper A2, the draft minutes of the meeting held on 29 September 2015.

211.4 Subject to its inquoracy, the Board resolved to approve the minutes and reserved minutes as a true record of the meeting held on 29 September 2015.

Action: Chair and Clerk

M212/15 Matters Arising

212.1 Paper B on matters arising outlined the progress undertaken since the last meeting. Matters in hand, undertaken or to be considered on the agenda elsewhere were noted. Additional comments were made in relation to the following matters.

New Posts within Marketing and International Relations

212.2 **On M177.8/15**, the Chief Operating Officer reported that the post of Head of Public Relations and Corporate Communications had been filled and the new member of staff would join the meeting later for the item on branding and strategic marketing. He also explained that the Advancement and Relationships Manager was currently being advertised with a closing date of 6 November. Members queried why the title of the post had changed from the job description which had been presented to the Board of Governors in September.

212.3 The Chief Operating Officer explained that advancement had been absorbed into the Research, Impact and Enterprise (RIE) professional

service at the University in light of the role of the Director of RIE to oversee the achievement of the Changemaker Challenges which had fundraising targets associated with them; as the post reported to a Director it would be designated as Director. The Deputy Chair added her concern that the title of "Manager" would not have sufficient credibility to secure the attention from those from whom the University would be seeking donations. In response, it was highlighted that the overall responsibility for fundraising remained with the Vice Chancellor and that this post would provide co-ordination and support to him and other senior staff. Further consideration on the issue was deferred to the discussion relating to the Advancement Committee recommendations.

Quality Assurance Agency (QAA) Higher Education Review

212.4 **On M177.11/15**, it was reported that the University was undergoing its Higher Education Review by the Quality Assurance Agency (QAA). Meetings had been held with the Vice Chancellor, other staff and students. The President of the Student Union commented that there was some concern that not all students were provided with an opportunity to speak at meetings which had been held. The Vice Chancellor alerted the Board to the recent consultation on the future of quality assessment in higher education and gave his view that this was likely to be the last institutional scrutiny by the QAA in this format.

Appointment of Clerk and Interim Clerk

212.5 **On M177.17/15, M199/15, M211/15 and M212** it was reported that Miriam Lakin had accepted the appointment as Clerk to the Board and would join the University from 1 January 2016. The confidential CV of Ms Jocelyn Prudence was received as Paper B1 and following an interview with the Chair, Deputy Chair and Chief Operating Officer, was recommended to the Board as Interim Clerk to the Board to cover the transition period to mid-January 2016.

212.6 Subject to its inquiracy, the Board resolved to approve the appointment of Ms Jocelyn Prudence as Interim Clerk to the Board.

Action: Chair and Clerk

Student Recruitment Position

212.7 **On M180/15**, in the absence of the Director of Student and Academic Services, the Chief Operating Officer reported that the University had met its UK and EU recruitment targets. There was a shortfall against the target for international students, however, the Director of Finance advised the Board that the target was likely to be met subsequently, with the recruitment to the second intake of international students from January 2016. It was confirmed that based on these figures, income levels were secure noting also the prudent budget which had been set for 2015-16, even recognising some anticipated withdrawal of students between enrolment and the census on 1 December 2015.

212.8 The Board was pleased with the confirmation of the student numbers and requested a regular update of the position which

would provide further assurances in respect of income, noting this could be part of the monthly financial material.

Action: Director of Finance and Director of Student and Academic Services

Marketing plans

212.9 On M181/15, the Board received Paper B2 which outlined student recruitment activity which had been taking place in north Northamptonshire. The Board noted that railway links from communities in this area of the County facilitated easier links to Leicester, Bedford and Luton which would provide these prospective students with better links to the University's competitors in these towns and cities. It was also noted that relationships with the Members of Parliament for constituencies in north Northamptonshire were not as effective as those in Northampton or in the South or West of the County. It was suggested that improving the University's profile in these areas was a task for the new Head of Public Relations and Corporate Communication. It was noted that the Director of Human Resources, Marketing and International Relations had sought views from the Board on prioritization and support information for the new Head; the Chair confirmed he would respond in due course.

Action: Chair/Head of Public Relations and Corporate Communications

Prevent

212.10 On M193.5/15, the Board received Paper B3, a tabled paper which comprised an overview of the HEFCE consultation of the monitoring framework for the 'Prevent' duty and the University's response to the consultation which was due for submission on 23 October 2015. The Chair noted that the proposed framework would include responsibilities laid upon the Board to receive and approve an annual report. It was also likely that Governors would need to receive training in the 'Prevent' duty as had already been undertaken in a number of areas of the public sector including the health service.

