

**Board of Governors
21 January 2015
Agenda item 3
Paper A
Subject to approval
To approve**



**Board of Governors
Chair's minutes of the meeting held on 17 December 2014**

Present:

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

Dr Ron Mendel
Mr Mark Mulcahey
Mr Martin Pettifor
Mr Nick Pitts-Tucker
Mr Nicholas Robertson

Apologies: Prof Nick Petford and Mr David Watson

In attendance:

Mrs Jill Ainscough (Governor designate), Mrs Jane Bunce for items minuted as M282 to M288, Mr Bob Griggs (Waterside Project Director) for items minuted as M282 to M287, Mr Mark Hall (Director of Finance) for items minuted as M282 to M288, Miss Alice Hynes (Clerk), Mrs Deborah Mattock (Director of Human Resources for item minuted as M288. Mr Terry Neville (Chief Operating Officer) for items minuted as M282 to M287 and Mr David Pryn (Assistant Clerk).

M282/14 Welcome, Apologies and Condolences

282.1 The Chair welcomed members confirming that this was an additional meeting and thanking colleagues attending at short notice given several urgent business items. Noting the apologies from Professor Petford and Mr Watson, he confirmed that Dr Mendel and other staff colleagues would leave for discussion of the material from UCU Executive Committee and that the meeting was quorate.

282.2 The Chair alerted the Board to the sad news of the death of Sir John Sutton Chairman of the Governing Council of the Nene College during the 1990s. Sir John had died on 21 November with a private family funeral before Christmas, however it was understood that a memorial service was planned in the New Year and members and previous Governors would be informed in due course.

Clerk's Note:

Sir John Sutton joined the then Governing Council in July 1996 and became Chairman in December 1996. He retired as a governor and the Chairman in December 2000, when Sir Patrick Walker then took on the role.

Just prior to Christmas on 22 December further sad news was received concerning the death of Mr Christopher Davidge, the previous Chairman of the Foundation Trust, after an illness of several months following a stroke in the early autumn.

M283/14 Declarations of Interest

Declarations of interest were noted a) for members as follows:

Mrs Sylvia Hughes, as District Councillor, East Northamptonshire Council and County Councillor, Northamptonshire County Council; Dr Ron Mendel, as UCU Branch Secretary and part of National UCU negotiating team; Mr Andrew Scarborough, as Borough Councillor Wellingborough and Chair of Rowan Gate Primary School (Special Education);

and b) for those attending as follows:

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.

M284/14 Minutes of the meeting held on 19 November 2014

284.1 Papers A and AR, comprising the Minutes and Reserved Minutes on the meeting held on 19 November 2014 were presented for approval. It was noted that at from the departure of Ms Flach the meeting had become inquorate. The Board therefore reviewed the decisions taken from M247 onwards and was satisfied that they should be ratified.

284.2 The Board voted and unanimously agreed to ratify the decisions of the meeting of the 19 November 2014

284.3 The Board resolved to approve the minutes and reserved minutes of 19 November 2014.

Action: Clerk

M285/14 FOI on Board of Governors Minutes

285.1 Members sought clarification of an article in the Times Higher Education publication where it was reported that the University had denied a freedom of information (FOI) request for copies of the open minutes and it was noted that the minutes of Board meetings were unavailable online.

285.2 It was explained that a FOI request had been received and denied due to the need to fully check redactions on the grounds of commercial confidentiality. Members were informed that work was ongoing by the University's Records Office with the Clerk to redact commercially sensitive information with an expectation that the requested minutes would be released as soon as possible. It was confirmed that it was the plan to upload the public minutes preferably in an un-redacted form to the University website as soon as possible. The Director of SAS reported that the THE had lodged an appeal as provided for in the University's procedures and the University would write a formal reply within 20 days with material concerned due to be sent before Christmas.

285.3 The Clerk indicated her recognition that there was a distinction between matters that were private to the University and its staff and students in the context of competition, and others more strictly commercial in confidence or matters reserved just to the Board. The time factor was also relevant as matters held in reserved minutes at one time might later be reported in *RtB* or issued in a Press Release. The Chair confirmed his view that as a charity and institution with public benefit duties, the University should take a stance to support disclosure

and make matters available to the public wherever possible. He had reviewed the redacted material in response to the FOI and recognised that some further work to refine the inclusion of material in the reserved section of the minutes was necessary. He had noted that details of legal advice would remain reserved although the fact it was sought was helpfully made public to show that relevant advice was being taken.

285.4 The Clerk confirmed that as result of Board members' views, items minuted had been moved in both directions in the past, as open and reserved minutes were finalized and approved. Given the Waterside work it was however critical to ensure that commercially sensitive data was not in open minutes, but that they were sufficiently informative to relevant third parties and fit for publication. Members queried the level of detail provided in the minutes and suggested they could be condensed primarily to record the actions and decisions. Other members highlighted the link to an academic and more discursive culture. The Clerk explained the value of giving sufficient rationale for decisions to give evidence of due process for the protection of Governors and their liability and also for the understanding for readers outside the Board. It was acknowledged that within these constraints the debate and decisions taken could be recorded more succinctly.

