

**Board of Governors  
Chair's Open minutes of the meeting held on 14 July 2015**

Present:

Ms Helen Flach

Mr Richard Horsley

Mrs Sylvia Hughes (Deputy Chair)

Dr Ron Mendel

Mr Mark Mulcahey

Mr Martin Pettifor

Mr Nick Pitts-Tucker

Mr Nick Robertson

Apologies: Prof David Baker, Mr Victor Agboola, Mrs Margaret Gardner, Prof Nick Petford, Mr Andrew Scarborough (Chair) and Mr David Watson.

In attendance:

Mr Robert Griggs (Waterside Project Director)

Mr Mark Hall (Director of Finance)

Miss Alice Hynes (Clerk)

Mr Terry Neville (Chief Operating Officer)

Mr David Pryn (Assistant Clerk)

**M161/15 Welcome and Apologies**

The Deputy Chair of the Board, who was chairing the meeting on this occasion, welcomed members and colleagues to the meeting and noted apologies from Governors, including the Chair and the Vice Chancellor, involved with the University's Graduation Ceremonies which were currently taking place. The meeting was confirmed as quorate.

**M162/15 Declarations of Interest**

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;

and for those in attendance: 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.

**M163/15 Full minutes of the meeting held on 24 June 2015.**

163.1 The Chair presented Paper A and Paper AO, comprising the Full minutes and Open minutes of the meeting held on 24 June 2015. A member queried further the blocking of reserved material in paragraphs rather than particular sentences and asked if the reserved material could be reduced. It was explained that following M133.1 further work would be undertaken to develop the style of reserved minutes to that effect and it was recognised that the nature of some reserved minutes meant they need only remain confidential for a limited time. The Board had agreed to operate as openly and transparently as possible by publishing open minutes directly following their approval by the Board. As a

consequence certain material did need to remain reserved at the present time. It was however confirmed that later review would be undertaken to subsequently disclose material following suitable lapse of time.

**163.2 The Board resolved to approve the minutes and reserved minutes, as a true record of the meeting held on 24 June 2015.**

**Action: Clerk**

163.3 It was noted that the matters arising would be taken at the September Board but governors queried the progress taking place following the inability to recruit a Director of Corporate Affairs. The Chief Operating Officer reported that further internal discussion had been taking place and the view was that the two roles were better separated. It was understood that some discussion had been taking place between the Vice Chancellor and the Chair of the Advancement Committee about possible names with a view to securing someone who also had expertise in the context of social impact/enterprise. The other role would develop the strategic PR aspects.

**M164/15 HEFCE Financial Forecast 2015-16 and Annual Return**

164.1 The Director of Finance presented Paper B, comprising the HEFCE forecast to 2017/18 and its appendices, including Appendix 4 a reconciliation which was tabled. He explained that the forecast was based on a prudent budget and that, for the various scenarios presented in Appendix 3, no mitigating actions had been factored into the forecast numbers.

164.2 It was explained that the marketing budget had been increased to support the current recruitment activities and the recent open day had been the best attended on record for the University. In addition there was a continued focus within the Schools on enhancing the student experience and the budget was geared to support this across the University. It was integrated with the figures seen regularly by the Board based on material from KPMG supporting the Waterside project forecasting.

164.3 The Director of Finance explained that the commentary given alongside the forecast in Appendix 2 was a requirement of the HEFCE return and there had been an agreement that the Board would also have sight of that material. Members queried the cautious wording describing the intentions around research activity at the University. It was explained that academic, and particularly the professorial roles of staff in the University had contracted time to undertake suitable scholarly activity including research work. Income and expenditure shown in the forecast was prudent rather than aspirational. In fact success in research and enterprise was showing some growth.

*Clerk's Note: Further discussion of the item is held in Reserved Minutes 164.4 to 164.7 given the commercial confidentiality of the material*

**164.8 The Board voted and resolved unanimously to approve the Financial Forecast to 2017-18 in the Annual Return to HEFCE.**

**Action: Director of Finance**

**M165/15 Update on 2015 Search Committee**

165.1 The Chair of the Search Committee presented Paper C, comprising the Update on 2015 Search Committee and Appendix 1 showing timing from a search consultant which was tabled. She explained that three candidates had been

interviewed and a candidate was offered the post of Clerk to the Board of Governors subject to Board approval and references. The candidate was offered additional time to consider the opportunity and after further discussion declined to accept the position.

165.2 Members queried the reasons for the candidate's decision and it was explained that several factors were identified including reservations on the resources available within the Clerk's office and the workload in the role and the relocation that would be necessary. Members understood the personal rationale for not accepting the post and sought clarification that the current resourcing of the clerking function was adequate. The Clerk explained that although there had been a heavy agenda of governance and Board work over recent years, the University was aspiring to new ways of working and IT solutions which would help manage the workload better. It was probable that resources at Northampton were limited in comparison to some Russell Group institutions and would continue to be so, however the University was comparable to other modern Universities in its governance resource. The Clerk believed the current clerking function was able to meet the requirements of the Board, especially given the recent additional staffing to support the UTCs.