212.11 A member questioned the level of training that would be required to be completed and raised some concern about the impact the duty would have on freedom of speech and expression, and particularly if individual members of staff at the University were required to closely monitor students conduct in respect of 'Prevent'. It was explained that this matter had been raised by a number of other higher education institutions at earlier stages but that there was a requirement for the University to engage with the "Prevent" arrangements – hence the consultation from HEFCE about them and its work to avoid an overly bureaucratic monitoring framework. Universities were however seen as a key area for attention. An example of a UK University where it was perceived that a student had been radicalised was given. The Vice Chancellor explained that he received appropriate information from Northamptonshire Police and reported that the County was currently deemed at low risk.

212.12 Subject to its inquiry, the Board endorsed the University's response and noted the requirements which were likely to be imposed upon the Board and the University in relation to the 'Prevent' duty in the future.

Action: Chair, Director of Student and Academic Services and Clerk

IT Update report

212.13 **On M196/15**, the Director of Finance presented, Paper B4, comprising an update on the action taken since the PWC review of IT presented at the April Board. It was noted that this report had been considered by the Project Assurance Committee (PAC) and the Audit Committee at their last meetings. The Board appreciated this helpful update, and a member suggested that it would be useful also to see a hierarchy so that those matters of significant importance were more clearly identified comparatively. There were different views on the value of numeric proportions signifying completion compared to terms such as 'partially complete'.

212.14 The Chair of the PAC reported that there was significant discussion of the paper at the last PAC meeting and a number of key issues were identified. The Waterside IT Plan for Waterside would be launched shortly and it was noted that the Committee had been assured about the adequacy and competence of the personnel in place in the IT area as the Head of IT Services developed his team. The recruitment of new Governors and new External Committee members with expertise in IT was noted; the contribution and challenge they gave was beneficial, given the strategic importance of IT.

Clerk's Note: Further discussion of the item in held in Reserved Minute 212.15

212.16 It was noted that there would be a further review of IT and the Digital Transformation theme at the January Board. A member asked for a preview of the list areas that would be covered as part of this update report/ deep dive. The Director of Finance was asked to follow up with the Head of IT Services and circulate relevant list of materials for Board comment to ensure relevant assurances could be given.

Action: Director of Finance and Head of IT Services

Search Committee

212.17 **On M205.3/15**, the Board endorsed Paper B5, comprising the Terms of Reference for the Search Committee - Chancellor, which had been approved by Chair's Action; the Chancellor having announced her plans for retirement at the October Court. It was reported that the first meeting would be taking place that afternoon and the search process would formally commence.

Senior Post Holder Objectives

212.18 **On M207/15**, the Chair presented Paper B6, and reported to the Board that objectives for the Vice Chancellor and the Chief Operating Officer remained in preparation. The final wording and the measures to be used would be put forward in light of the key performance indicators being considered for the new Strategic Plan - see also M213/15.

Pensions

212.19 **On M207.3/15**, the Board received a report, Paper B7, which clarified changes to the Local Government Pension Scheme in respect of pensions

and tax. It was noted that further detailed discussion of this topic would take place at the next Remuneration Committee.

Mr Robert Griggs (Waterside Project Director) joined the meeting.

M213/15 Operational Plan

213.1 The Vice Chancellor presented Paper C, the University's Operational Plan key metrics for 2015-2020. Further to the Board's approval of the Strategic Plan, *Transforming Lives + Inspiring Change*, in May 2015, he reconfirmed the preparation of a single Operational Plan to achieve the implementation of the Strategic Plan and the avoidance of multiple strategies. He explained the series of targets and measures against which the University's performance would be assessed. He highlighted that the Board had reviewed a number of proposed metrics during the earlier stages of preparation of the Strategic Plan when the various aspects of the Balanced Scorecard were identified. Additionally, the Operational Plan contained an initial identification of indicators against which the success or otherwise of the Changemaker Challenges would be reviewed. These KPIs had not been defined as fully as other measures given the early stage of development on the Changemaker work and the need to engage with partners as part of the process.

213.2 The Chair thanked the Vice Chancellor and his colleagues for the work in developing the various targets and metrics for measurement shown in the Operational Plan. He confirmed the different stage of development of the main plan and the Changemaker Challenges and supported the approach adopted in relation to the Challenges, inviting comment on the draft Plan. The Deputy Chair welcomed the explicit targets and asked how these outcomes were going to be achieved. The Chief Operating Officer explained that there were underlying action plans and that the targets would be cascaded down from the University Management Team to relevant individual members of staff through the Performance and Development Review process. As an example, it was noted that within the Research and Enterprise Plan, targets were set for each of the Research Institutes, which would align with individual targets for members of the Institute.

213.3 The Board sought assurances that action would be taken where measures were not being met and it was recognised that the University Executive had been effective previously in pursuing objectives in light of the achievement of KPIs under the previous *Raising the Bar* strategic plan. It was also confirmed that the deep dives thematic consideration at Board meetings looking at different areas of work would provide further assurances of the meeting of targets against particular measures.

