

## Board of Governors Minutes of the Meeting held on 24 February 2016

### Present:

Andrew Scarborough (Chair)

David Baker

Sue Dutton

Margaret Gardner

Sara Goodwin

Richard Horsley

Ron Mendel

Martin Pettifor

Nick Pitts-Tucker

Nick Robertson

John Skelton

### Apologies:

Victor Agboola, Sylvia Hughes, Nick Petford and David Watson.

### In attendance:

Jane Bunce (Director of Student and Academic Services), Robert Griggs (Waterside Project Director), Mark Hall (Director of Finance), Miriam Lakin (Clerk), Terry Neville (Chief Operating Officer), Rob Palfreman (Head of IT) and David Prynn (Assistant Clerk).

### 21/16 Welcome, Apologies and Quorum

21.1 The Chair welcomed members. He informed the Board that the Vice Chancellor, Deputy Chair and President of the Student Union had given their apologies in order to contribute at a Changemaker Conference in the USA.

21.2 Members were informed that following a failure of IT communication equipment at the previous meeting, alternative solutions were being investigated to avoid the situation where Prof David Baker had been unable to join the meeting electronically or by phone.

**Action: Clerk**

### 22/16 Declarations of Interests

22.1 There were no additions made to the standard Declarations of Interest held in the Clerk's Office.

## **23/16 Minutes of the Meeting held on 27<sup>th</sup> January 2016**

- 23.1 The Board **approved** the minutes presented in Paper A as a true record of the meeting held on 27 January 2015.

## **24/16 Matters Arising**

- 24.1 The Board received and noted Paper B on actions arising from previous meetings. Additional comments were made on the following matters:

### **24.2 Academic Construction Contract**

In relation to minute 279.2 regarding the signing of the Academic Construction Contract, the Board noted that in the absence of the Chair, the contract had been signed by the Chair of the Audit Committee and one further governor, in accordance with the Instrument of Government, section 10 (1), and the University's Bye Laws, 26.1.

### **24.3 Prevent Duty**

The Chair of the Audit Committee noted that the Prevent duty had been added to the agenda of the Audit Committee. Members were informed that the Leadership Foundation for Higher Education were preparing training materials for the sector. Once these have been released there will be an assessment to ensure they meet the needs University, and the training of governors and staff as necessary will begin. It was noted that the April 2016 deadline to make a detailed data return to HEFCE on the Prevent Duty did not require training to have taken place.

### **24.4 Update on potential decreased HEFCE funding**

The Director of Finance informed members that no further information had been received from HEFCE. It was explained that cuts of up to 50% of the student opportunity funding made available to the University were possible. Members sought clarification about the impact of this on widening participation. It was explained that provision for the cut had already been made in the budget. Members suggested that if the reduction proceeded in this way, the impact of the cut on students should be raised in public debate, for example through local MPs.

**24.5 Branding Update**

The Chair informed members that a branding update was to be received prior to the March Board. The presentation would begin at 10am, and the formal Board meeting at 10.30am.

**24.6 Meeting with Chairs of Board Committees**

The Chair confirmed that the meeting of the Chairs of Board Committees would be on the 30 March at 10:30.

**24.7 Letter to Councillor Jim Harker**

The Chair noted the warm response received from Councillor Jim Harker.

**25/16 Information Technology Services Update**

25.1 The Head of IT presented Paper C on IT related work across the University. He explained that significant progress had been made since the Board was last updated in April 2015. The paper included the recently drafted IT Plan 2015-20 providing details of progress to date as well as the targeted improvement projects set by UMT.

25.2 Members discussed the timing of the follow up internal audit and subsequent Board updates. It was explained that the audit would be conducted in July 2016, and presented to the October Audit Committee. It was agreed that the Chair of the Audit Committee would present a short report to the October Board meeting on the Audit Committee's view of the report.

25.3 It was reported that significant investment had been made to improve IT services for current students. It was noted that these may not be transferable to Waterside in all cases, given the opportunities created by the new buildings.

25.4 Members sought clarification that there was sufficient support to achieve the Waterside objectives. It was reported that the agreed budget was sufficient, and that the recruitment of appropriately skilled staff was near completion. It was explained that a strategic partner or partners would be sought. This would decrease risk by providing assistance in the design and execution of IT services.

