

Board of Governors
Chair's Open minutes of the meeting held on 20 May 2015

Present:

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

Dr Ron Mendel
Mr Mark Mulcahey
Mr Martin Pettifor
Prof Nick Petford
Mr Nick Pitts-Tucker (via Telephone)
Mr David Watson

Apologies: Mrs Jill Ainscough, Mrs Margaret Gardner and Mr Nick Robertson

In attendance: Dr Ian Brooks (Executive Dean NBS); for item minuted as M109/15; Mrs Jane Bunce (Director of Student and Academic Services); Mr Robert Griggs (Waterside Project Director) for items minuted as M104/15 to M111/15; Mr Mark Hall (Director of Finance); Mr Matt Haines (Ast Director International Partnerships) for items minuted as M109/15; Miss Alice Hynes (Clerk); Mr Terry Neville (Chief Operating Officer); Mr David Pryn (Assistant Clerk); and Mr Matt Tarling (Stride Treglown - Student Residences Architects) for item minuted as M106/15.

M104/15 Welcome and Apologies

The Chair welcomed members and colleagues to the meeting.

M105/15 Declarations of Interest

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

M106/15

106.1 As part the work on the Waterside, members received a presentation on the RIBA Stage 2 of the Student Residences designs from architects Stride Treglown, subsequently circulated as Paper D1. The Architect explained that further revision had been undertaken which had allowed additional cost savings to be made. There were a larger number of town house clusters, but overall 1198 student bed spaces had been secured, together with 32 places in the Hotel. Further attention had been given to the interaction with the Engine Shed building and positive responses were being received to the designs from interactions with the planners. A number of the service areas and student support aspects, such as shop, laundrette etc. had been better clustered. In response to a query it was confirmed that the equivalent of the current student

centre would be within the Learning Commons building but easily accessed from the residences. There were both red brick and cream brick facings to some buildings and the uniform window structures in cluster flats were being broken up by external features to give the buildings greater character. Members were pleased with the style and content of the buildings and recognised the continuing work to bring the designs into the available budget envelope.

106.2 The Board of Governors thanked the Architects for their work to date.

106.3 The Board of Governors resolved unanimously to confirm the Stage 2 designs and request the further development of the design for planning submission in due course.

Mr Matt Tarling of Stride Treglown, Student Residences Architects, left the meeting

M107/15 Full minutes of the meeting held on 29 April 2015.

107.1 The Chair presented Paper A2, comprising the minutes of the meeting held on 29 April 2015, including reserved minutes. This was a reissued paper and was tabled; members being alerted to a correction on the minute numbering following the duplication of the minute number M89. It was explained that the content of the renumbered minutes remained unchanged. The reserved minutes were also reviewed and endorsed as reserved matters.

107.2 The Board resolved to approve the minutes and reserved minutes, as a true record of the meeting held on 29 April 2015.

Action: Clerk

M108/15 Matters Arising

108.1 Paper B2, on matters arising, was tabled and received. This was an updated version of the circulated Paper B. Paper B2 reflected the minute number correction see M106/15. Noting the items being considered elsewhere on the agenda, updating was provided and there was additional comment as follows.

Contractor appointment

108.2 **On M87.5/15**, it was explained that the item would be discussed under the item on the Waterside update.

Human Resources Policy

108.3 **On M91.2/15**, the Chief Operating Officer explained that the document had been to the JCNC for consultation and no changes were required. The Chair confirmed following the resolution of the previous Board that no further amendment the policy was needed so it had been approved.

Governor meeting with staff and students

108.4 **On M95.3/15**, The Chair informed members that he had received a letter from a student, containing reference to some other students, requesting a meeting with Governors regarding the Waterside development. He explained the importance of maintaining the correct communication channels for Governor interaction with students, which was through the Students' Union. He highlighted the need to ensure that the Board respected the democratic processes of the Students' Union elections in identifying those to speak on behalf of students as their President and as their Sabbatical Officers. Members were reminded that the scheduled programme of meetings with staff, were also

planned to link to milestone events and that student meetings would be arranged through the Students' Union similarly in the near future.