213.4 The Deputy Chair queried the further work required on the Changemaker Challenges, noting that these were cross-institutional projects, often in areas where the University had little or no control over the actions of partners and thus the result. It was suggested that it was important for the University to reflect on the impact of the University through the measurement of the internal KPIs. The role of the Changemaker Challenge Champions was recognised as key and their strong engagement

and accountability was seen as a major factor in the future success of the Challenges. The Chief Operating Officer confirmed that there was a need to work with external partners to refine the measures associated with the Challenges. The Chair added that in relation to the Challenge relating to Education, there was every opportunity for the University to make a significant impact on the performance of schools in Northamptonshire given the current position. This aligned with the University's mission and provided good opportunities for the University in terms of reputation. It was also suggested that students and their enthusiasm could also play a key role in terms of the achievement of the Challenges. A similar position was also highlighted in respect of the Health and Wellbeing Challenge with the Chair adding that there was an opportunity to share effective practice from elsewhere and bring that into Northamptonshire. The Deputy Chair, however, raised a concern as to the impact on workload for those appointed to lead the Challenges.

213.5 A member highlighted the need for relevant staff development as part of the process of cascading targets through the PDR process, to assist the University to achieve its strategic objectives. He argued that staff would also have to be freed from other responsibilities in order to complete this staff development, research and allied activities and noted overtime which was being undertaken by academic staff within Northampton Business School. The Director of Finance responded that line managers would need to review capacity and capability within their teams in order to meet the targets set. The Vice Chancellor added that some freeing up of academic staff time could be achieved by reviewing the assessment load on students, which was not necessarily productive. The Chief Operating Officer also pointed out that academic staff were being supported in the delivery of the new learning and teaching model with the appointment of new Learning Technologists who were supporting the conversion of learning and teaching activities into the new model.

213.6 The Chair proposed that in this respect, and other areas of the University, it would be beneficial to appoint project managers who would support change at strategic and operational levels and he commented favourably that the University was ahead of other universities in this respect. The Chair also suggested that an update on the Changemaker Challenges could form part of the agenda for the next Board Away Day.

213.7 Following further discussion and clarification, subject to its inquiracy, the Board resolved

a) to approve the targets and metrics detailed in the Operational Plan 2015-2020,

b) to recommend further review and detailing of the Operational Plans and KPIs associated with the Changemaker Challenges

and c) to support the implementation process proposed by the Vice Chancellor and his Executive to cascade it to staff, including through the PDR process.

Action: Vice Chancellor and Chief Operating Officer

Dr Sue Dutton joined the meeting

M214/15 Project Assurance Committee - October

214.1 The Chair of the Project Assurance Committee presented Paper D1, comprising the minutes of the meeting held on 13 October 2015. He reported that good progress was being made with the academic work streams which supported the University's move towards the occupation of the new campus. The Energy Centre Chimney was being turned in a site feature, and he confirmed the requirement for the facility and the consequent resolution needed for its financing at near to £8m. Close attention continued to be paid to utilities. The infrastructure contractor was active on the site and issues concerning the routing of a gas main under Nunn Mills Road were being resolved successfully. The planning permission for the student residences had been submitted and procurement of the contractor had begun with six companies expressing an interest, of which five were likely to be taken forward to the next stage. He also reported the return of funds from HMRC in relation to VAT which gave further confidence in the arguments being presented. He also confirmed that with the current position on interest rates holding to the agreed timescale for the PWLB remained the optimum solution.

Clerk's Note: Further discussion is held in Reserved Minutes 214.2 and 214.3.

214.4 The Board received PAC Minutes of 13 October 2015.

Action: Chair of PAC and Clerk.

215/15 Update on Waterside Project – October 2015

215.1 The Waterside Project Director presented Paper D2 and associated appendices. He reported that the proposed financing of the Energy Centre through further borrowing had been recommended by the Risk Sub Committee of Her Majesty's Treasury and would be further considered by more senior committees and with an anticipated positive outcome, would be recommended to the Minister shortly. The issue in relation to the erection of the chimney for the Centre had been further resolved by reduction in its height. Further work was being undertaken by Savills to promote the commercial use of the site and he explained that the demand for from potential commercial users was likely to be greater once they could see the sit infrastructure was in place – such as the bridge, roads and utilities as this would make it more appealing to potential tenants.

215.2 There were longer term concerns about the development of additional buildings for the University should the University lease part of the site but it was argued that this could be mitigated through the conversion of surface level car parks to multi-storey car parks, if space became more constrained. A member queried again the earlier decision to remove multi-storey car parking from the site in light of accessibility. In response, it was reported that this was unaffordable at present and importantly reflected the green agenda and a transport modal shift from cars to public transport. There was further discussion about the need for adequate parking and suitable enforcement systems. In response to a question from a member, the Chief Operating Officer confirmed that the University was entering into an agreement for the provision of a park and ride in Northampton.