165.3 The Chair explained that the next steps had been to secure the services of Minerva as search consultants to explore the market further and secure new prospective candidates. It was the Chair and Deputy Chair's intention to discuss leaving dates with the Clerk but be respectful of the timing the Clerk had identified as the range of her flexibility. They planned, as necessary to set up interim arrangements to cover the work once she had left.

**165.4 The Board voted and resolved to support the next phase of recruitment for the Clerk with the support of Minerva.**

**Action: Chair of the Search Committee**

*Clerk's Note:*

*Provisional interview dates set up with Minerva for Monday 28 September 2015 and a provisional exploration of a one item additional Board meeting on 29 September prior to the Advancement Committee.*

**M166/15 Report from Nominations Committee**

166.1 The Clerk presented Paper D, comprising the report from Nominations Committee. She explained the proposal for PAC membership to be increased from one to two external members noting that there were possible candidates from those who had applied to be governors. In similar vein, in order to augment the professional skills on the Audit Committee, it was proposed that there be a further external member, increasing the Committee to six members with quorum remaining at three members of whom one had to be a governor. It was proposed that an individual who had not be taken forward as a governor in 2014 but who had a high level of professional risk and audit expertise be approached. A vacancy remained on the Remuneration Committee for a second external member and a late applicant for the Board was identified as a possible candidate for the position.

166.2 Members queried the actions required of the Committee Chairs on the recruitment activity taking place over the summer period. It was explained that relevant Chairs would be asked to meet with or speak with those individuals

who might become members of the respective committees. Authorisation of Chair's action was proposed to arrange the appointment of those concerned following mutual agreement. The governor vacancies would be subject to further discussion with the Chair in light of the skills of new governors.

**166.3 The Board voted and resolved to approve;**

- a) changes to Audit Committee terms of reference on membership and quoracy by the addition of another external member;
- b) changes to Project Assurance Committee terms of reference on membership and quoracy, by the additional of another external member;
- c) the authority for Chairs' action for the appointment of external and governor members onto Audit Committee, PAC and Remuneration Committee.

***Action: Chairs of Committees – Audit, PAC, Nominations and Remuneration, the Chair of the Board and Clerk.***

**M167/15 IT Acceptable Use Policy**

167.1 The Director of Finance presented paper E1, comprising the IT Acceptable Use Policy. He explained that the document had been through the normal internal consultation processes and had been supported by the JCNC. There were a number of changes due the developing technologies and the legal environment and to make it more fit for purpose; it also recognised the changing social media context.

**167.2 The Board resolved to approve the IT privacy policy.**

***Action: Director of Finance and Director of Human Resources***

**M168/15 IT Privacy Policy and IT Legal Disclaimer**

168.1 The Director of Finance presented paper E2, comprising the IT Privacy Policy and Paper E3. the IT Ownership, Liability and Use Legal Disclaimer. He explained that the documents were related to the IT acceptable use policy and were required to be placed on the University's web site in relation to site users. It was recognised that as IT documents, they had not been taken through the normal process for staff related policies. A member queried some of the wording on the Disclaimer and the term "objectionable" with respect web content. The Director of Finance agreed to review the wording accordingly.

**168.2 The Board resolved to approve the IT Privacy Policy and to approved the IT Legal Disclaimer, subject to the adjustment to the term "objectionable".**

***Action: Director of Finance and the Head of IT Services***

**M169/15 Joint Agreement on Recognition and Procedural Arrangements between the University of Northampton and Recognised Trade Unions**

169.1 The Director of Finance presented Paper E4, comprising the Joint Agreement on Recognition and Procedural Arrangements. It was confirmed that this document had been considered through some significant Union Management discussions and consultation and through the JCNC. Once approved by the Board the document would require the appropriate signatures before being placed on the University website. It was noted that the Agreement was with specific Trade Unions.

**169.2 The Board resolved to approve the Joint Agreement on Trade Union Recognition and Procedural Arrangements between the University of Northampton and Recognised Trade Unions.**

**Action: Director of Human Resources**

**M170/15 Any Other Business**

No other business was raised.

**M171/15 Confirmation of Availability of Papers**

171.1 The following papers were declared confidential to the Board and other key senior staff involved: Full Minutes A and Papers B, and C the Open Minutes AO and Papers E1, E2, E3 and E4 were available on request. The Clerk also highlighted that normal papers, that would have gone to the July meeting, would be issued during the summer. She also noted the long gap to the next board meeting and requested Chair's action authorisation.

**171.2 The Board resolved to authorise the Chair to take necessary action during the summer period noting that there was a gap of more than two months to the next Board meeting.**

**M172/15 Date and time of next meeting**

The next meeting of the Board would be in the Sunley Management Centre **on Wednesday 23 September 2015 at 14.00**, followed by the Governors Summer Dinner at 18.30 for 19.00, which will mark the retirement from the Board of Ms Helen Flach.



Approved by Chair



Date