108.5 The Board noted that arrangement for future meetings with students would be made through the Students' Union.

Action: President of the Students' Union and Clerk.

Use of University Seal

108.6 The Clerk informed members that the signature under seal had taken place in regard to a major contract, letting of which had been previously approved. She explained that a further signature under seal was required for a contract relating to acquisition of the land on which the Innovation Centre was built.

108.7 The Board approved the use of the seal for the land contract relating to the Innovation Centre.

Action: Chair, Deputy Chair and Clerk.

M109/15 ASHOKA and ASHOKA U Board level Involvement

109.1 The Clerk presented Paper B1, comprising the proposal for a new role of Governor Sponsor; in the case proposed, the Governor Sponsor in relation to the Board and Ashoka activity. Mrs Sylvia Hughes was nominated to the role. The Vice Chancellor spoke in support of the role, recognising that it would be helpful for communications but would be especially so, when the University was required to be accredited for its Ashoka Changemaker status. The overview at Governor level discussion would assist with the reaccreditation process.

109.2 The Board approved the nomination for Mrs Sylvia Hughes to be a Governor Sponsor on Ashoka.

Action: Deputy Chair and Vice Chancellor

Dr Ian Brooks (Executive Dean NBS) and Mr Matt Haines (Asst Director International Partnerships) joined the meeting.

M110/15 International, Internationalisation and Strategic Partnership

110.1 The Executive Dean of Northampton Business School presented Paper C, and some data appendices, comprising a summary of the current challenges and opportunities in the international work of the University, particularly with respect to its strategic partnerships. The Clerk had also appended Paper C1, from the HE sector's International Unit as background for members. The Executive Dean explained the significant work undertaken over the last ten years from a starting place, where the University had had little or no active internationalisation, to the current scale of activity. He compared it positively to other newer Universities. He gave examples of the benefits to the internationalisation of the content of the course portfolio, whereby programmes had developed on an international level, benefiting the students through global perspectives and allowing greater discussion and the sharing of experiences during their studies at the University alongside international students. He noted that with the re-election of the current President of the Students' Union, the University would have had had three consecutive years under the leadership of an international student.

Clerk's Note: Further discussion of the item is held in Reserved Minutes 110.2 to 110.6 given the commercial confidentiality of the material

110.7 A member queried the number of EU students currently studying in the University and in contrast with past years. The Executive Dean reported current numbers were around 100 and he spoke of telling data that showed there were 5 times more students from Bulgaria in the University than from Corby. The Board requested a paper to be presented to a future Board with detail of the data and the approach in terms of EU students, being explained alongside the scale of achievements, plans and targets. The recent lobbying by Vice Chancellors through University's UK for the UK to remain in membership of the EU was raised. The Vice Chancellor explained that loss of membership would significantly impact the HE sector and its research funding streams as well as student income, should a referendum decide the UK should leave. The Board were aware of the importance for the sector and endorsed the Vice Chancellor working closely with Universities UK on this matter and requested further updates from him in due course.

110.8 The Board received the Paper C and associated appendixes and Paper C1 as background, thanking Dr Ian Brooks and Mr Matt Haines for their valuable insights.

110.9 Recognising the funding streams into higher education, the Board resolved unanimously to support the Vice Chancellor in his work through University UK, in lobbying for the UK's continued membership in the European Union.

Action: Vice Chancellor.

Dr Ian Brooks (Executive Dean NBS) and Mr Matt Haines (Asst Director International Partnerships) left the meeting.

M111/15 Update on Waterside Project - May

111.1 The Waterside Project Director presented Paper D2, comprising the May Update on the Waterside Project. He reported that a model of the Waterside development was on display in the ground floor of Senate House. The Vice Chancellor explained that the upper area of Senate was to be converted during the summer to an example of the proposed open plan arrangements being planned for Waterside. It would be a working model and similarly certain teaching spaces would also be converted in the near future for use in the coming academic year.