215.3 The Waterside Project Manager reported that the demolition of the façade of the former power station would begin shortly and that an on-site Commencement Ceremony would be taking place that week. He also reported that terms had been agreed with a town centre venue for a location for the University's Students' Union social facilities. He also informed the Board that the fundraising campaign, Invest, and in particular that capital aspects, was being launched and the associated website would be made live in the near future.

215.4 A member suggested that there remained a need to reassure the University community that the project was being managed effectively in light of what seemed to be a move away from the concept of a single campus, with the use of a variety of other smaller sites and the use of buildings and facilities in the town centre but off the Waterside campus itself as part of the move. The Chair explained that in his view the University was responding adequately to the conflicting needs in terms of space. A needs assessment had taken place with colleagues from across the University and innovative solutions had been proposed. The Chief Operating Officer further explained that through the project planning process, there had been discussion about the use of space out-with the Waterside Campus. This supported the aspirations of the local stakeholders who sought to see the University as integral to the town centre. The Vice Chancellor added that it would not have been cost effective to have considered building specialist facilities on the new campus when there were existing spaces within the town centre, such as a theatre.

215.5 The Waterside Project Director explained that the decisions being made by the project team were undertaken with efficiency and value for money in mind. Any unnecessary additional cost would have impacted on the specification of the academic buildings. He added that building a brand new campus seven years after it was initially discussed was a herculean task. He considered that once occupied, the campus would become a valuable destination which would reap financial benefits for the University. The Chair concluded the question raised by advising that he was not aware of any issues in relation to slippage of the project and that if further communication was necessary internally action could be taken. He saw it as important that any negative perception of the project which extended beyond the University into the local community would require careful management. It was key for the University to continue to control the project effectively up to and including occupation and that he considered through to assurance from PAC, Board members were content that the project was on track.

215.6 The Board resolved to approve the Waterside update for October
Action: Chief Operating Officer and Waterside Project Director.

Mr Robert Griggs (Waterside Project Director) left the meeting and Mr Mark Mulcahey joined the meeting and the meeting became quorate.

M216/15 Strategic Marketing

216.1 The Chair welcomed Ms Chapman, Mr Lambie-Nairn and Mr Sutherland from Lambie-Nairn to the meeting. The Vice Chancellor introduced Mr Lambie-Nairn, as an Honorary Doctor of the University and reported that the University had worked with the organisation in the past. It was reported that the consultancy had been asked to support the University in terms of its branding and strategic marketing in relation to preparation for the occupation of the Waterside Campus. The Board received a presentation copies of which were tabled as Paper E. Mr Lambie-Nairn also circulated a book which outlined the work of the organisation Received for the Record as Paper E Appendix 1.

216.2 Mr Sutherland reported that Lambie-Nairn worked with commercial and not for profit organisations including Channel 4, O2, the BBC, the Royal Opera House, Crick Institute and was currently working on the rebranding of the Beano comic. The project with Northampton considered how the University could be effectively presented to its key stakeholders, with a suggested review of its visual identity and proposals for advertising collateral. It was recognised that the higher education sector was particularly competitive and that there was a need to make the University distinctive and articulate its unique characteristics. The approach was to draw on the internal culture to establish a focussed clear single message conveying the essence of the University.

216.3 The project with the University would go through five phases – audit; positioning; identity; engagement and voice. Initially there had been desk-based research and interviews with University staff and students. A series of questions were posed which asked respondents to consider the positive and negative aspects of the University, what the University meant to other people, its purpose and seek to distil the University message to a single word. Parallels were drawn with other organisations, with other university websites being reviewed including the University's key competitors. It was noted that a number of these Universities used similar phases and wording to articulate their institution. There was also reference to league table performance, employability and student satisfaction metrics which were used by many institutions in their strategic marketing and on their websites.

Clerk's Note: Further discussion of this item is held in Reserved Minutes 216.4 and 216.5

216.6 A question was raised about the next steps and it was noted that the draft concepts would be considered in more detail through the following phases and by prospective students. The link to the new campus was also queried and it was confirmed that decisions on imagery would need to be made shortly in order to inform the construction of the campus. The next steps of the project were outlined and it was noted that implementation of the new brand would begin in April 2016 to align both to arrival of students who would experience the new campus and the signage and colour palate for the Waterside campus. The Board would be involved in any final decisions on further work and on branding and character.

216.7 The Board resolved to receive the update on branding and strategic marketing 2020 and thank Lambie-Nairn for their very interesting work and the presentation to the Board, noting the options for further work on the topic.

Action: Vice Chancellor

Ms Chapman, Mr Lambie-Nairn and Mr Sutherland left the meeting.