25.5 Members discussed the requirements for lecturing resources being made available prior to the move to Waterside. It was explained that

ongoing work to expand the Virtual Learning Environment to meet the needs of staff was underway. There would be additional solutions to finding compatible ways of sharing research information and with collaborative partners.

- 25.6 Members asked about the readiness of staff to make the transition to Waterside and new ways of working. The Chair noted that with Waterside progressing to construction phases the Project Assurance Committee (PAC) would spend more time to discussing the impact of the project on staff. The Chair of the Audit Committee informed the Board that the Governors' Risk Workshop on 3<sup>rd</sup> March would cover the work the University is undertaking to prepare for the move to Waterside.
- 25.7 Members asked about data recovery and whether improvements have been made since the last audit. It was reported that the Newton Building has been equipped as the University Data Recovery Centre and systems had been installed to address the disaster recovery issues identified in April 2015. Members were informed that there was further work required to ensure that 'business as usual' systems could be quickly reactivated following an incident.
- 25.8 Members sought clarification on the schedule for the appointment of a strategic IT partner or partners. It was explained that a formal procurement process had begun, and the anticipated contract start date was December 2016.
- 25.9 The Board noted the importance of ensuring IT and cyber security, and ensuring that IT users understand their responsibilities. Members were informed that the University will shortly undertake an assessment of compliance with the Cyber Essentials scheme. This is a government-backed scheme to help organisations protect themselves against common cyber attacks. It was also reported that training for all staff is in development.
- 25.10 In response to a question about the variation of completeness of audit actions, it was reported that some actions are contingent on others. However, there is reasonable confidence that the actions can be completed in the timescale.
- 25.11 The Board **welcomed** the report and **commended** all of those who

contributed toward the amount of progress achieved since the last update.

Rob Palfreman left the meeting.

## **26/16 PAC Minutes and Update on Waterside Project**

26.1 The minutes of the meeting of the Project Assurance Committee (PAC) held on 16 February 2016 and Waterside update report (Paper D) were received.

Items 26.2 – 26.7 are contained in the confidential section of these minutes.

26.8 The Board discussed communication with staff. It was agreed that a series of open agenda meetings between governors and staff would be arranged by the Clerk over the coming months.

**Action: Clerk**

26.9 A query was raised about how staff could share good practice across the University. The Director of Student and Academic Studies explained that there was ongoing work, for example through regular features in the Unify staff newsletter, and discussion at the sub committees of Senate.

26.10 The Director of Finance reported that a Deed of Charge with HSBC would need to be signed under seal to allow the drawdown of the loan from the Public Works Loan Board.

26.11 The Board **authorised** the signature of this document under seal by the Chair, Vice-Chair or Chair of the Audit Committee, in accordance with the Instrument of Government and Bye-Laws.

26.12 With regards to the financing of the loan debt, it was agreed that there should be additional reporting to the Board on the University's surplus and ability to meet its financial commitments over the longer term.

**Action: Director of Finance**

26.13 The Board **welcomed** the PAC minutes of the 16 February meeting and the Waterside Update.

## **27/16 Period 6 Management Accounts**

- 27.1 The Director of Finance presented the Management Accounts as at 31 January 2016 (Paper E).
- 27.2 It was noted that the variance to budget for the year to date was £5,557k favourable. The University was therefore on course to meet its budgeted surplus.
- 27.3 The Director of Finance reported that overseas educational partnerships were a growing income stream, and further consideration will be given to their resourcing. The Board noted its need for assurance that the systems to create and monitor overseas partnerships are robust and do not expose the University to unnecessary risk. It is anticipated that further reports will be brought to the Board in the next academic year.
- 27.4 It was explained that favourable staff costs were due in part to support staff opting out of a pension scheme.
- 27.5 A query was raised about the number of academic staff vacancies. It was explained that the management accounts contain data from the beginning of the year, and that latest report received this week shows two current academic vacancies. The Board discussed the balance of hourly-paid and permanent staff, noting the advantages and disadvantages of both.
- 27.6 It was reported that the University had had its most successful open day. The Chair noted that the University had performed well against its competitors and sector averages however, the clearing process remained critical in maintaining student numbers.
- 27.7 Members sought clarification on the provision of bursaries to students. It was agreed that a detailed analysis of the provision of bursaries would be provided to the Board in due course.
- Action: Director of Finance**
- 27.8 A query was raised about the exposure to debt position. It was explained that this area was the subject of a recent Audit Report and that additional work had been undertaken by the Credit Control team to pursue debt.
- 27.9 Members sought clarification on the possible implications of the