Clerk's Note: Further discussion of the item is held in Reserved Minutes 111.2 to 111.5 given the commercial confidentiality of the material

111.6 Noting the discussion on tendering, the Chair of PAC reminded the Board that one of the reports from internal auditors scheduled for the 2014-15 period related to procurement processing and it was currently in specification due to commence presently. This would, perforce, cover this event and give opportunity for better understanding of the situation and possible recommendations for future practice to be considered, and thus to provide additional assurance. This report was expected to be available for discussion at the Joint meeting of PAC and Audit in July.

111.7 The Board resolved to approve the Waterside update for May, including the resolution to the Infrastructure tender process.

Action: Chief Operating Officer, Waterside Project Director.

M112/15 PAC minutes April

112.1 The Chair of PAC presented Paper D3, comprising the minutes of the PAC for the 12 May 2015 meeting. He explained plans for attention, through a monthly "deep dive", to particular areas of the academic work streams on a rolling basis. This would provide the opportunity to focus on different areas rather than the repetition of reports on each area each month. The timing would be linked to recognisable milestones or where significant activity was occurring. He explained that PAC was paying particular attention to the risk register and although three areas had slipped against programme they were not on the critical path and their completion was anticipated before the summer.

112.2 The ongoing need to recruit an external member of PAC was noted, with the Nominations Committee continuing to consider options, expanding the range to those with more IT related expertise rather than estates knowledge. A member highlighted a name he had suggested as a possible candidate who might be interested in the role.

112.3 The Board received PAC Minutes of 12 May 2015 and encouraged the Chair of Nominations Committee and the Clerk to follow up the recruitment of an external member.

Action: Chair of PAC, Chair of Nominations Committee and Clerk.

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

M113/15 Period 9 Management Accounts 2014/15

113.1 The Director of Finance presented Paper E, comprising the Period 9 Management Accounts 2014/15 and an Appendix 1 proposing a loan to a subsidiary. He highlighted that the University remained on track to achieve the planned surplus for the year. He explained that purchase orders were being centrally coordinated to challenge procurement solutions so they were best value and to reduce unessential purchases. He highlighted the favourable position against the budget and explained that there were some timing factors which would be resolved by the year end.

113.2 Director of Finance reported that, in order to maintain the estate and provide students with the improved facilities, the refurbishment of Bassett Lowe residences had been authorised for summer 2015, at a cost of £588k. This sum would also provide for an additional refitting of kitchens where continued faults had been identified in the current academic year. Following the discussion at the April Board on IT, members sought clarification of the apparent slowness in spending of the IT budget. It was explained that significant work had been undertaken by the Head of IT and that timing issues meant that the budget allocated to improve the student experience would be spent before the year end.

Clerk's Note: Further discussion of the item is held in Reserved Minutes 113.3 to 113.6 given the commercial confidentiality of the material

Action: Director of Finance

113.7 The Board of Governors resolved to approve Period 9 Management Accounts and financial proposals; and requested a future deep dive into the I&E of the School of Arts, at a future Board.

Action: Chair, Director of Finance and Clerk

M114/15 Advancement Committee Recommendations

114.1 The Chair of Advancement Committee presented Paper F, comprising the recommendations of the meeting held on 13 May 2015, see also Paper N and M122/15. He explained the targets for the next phase of advancement were £10m endowment, £10 Capital funds and £5m Chancellors fund for which the Chancellor's approval for her name to be used would be sought. Members sought clarification that the targets were inclusive of targets set in relation to Waterside. It was explained that they were additional however, coordination would take place to ensure there was no duplication of work and that individuals were not asked accidentally to contribute twice towards the two targets.

114.2 Given the upcoming work, the Chair of Advancement requested that two further governors be invited to join the Committee, if possible those with experience of fundraising and advancement. He reported discussion on the use of the allocated budget recognising the current staffing position, options on further secondments and the need for a clearer budget plan to be set in place for the future years. He also explained the position on the John Lowe funds of approximately £200k which it had been anticipated would need to be returned for use by the University of Leicester. However further information received from those associated with the bequest, had made it clear that they wished the funds to be used to support postgraduate student work at the University of Northampton, rather than elsewhere.