Clerk's Note: Further discussion of the item is held in Reserved Minute 216.8.

M217/15 Recommendations from Advancement Committee

217.1 The Chair of Advancement Committee presented the first part of Paper J the recommendations from the Advancement Committee. He explained that Professor Simon Denny as Director of Research, Impact and Enterprise had taken the lead on the organisation of advancement work, with the new staff member due to report to him. In light of a report from Professor Denny some further adjustment to targets and nomenclature was proposed. A budget had been established but the Board was alerted to the likely need for proportionate increase as general practice suggested 15% of any target amount was the usual cost of raising it. He reported that recruitment had begun for key posts and that the team would comprise permanent staff but would need volunteer contribution. He especially emphasised to need to ensure that proper thanks were given in response to any donation received – however small or large and the team would need to be sufficiently resourced accordingly.

217.2 The Chair of Advancement reminded the Board that the advancement team would need to draw on their experiences and secure their participation. Given this, the Chair of the Advancement Committee suggested that the membership should be given relevant support, have regular update from the team and for the Committee to meet on additionally if necessary. He queried the relationship with the fundraising and progress on the Changemaker Challenges and the position of the Committee's authority and that of the Board. In response, the Chair of the Board confirmed that fundraising was critical to the University's future and the role of the Committee to monitor performance in this area was key. The Changemaker Challenge work was of such strategic importance that the focus of attention would need to remain at the Board level. In his view there was no need to increase the frequency of the Committee meetings as work would be occurring through the campaign groups but encouraged regular reporting to the Board.

217.3 The Chair of Advancement highlighted the key role to be played by the Vice Chancellor and other senior managers in terms of fundraising. There was further consideration of the expertise in advancement being recruited. A member expressed deep concern that the Board had previously strongly supported the appointment of a Director of Corporate Affairs to oversee this area and in noting the inability to recruit to this post and the executive decision to appoint more two junior post holders to oversee public relations/corporate communications and advancement, there was a question of whether the Board's view was being dismissed in this respect. It was acknowledged that the Board had received draft job descriptions,

describing the role as a Director and concern that without sufficient seniority access might be difficult. However it was also argued that irrespective of the level of a postholder to lead in terms of expertise on advancement, there would always be a need for the Vice Chancellor to be more personally involved in this area of work. A member suggested that the name was key to be able to gain a hearing and that in light of this, some consideration might equally be given to the title of the Vice Chancellor; noting that in some other higher education institutions the title of President had been adopted which was similar to institutions in the United States who had president and provost.

217.4 The Vice Chancellor indicated that he was confident that the Director of RIE would effectively lead this area in co-operation with key senior managers, particular those who had been identified as leads for the Changemaker Challenges. In response to a query about the Director's experience in fundraising it was confirmed that the Director of RIE had track record and expertise in securing external funding. It was also confirmed that targets for fundraising were included within the Operational Plan which would be cascaded to individuals within the Advancement team and other senior managers.

217.5 A number of Board members remained unconvinced that the title of Advancement Manager as reported earlier in the meeting as a revised name for the role would attract the right candidates and allow the person to operate successfully. The Chair expressed his view that the Board should not be too concerned about hierarchy and position; reminding members of the removal of the former Pro Vice Chancellor posts as an example of how more junior members of staff had been able to step into senior roles and had been able to contribute effectively to the overall operation of the University through successful empowerment. The Chair considered that the Board should continue to be assured of the management of this area through regular contact between itself and key members of staff. The principal manner in which this would be undertaken would be through the Advancement Committee. Recognising the continuing underlying concern the Chief Operating Officer indicated that an adjustment to designate the post as "Head" might resolve the issue and this appear to have support.

Action: Chief Operating Officer

217.6 The Chair of Advancement also reported that, in response to points being raised privately by several members of the University Court, a dinner of key stakeholders would be taking place on 16 November to discuss the University's endeavours in this area. Their advice was also being sought in relation to the securing of a new Chancellor. A member suggested that the Search Committee should consider fundraising skills and suitable networks as a key attribute in the recruitment in the new Chancellor of the University.

Action: Chair of Board and Clerk

217.7 The Board resolved to:

a) rename the Endowment Fund as the Social Impact Fund retaining student-related funds to be under a single heading as the Chancellor's Fund;

b) re-profile the donations sought as recommended by the Advancement Committee namely;

Fund	Total £ By 2018	Total £ By 2020	Total £ By 2030
Capital	10,000,000	15,000,000	30,000,000
Social Impact	6,000,000	10,000 000	20,000,000
Chancellor's	3,000,000	5,000,000	10,000,000

c) confirm the work undertaken to establish a website in support of fundraising and philanthropic giving and the view of the Advancement Committee that the imagery should be aligned with relevant projects and the overall University brand;

d) make Advancement a topic in the Board Awayday in January 2016 and a key feature of the Spring Court meeting in March 2016, and

e) note the arrangements for a dinner with certain key supporters including a number previously involved with the University Foundation.