285.5 The Chair also highlighted the importance of confirming which papers were confidential before the meeting and agreeing release as appropriate. The Clerk confirmed that a clearer procedure would be brought forward for Board approval in January noting that it would also need to include the relevant time cycles for the publication minutes. Members commented that only when minutes were confirmed should they be released but they wished to ensure speed of implementation by relevant staff was not impeded.

285.6 The Board confirmed the approach taken by the Chair on the release of Board open minutes and the further review of minute content and balance between open and reserved matters.

Action: Chair and Clerk

M286/14 Research Excellence Framework

286.1 The Chief Operating Officer tabled a Paper on Research Excellence Framework (REF) 2014, Paper E. He explained that the results were under embargo until Thursday 18 December 2014 and that the University had improved its performance on the previous occasion. Members were informed that 108 staff had been entered with presence in all 9 of the units of assessment with a good proportion of work rated as internationally excellent. The art and design entry was rated as having an especially high score in the new measurement of "impact" of the research concerned.

286.2 It was explained that the consequences for funding would not be known for some time and would depend on the performance of the other entries against a capped fund and the form distribution might take, noting the [REDACTED] received in the last year. Members considered that the distance travelled was clear to see from the report and that whilst the University still had a limited amount of research activity when compared with some of its competitors its position was slowly improving in a challenging area and particularly against the new impact measure.

Redacted under Section 43 (Commercial Interests) of the Freedom of Information Act.

c) [REDACTED] *Redacted under Section 43 (Commercial Interests) of the Freedom of Information Act.*

d) the novation of MCW architectural team in tenders for programme of construction work.

Action: Waterside Project Director and Clerk

287.10 The Waterside Project Director explained that Northampton was the only University with its debt underwritten by HMT and now the property and financial transactions had been resolved the key future task was to ensure that the project remained on track and affordable. The Chair also made explicit the obvious aspect of ensuring the project created a university environment that was fit for purpose.

287.11 The Board resolved to ask the PAC to monitor regularly the compliance with the various covenants and obligations required under the borrowing arrangements.

Action: Waterside Project Director and Clerk

287.12 The Board resolved to give their particular thanks to the project team for their hard work to date, recognising both the progress achieved and the rate obtained on borrowing at the bond issue.

Action: Waterside Project Director and Clerk

Mr Bob Griggs left the meeting.

M288 Freedom of Expression Policy

288.1 The Director of Student and Academic Services presented Paper C, comprising the draft Freedom of Expression Policy. She explained that the document was presented to show the direction of work to date and that it was to be discussed further with staff and students. The document would be finally approved by Senate. Members were informed that current government activity on counter terrorism legislation had prompted the need for a refreshment of the work in this area of University policy and that the material reflected current practices. She explained that this was not a process impacting on the visitors for academic programmes as that was covered through the validation processes on course context and the organisation of delivery by course leaders.

288.2 Members requested the document be amended to lead with the section on the values and principles of the document. It was pointed out that freedom of expression was most needed where either the speaker or topic under discussion was controversial. A member had requested an opportunity to table some suggested amendments which were circulated as Appendix 2. Various other colleagues expressed concern at the style and tone of the document. It was agreed that dealing with the possible changes from one individual was not appropriate for the meeting and the Chair promoted further discussion to gain an understanding of the view of the Board on amendments to the draft.

288.3 It was confirmed that the text adapted the existing material on external speakers that the Students' Union had in place. The President of the Students' Union explained the merits of their policy and that this had been used effectively and had deterred the arrival of campus of some speakers noting the need to have systems of due diligence and checking once a name was put forward. [REDACTED]

Members agreed that the views of staff and students were important in forming the policy; it was critical that the policy be encouraging to open debate and airing of potentially controversial ideas rather than creating barriers to bringing visiting speakers to the University.

288.4 The Board resolved to support the work in progress, recognising the legislative context and to provide further comment on the text to the Director of SAS and the Clerk as soon as possible.

Action: ALL Governors, Director of SAS and Clerk

Mrs Jane Bunce, Mr Mark Hall, Dr Ron Mendel and Mr Terry Neville left the meeting.

Mrs Deborah Mattock joined the meeting.

M289 University and College Union Executive Committee

289.1 The Chair presented Paper D, and 6 appendices, the 6th being tabled. The material comprised the communication from the University and College Union (UCU) Executive Committee detailing the motion, its preamble and background material on the Union, information on the recognition and arrangements and on various interaction with staff in relation to the Waterside project. Although information had been received in November (M235.8/14) that there was a Union ballot in train, the Chair had considered that once a letter had been received from the UCU Executive Committee, it was important to have appropriate discussion within the whole Board and seek the members consensus on how to respond.