114.3 The Board resolved that monies held in relation to the John Lowe fund be retained and in conjunction with necessary approval be applied for use in relation to support for postgraduate students.

Action: Director of Finance, Chair of Advancement Committee and Clerk.

114.4 The Board resolved to approve a change to the earlier Board decisions on adopting a fundraising strategy M63/14, by revising overarching Changemaker Challenge campaign fundraising targets be set for the next phase of advancement namely:

- **£10m Endowment Fund (to be people related),**
- **£10m Capital Fund (to be physical resource related) and**
- **£5m Chancellors Fund (to be Changemaker Challenge related)**

Action: Chair of Advancement Committee and Vice Chancellor.

114.5 The Board resolved to continue to develop the cases for support under each of the Changemaker Challenges,

- a) recognising there would also be vertical integration between them, with a suite of specific projects (4 or 5) to be prepared following their identification by the Vice Chancellor/ the Executive and**
- b) that each governor on the Board become associated with at least one Challenge and support particular projects once identified; and**
- c) that interested students be associated with each Challenge and in support of each project once identified; and**
- d) that clusters of enthusiastic staff be associated with each Challenge and in support of each project once identified and**
- e) that care be taken to develop distinctive messages in the campaign materials, geared to prospective audiences to avoid where possible competition for donors and risk of donor overload; noting partners such as the hospitals, theatres etc. were also seeking support; and**

f) that terms be used to give recognition to those contributing to the advancement work of the University should be those such as *Friend* and *Patron*, avoiding terms such as *Fellow* and *Honorary Professor* which could hold other meanings and/or positions in the University or the HE sector.

Action: *Chair of Advancement Committee, Vice Chancellor and Clerk.*

114.6 The Board resolved, that further to the earlier Board decision to approve a budget of £750,000 to be spent over 5 years in support of Advancement M63/14, an activity budget and more structured plan of work with appropriate allocation and control mechanisms should be established as part of the current budget planning round.

Action: *Chair of Advancement Committee, Vice Chancellor and Director of Finance.*

114.7 The Board resolved to require that suitable staffing resources be allocated, in the context of the appointment of the Director of Corporate Affairs, to support the Changemaker Challenge campaign implementation process and use the relevant budgets as established.

Action: *Chair of Advancement Committee and Vice Chancellor.*

114.8 The Board resolved that the previous relationship established with Morgen Thomas for advancement expertise and support be held in abeyance for the immediate future;
and

that key partnerships and relationships to support the advancement drive be targeted and their stakeholder contact given oversight by particular colleagues namely:

- a) The political environment – The Vice Chancellor and the Pro Chancellor
- b) Key Charitable Foundations – The Pro Chancellor
- c) Key major local businesses - The Vice Chancellor
- d) Key sports and cultural partners – The Vice Chancellor
- e) Health Commissioners and major NHS – Mrs Moira Ingham as Dean of Health and Mr Nick Robertson
- f) Key Livery Companies – The Vice Chancellor
- g) Social Impact /Social Finance sources - The Chair of Advancement and Prof Simon Denny as Director of Research
- h) Northamptonshire individuals – The Pro Chancellor and Governors
- i) Regional organisations such as LEP – The Vice Chancellor

Action: *Chair of Advancement Committee, Pro Chancellor, Vice Chancellor, all other governors, Professor Simon Denny, Mrs Moira Ingham and Clerk.*

114.9 The Board noted the support from the Advancement Committee for Brewin Dolphin continue to act as the fund managers for the endowments and restricted funds held by the University under its advancement work; with this arrangement being formalised with reference to clarification on previous contractual arrangements.

Action: *Chair of Advancement Committee and Director of Finance.*

114.10 The Board resolved to approve revised terms of reference for the Advancement Committee and increase its membership by a further two Governors.

Action: Chair of Advancement Committee, Chair of Board and Clerk.