Action: Chair of Advancement Committee and Clerk

218/15 Earlier decisions

218.1 The Chair alerted the Board to key earlier discussions where a decision was needed more urgently – the approval of the September minutes, the appointment of an Interim Clerk and the Operational Plan. Other decisions would be confirmed by the next Board meeting.

218.2 The Board, being quorate, approved the minutes of 23 September and 29 September 2015 as indicated in M211.2 and M211.4; the appointment of Jocelyn Prudence as Interim Clerk as indicated in M212.8 and the Plan as indicated in M213/15.

Action: Chair and Clerk

Dr Mendel, Mr Mulcahey and Mr Pitts-Tucker left the meeting which resulted in the meeting becoming inquorate.

M219/15 Period 2 Management Accounts

219.1 The Director of Finance presented Paper F, comprising the management accounts for the period ending 30 September 2015. It was reported that as a result of an effective student recruitment campaign, income had a positive variance. However, it was noted that the forthcoming Comprehensive Spending Review and the likely impact on the higher education sector might lead to a reduction in income received from HEFCE in the April to July 2016 period. In support of the incoming student cohort, particularly those recruited during Clearing, budget previously identified as contingency had been reallocated to increase in the funding for the Centre for Achievement and Performance. It was noted that 150 Level 0 Foundation year students had also been recruited. The Director of Finance reported that non-pay spend was under control. He added that once the University submitted its Higher Education Students Early Statistics (HESES) return, confirmed income would be allocated to Schools according to performance.

219.2 In terms of capital spending, there was expenditure for Science, Technology, Engineering and Mathematics within the Newton Building to create spaces which would prefigure the Waterside Campus to experiment with new learning methods. There was further expenditure in the Podiatry Clinic and the University was newly in receipt of funding to support outreach collaborative networks. The Director of Finance also confirmed that funds had been received from HMRC with respect to VAT refund.

219.3 A member queried the negative variance relating to research and enterprise in the School of the Arts and it was confirmed that at period 4 or 5, there would be a more detailed review of the institution-wide spend in this area. It was recognised that performance was being monitored carefully with respect to this School.

219.4 Noting its inaccuracy, the Board of Governors resolved to approve Period 2 Management Accounts for the 2015-16 year.

Action: Director of Finance

M220/15 FRS 102 and Ongoing Impact

220.1 The Director of Finance presented Paper G, which outlined the changes to accounting rules and the impact on the University. It was noted that the application of these new rules would require alignment of the University's statutory accounts with the International Financial Reporting Standards and would lead to a restatement of the final figures in the 2014/15 accounts. The University had engaged the services of PWC to support this activity and a dedicated member of staff was working on it. It was reported that other higher education institutions with more complex subsidiary and capital structures were likely to be impacted by these changes more severely compared to the University. The University was in any case writing down assets in light of the Waterside move. The impact of the revised accounting rules would be seen more clearly in the statutory accounts being presented to the Board at its next meeting.

220.2 Noting its inaccuracy, the Board resolved to endorse the work being undertaken to ensure the University remained compliant with the requirements of FRS102.

Action: Director of Finance

M221/15 Risk Management

Risk Register

221.1 The Chief Operating Officer presented Paper H1, comprising the University's Risk Register as at October 2015. It was noted that the Audit Committee had considered the risk register at its last meeting and had endorsed a recommendation made to present to the Board those risks which were fundamental to the University – covering strategic, business as usual and Waterside project based risks. The Board supported the analysis of fundamental risks, the mitigating actions and the contingency plan. It was confirmed that there were no identified concerns in assurance or control in relation to these risks.

221.2 The Chief Operating Officer advised that the Audit Committee (see M223) had recommended via the Board that the University's Risk Management Group consider the inclusion of risks relating to the achievement or otherwise of income from philanthropy.

221.3 Noting its iniquoracy, the Board resolved to approve the Risk Management Report on the Risk Register for October, endorsing the recommendation from the Audit Committee for further Executive consideration of risks associated with the achievement of advancement targets.

Action: Chief Operating Officer and Executive Officer (OVC)

Risk Management Policy

221.4 The Chief Operating Officer presented Paper H2, comprising the revised Risk Management Policy as proposed for 2015-16, with changes highlighted in the Appendix 1. He explained that the changes to the Policy had been considered and was recommended by the Audit Committee at its last meeting.

221.3 The Chair of PAC highlighted the absence of clear reference to the role of the Project Assurance Committee as a key aspect of the governance of risk management for the University and its key role in providing oversight of risks relating to the Waterside project.