referendum on the European Union Membership. The Chair informed members that an exit was likely to affect the recruitment of EU students. It was also noted that legislation to support the recent Green paper on higher education would be likely to be delayed following a vote to exit. It was noted that Universities UK is in favour of remaining in the EU, and the Board confirmed their support for this position.

27.10 It was noted that the reporting of profit and loss would appear distorted for the next five years by decreased maintenance costs on the new and existing sites.

27.11 The Board **approved** the management accounts as at 31 January 2016.

## **28/16 Report from the Vice-Chancellor and Chief Operating Officer**

28.1 The Chief Operating Officer presented a report from himself and the Vice-Chancellor (Paper F).

28.2 The Board **received** the report from the Vice-Chancellor and Chief Operating Officer.

## **29/16 Update on Academic Reorganisation**

29.1 The Chief Operating Officer gave an oral report on the Academic Reorganisation. He explained that the six Schools had been reorganised to four new organisational units; Business and Law, Education and Humanities, Technology and Creative Industries and Health and Society. Deans of three of the four have been appointed, and the process of recruiting the Dean of Health and Society is in progress. The Executive Dean of Student Experience has also been appointed. Work has now begun on the design of leadership and management in the new faculties to ensure that each can function effectively while developing a reasonable degree of consistency across the University. The Directors of professional services are also working on the design of professional services. A plan will be presented to the University Management Team in the next two months, with the aim of finalising the proposed structure by 1<sup>st</sup> August 2016

29.2 The Board discussed opportunities to interact with the new Deans. It

was agreed that appropriate reports will added to future agendas.

**Action: Clerk**

29.3 The Board **received** the update from the Chief Operating Officer.

**30/16 Recommendation from the Honorary Awards Committee**

30.1 The Director of Student and Academic Services presented the recommendations of the Honorary Awards Committee (Paper G).

30.2 The Board voted unanimously to **authorise** the recommendations of the Honorary Awards Committee.

**31/16 Scheme of Delegation**

31.1 The Clerk presented the Scheme of Delegation (Paper H). A number of comments and requests for clarification were given by the Board.

31.2 It was agreed that a further iteration will be presented at a future meeting.

**Action: Clerk**

Ron Mendel left the meeting

**32/16 Advancement Committee Minutes**

32.1 The Chair of **Advancement Committee** presented the minutes of the meeting held on 16 December 2015. He explained that progress was being made and that there was significant work to be accomplished, for example through campaigns and events.

32.2 Members noted the positive and engaging discussion of advancement at the away day in January and sought clarification of further support they could provide. The Chief Operating Officer reported on current activities. It was agreed that regular updates should be provided to the Board on advancement progress and opportunities for governors to engage.

**Action: Clerk**

32.3 The Board **received** the minutes of **Advancement Committee** held on 16 December 2015.

**33/16 Board and Court Dates**

33.1 The Clerk presented the Board and Court Dates for 2016-17 (Paper



J). The Board agreed that the Governors' Risk Workshop in March should be added to the schedule.

33.2 The Board **approved** the Board and Court Dates for 2016-17

**34/16 Court Agenda 10 March 2016**

34.1 The Board received and noted the agenda for Court on 10 March 2016 (Paper K).

**35/16 Confirmation of Availability of Papers**

The following papers were confirmed as confidential to the meeting:

Paper D –PAC Minutes 16 February 2016 and Update on Waterside Project

Paper G – Recommendations for Honorary Awards

Paper H – Draft Scheme of Delegation

Paper I – Advancement Committee Minutes 16 December 2015

**36/16 Date of Next Meeting**

Wednesday 23<sup>rd</sup> March at 10am in Sunley Conference Centre.

  
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Approved by Chair

23<sup>rd</sup> March 2016  
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Date