289.2 Members debated the need to respond and the form it might take. There was a range of the views on the extent to which the issue of communications with staff was concerning. It was considered that the document was not clear in linking its conclusion and the associated resolution to the rationale provided in the preamble material. Governors appreciated that communications issues had been an area the Board itself had discussed and which had been raised in the PAC. There was also a clear understanding by the Board of the difference in its responsibilities and those of the Executive. The Board was very clear that it had taken decisions on the Waterside project with care and with professional advice and it looked to ensure the longer term position of the University together with the improvement of service to its students. Any negotiation or consultation on the consequences of such changes was for the University Executive team led by the Vice Chancellor, not the Board.

289.3 Members were clear that the role of Governors was not to manage the work of the University but to ensure the University was being run well. Given the considerable achievements to date the Board had taken the decision to commit to the Waterside solution and saw no reason in the motion to change its stance. Members recognized that four key individuals were named in the motion; the Board felt strongly that it should confirm robustly its confidence in the work of those concerned.

289.4 Members invited Director of Human Resources to comment on the relationship and interactions with the Union. She informed members of positive recent JCNC meetings. She thought perhaps some misunderstandings were occurring by a separation in staff understanding about normal enhancement of improvements

Redacted under
Section 43
(Commercial Interests)
- Release of
information about the
consideration of
innovative teaching
methods would
potentially provide
competitors with an
unfair advantage

on academic activity and its connection with the Waterside project. Work had been ongoing for some time on changes to teaching and learning and academic working practices; it was clear that they were changing and would continue to change in the lead up to the move to Waterside, however she stressed that the changes would have happened in any case given the higher education environment and student demand. [REDACTED]

[REDACTED] Staff were taking on board such changes but perhaps had not made the connection of it being facilitated by Waterside and being a feature of a Waterside work stream on which discussion and development was occurring.

289.5 Governors asked to hear the student viewpoint and the President of the Students' Union explained that, based on tweets and social media reactions he had had from students, there was some surprise at the motion. Given the move up the league tables, the levels of student satisfaction and the real sense that the Vice Chancellor and the Executive were responding to matters raised by the students, they could not see why the negative UCU motion had been put forward. From a student perspective there was confidence in the activities being undertaken which they saw as giving students of the future improved opportunities.

289.6 Discussion took place about how the Governors were able to hear the voices of staff and students, and the disappearance of the linked governors system was again noted. Governors were reminded of the informal annual meeting it had been practice to hold with recognized unions and some members of the Board, historically the Governance, Administration and Employment Committee. While this had usually been in May, the Board could consider offering an earlier date in the Spring, bringing forward the occasion which created an opportunity to listen to Union concerns informally.

289.7 Some members expressed an acknowledgment that aspects of the UCU's concerns aligned with the Board's desire to ensure that staff were fully brought along with the culture changes required and the need for co-ordinated academic leadership to achieve this. Although they heard the strength of feeling expressed, many governors queried what the opinions were of other staff, given the view of only 100 or so of the 2000 plus staff were expressed in the motion. It was suggested that governors meetings, FAQs, discussions or similar might be specifically included in the general communications work on Waterside that was now developing for the future, given the implementation activity further to the Board's decision on the project in November. It would be important during the coming period that both students and staff interaction with governors could take place, both to listen and to help explain the Board's perspective to stakeholders. It was important to recognize also the key part in the terms of academic development and the location of the academic voice which was played by the University's Senate.

Clerk's Note:

Further discussion of the motion is held in Reserved Minute 289.8 given the commercial confidentiality of the discussion.

289.9 The Board resolved unanimously that

- a) the Chair make a written response to the UCU Executive Committee;
- b) the Board give a statement within the response declaring full confidence in the four members of the University Executive named in the motion;
- c) the Chair propose to the UCU Executive Committee that consideration be given to bringing earlier into the Spring term the meeting between the Board and the Unions previous held annually in May;
- d) in the review of the system of link governors, and in the context of the communications plan for the Waterside, consideration be given to providing some meeting opportunities for staff and students with governors.

Action: Chair and Clerk

M290/14 Any Other Business

Further discussion on other matters was deferred to future meetings.

M291/14 Confirmation of Availability of Papers

All papers were declared confidential to the Board and other key senior staff involved.

M292/14 Date and time of next meeting

292.1 It was confirmed that the Board members would meet again at its Away Day conference in the New Year from **15.00 15 January to 15.30 16 January 2015 at Sedgebrook Hall.**

292.2 The next normal meeting of the Board would be **on 21 January 2015** at 10.15 in the Sunley Conference Centre; followed by a visit to the new Innovation Centre on Black Lion Hill Northampton.

Clerks Note:

Due to the timing of the funeral of Mr Davidge the Awayday timing has been adjusted with departure on Friday 16 January by 13.45.

Due to other business the main visit to Innovation Centre on Black Lion Hill has also been postponed to February by which time further fitting out will have been completed.

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Approved by Chair

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Date