221.4 Noting its iniquoracy, the Board supported the changes to date and requested a final version of the Risk Management Policy with inclusion of a new section on the PAC, for confirmation at the next meeting or by electronic means.

Action: Chief Operating Officer and Executive Officer (OVC)

M222/15 Staff Survey Outcomes

222.1 The Chief Operating Officer presented Paper I, comprising the outcomes from the staff survey conducted in 2015. He explained that there were improved ratings in many areas compared with the last survey. The Vice Chancellor highlighted the significance of the work and that the Board should recognise that compared to other organisation the response was good with almost half of the University staff having taken part in the Survey. It was pleasing that these results demonstrated an improvement in a considerable number of the questions asked compared to the previous year and the numbers agreeing with the strategy and with positive support for the Changemaker work.

222.2 Noting the favourable result relating to communication with staff and the upturn with respect to health and wellbeing, members also questioned when the Board would receive an update on those areas which were identified as requiring further work. The Chief Operating Officer explained that an action plan was being devised for each of those areas identified and it was noted that the update on the work undertaken would take place as part of the deep dive into Human Resources as normally scheduled for the April Board.

222.3 The Board received the report on the Staff Survey 2015, thanked the Human Resources team and noted the follow up information to be presented to the April Board within the Human Resources report.

Action: Director of Human Resources and Clerk

M223/15 Recommendations from Audit Committee

223.1 In the absence of members of the Audit Committee, the Chief Operating Officer presented the second part of Paper J, the recommendations from the Audit Committee and number of which had been discussed earlier in the meeting.

223.3 Noting its inaccuracy, the Board resolved that it was satisfied

- a) by the assurances provided by the Audit Committee in respect of the University's responsibilities to HEFCE relating to the HEFCE Assessment of Institutional Risk;**
- b) in the progress which was being undertaken in relation to the IT/PWC action plan and the Board confirmed that further consideration be given to the topic of digital transformation at its January meeting to include material on risk and vulnerability;**
- c) with the consideration of the internal audit report relating to the Procurement Arrangements for the Waterside Project.**

And

- d) the Board resolved to ask the Executive to consider how the risks concerning the Advancement work of the University be placed on the Register in terms of Strategic Risk, Business as Usual Risk and risk to the Waterside Project;**

Action: Chair of Audit Committee and Clerk

M224/15 Compliance and Governance

224.1 The Clerk presented Paper K, comprising proposals about the use and access to the new shared drive for governors – Governance 1. The paper also requested feedback on the material now held in the Governance 1 Governors Handbook and made suggestion about the different levels of access. There was concern about the volume of material to be considered and others were also unsure about a possible increase in the number of communications out-with the Board meeting as a result of the introduction of the shared drive.

224.2. Concern was also expressed about the quality of the covering papers with the view that these should be refined so as to highlight key points and make it easier for the Board to understand the decisions required and the key messages. The Chair suggested that a shorter Board agenda with a repository through which members and colleagues could access background information and documentation, which provided them with assurances, could support a more effective governance process. The Vice Chancellor explained that the University Management Team (UMT) did not receive covering papers, leaving authors to highlight key points in their verbal reports. The Chair commented that this could be considered by the Board and that the reuse of material already presented to the UMT would be helpful in terms of workload with the interconnection being important. Others were keen to have clearer papers containing material they could

absorb in advance of the meeting and use the time for questions rather than presentation of information.

223.3 Noting its inaccuracy, the Board resolved to

- a) receive the report on progress towards the digital transformation of its own work practices;
- b) approve an addition to the electronic Board procedure - *A record is kept for the record in digital form in a designated folder of the request and the responses* and confirm the use of Clerk's discretion in interpreting replies;
- and c) approve the access arrangements for the Governance 1 shared drive – including proposed restrictions and the names given access including those to be added as indicated in Paper K 5.5.

Action: Chair and Clerk

223.4 The Board noted the material on the public web on governance; requesting members to update as necessary biographical information and to provide further feedback on the web and shared drive contents and confirm their need for hard copy material in the future.

Action: All members and Clerk

M224/15 Minutes of the Advancement Committee

224.1 The Chair of the Board presented paper L, comprising the minutes of the meeting of the Advancement Committee held on 29 September 2015. Recommendations to the Board had been considered earlier in the meeting see M217.

224.2 The Board received the minutes of the Advancement Committee meeting of 29 September 2015.

Action: Chair of Advancement Committee and Clerk

M225/15 Report on Court Meeting held on 8 October 2015

225.1 The Chair presented Paper M, the tabled draft report of the Court meeting which had taken place on 8 October 2015. It was noted that the meeting had considered the Changemaker Challenges and further detail on the discussions which had taken place during the parallel sessions would be added. It was also reported that the Chancellor had announced to the Court meeting her formal resignation from the role of the Chancellor of the University.

225.2 The Board received the draft report of the Court meeting on 8 October 2015.

Action: Chair and Clerk

Clerk's Note:

The final version of the Court summary report is held for the record as Paper M2 in the shared drive, having been circulated following the meeting.

M226/15 Minutes of the Audit Committee held on 15 October 2015

In the absence of the members of the Audit Committee, the Chief Operating Officer presented key points from the meeting of the Audit Committee held on 15 October 2015. Recommendations to the Board had been considered earlier in the meeting see M223.

Action: Chair of Audit Committee and Clerk

Clerk's Note:

The Chair's minutes of the Audit Committee meeting of 15 October 2015 are held for the record as Paper N in the shared drive, having been circulated following the meeting.

M227/15 Vice Chancellor and COO Report - October

227.1 The Vice Chancellor presented Paper O, comprising the October Update.

227.2 The Board received report from the Vice Chancellor and Chief Operating Officer for October 2015.

M228/15 Update on Calendar and Board of Governors' activity

228.1 The Clerk presented Paper P, comprising the update on the calendar and related Board of Governors' activity.

228.2 The Board received the Update on Calendar of Board Activity and confirmed the requirement for an additional Board meeting in December prior to the Governors Christmas Lunch.

Action: All members and Clerk.

M229/15 Any Other Business

Chair of the Board of Governors

229.1 The Chair reported on his attendance at the recent Committee of University Chairs' Autumn Plenary. The meeting had discussed the forthcoming Green Paper on higher education from the Department for Business Innovation and Science (BIS), which was likely to include reference to a Teaching Excellence Framework and revised models of quality assessment. The Chair reported some disquiet amongst some heads of governing bodies of certain Universities about the likely impact of the more formal review of teaching and the connection to funding through permitted fee levels. The Chair also reported that the Vice Chancellor had delivered a session at the CUC meeting on procurement, which had been well received by attendees.

229.2 The CUC meeting had also discussed the complex position of the Home Office compared to other government departments on encouragement or not of international students; including the stance taken on their inclusion in the net migration targets. The decisions which had been taken by the current and former Government on this matter encouraged prospective students to consider competitor nations for their higher education studies. A downturn in applications from particular countries to UK universities was noted. The Chair and the Vice Chancellor also reported the different approaches to that issue and the prospective referendum on membership of the European Union. On the latter, on behalf of their members,

Universities UK was openly supporting the campaign for the United Kingdom to remain within the European Union.

Vice Chancellor

229.3 The Vice Chancellor reported the University's 2.5% stake in Seratio, an organisation established as part of the University's Centre for Citizenship, Enterprise and Governance. The Vice Chancellor also reported on a recent meeting which he had attended at the Department for Education (DfE) in relation to the Daventry UTC, of which the University was a sponsor. The Chair reported that UTCs generally had faced a number of difficulties and it was noted that some had closed. The Board requested that it be kept up to date with the developments of the UTCs recognising their alignment with the University's values and objective of educational improvement.

Clerk's Note: Further discussion of the item is held in Reserved Minute 229.4.

M230/15 Confirmation of availability of papers

The following papers including appendices were confirmed as confidential to the meeting: CHECK

Paper A/ A2 Minutes

Paper B1 – Curriculum Vitae for Jocelyn Prudence;

Paper B2 – Student Recruitment activity in north Northamptonshire;

Paper B3 – University response to the HEFCE 'Prevent' duty consultation;

Paper B4 – Update on progress in relation to the PWC IT Report;

Paper D1 – PAC Update October

Paper D2 – Update on Waterside Project - October

Paper F – Management Accounts;

Paper H1 – Risk Register.

Paper L – Advancement Committee minutes

M231/15 Date and time of next meeting

The next meeting of the Board would be held on Wednesday 18 November 2015 at 10.15 am and there would be an additional short Board meeting on Wednesday 16 December 2015 at 12.00 noon.

M232/15 Retirement of Clerk

232.1 The Chair recorded the Board's appreciation for the support to the Board of Governors and the University of Miss Hynes, Clerk to the Board of Governors, for whom this would be the final meeting of the Board of Governors she would attend as its Clerk. The Chair acknowledged her contribution to the development of an effective governance framework during a period of significant change for the University and the sector as a whole. The Board recognised that her tenure had contributed towards significant improvements to the work of the Board. It had been proposed that Miss Hynes would be guest of honour at the Board Christmas lunch to take place in December at which point formal presentations would take place.

232.2 The Clerk thanked the Board and her colleagues at the University for giving her the opportunity to work with them as Clerk to the Board and the University Court, during such an exciting period in the life of the University. She had much enjoyed her service to the Board as well as the

pleasure of working alongside her colleagues in the University Executive,
the Office of the Vice Chancellor and elsewhere in the University.

AmJ Salway

18th November 2015

Chair

Date