M115/15 Nominations Committee Recommendations

115.1 The Chair of Nominations Committee presented Paper G, comprising the recommendations of the meeting held on 29 April 2015, see also Paper L and M119/15. She explained the decisions of the Nominations Committee presented to the Board for approval.

115.2 The Board resolved to approve that the following individuals be appointed as life members of the University Court

- Ms Helen Flach current governor from 1 August 2015,
- Dr Ahmed Muhtar previous governor with immediate effect,
- Mr Graham Gannaway previous governor with immediate effect.

115.3 The Board resolved to approve Board members be asked to complete a skills and experience audit to provide updated information as context for the upcoming Board recruitment process.

115.4 The Board resolved to approve approaches being made to the six local businesses proposed to help in securing individuals to be considered for external member vacancies on Remuneration Committee and on PAC and to provide representative presence on the University Court.

115.5 The Board resolved to approve that periods of appointment for external members on its committees be two year terms of office and for a maximum of two occasions ie a maximum of four years in office in order to secure refreshed external expertise.

115.6 The Board resolved to request its Audit Committee undertake regular review of the effectiveness of the operation of the Nominations Committee as appropriate within its timetable of audit work.

Action: Chair of Nominations and Clerk.

115.7 The Board resolved to approve that the Pro Chancellor be invited to become an ex officio member of the Nominations Committee but that the quorum of five members should not be changed.

M116/15 Treasury Committee Recommendations

116.1 The Chair of Treasury Committee presented Paper H, comprising the recommendations of the meeting held on 12 May 2015, see also Paper M and M120/15. He explained that the Committee recommended that Brewin Dolphin remain fund managers for up to £1m and that the European Wealth Management Group be appointed as fund managers from £20m to £30m.

116.2 The Board resolved to approve

a) the continuing appointment of Brewin Dolphin as fund managers for long term investment funds up to the value of £1m, for a further year to July 2016, with an expectation of an ongoing relationship subject to annual review of performance;

b) the appointment of European Wealth Management Group for an initial period of one financial year to July 2016 to act as fund managers for short term investments being a sum from cash balances upwards of

£20m and no more than £30m; this to be with an expectation of an ongoing relationship subject to an annual review performance.

Action: Chair of Treasury Committee, Director of Finance and Clerk.

(Mr Nick Pitts-Tucker left the meeting via phone link.)

M117/15 Search Committee Update

117.1 The Chair presented Paper I, comprising the Search Committee update, minutes of the meeting held on 12 May 2015 and the revised job description for the Clerk to the Board of Governors. He noted that the material had been revised to reflect fully the scale and complexity of the role. The highlighted duties on para 2.3.7 of the job description were being queried and needed revision. He explained that the option for using search consultants was to be explored, but only if necessary after longlisting, depending upon the strength of applications received. It was also noted that the Search Committee would meet again following the June Board.

117.2 The Board resolved to receive the update, approve the changes to the job description and authorise the Chair to make further adjustments including to para 2.3.7.

Action: Chair, Clerk and Members of the Search Committee.

M118/15 Governor self-evaluation and Chair's evaluation

118.1 The Clerk of the Board presented Paper J, comprising the proposals for the annual Board evaluation and effectiveness review. She explained that the process was the normal annual activity, following the completion of the five year review in 2014-15. The process also included a similar evaluation mechanism in relation to the Chair.

118.2 The Board resolved to approve the process for Governor self-evaluation and Chair's evaluation for 2015/16.

Action: Clerk

M119/15 Minutes of Senate

119.1 The Vice Chancellor tabled Paper K, comprising the minutes of the Senate meeting held on 6 May 2015.

119.2 The Board received the minutes of the Senate meeting of the 6 May 2015.

Action: Vice Chancellor.

M120/15 Minutes of Nominations Committee

120.1 The Chair of the Nominations Committee presented Paper L, comprising the minutes of the Nominations Committee held on 29 April 2015 – see also M116/15.

120.2 The Board received the minutes of the Nominations Committee meeting of the 29 April 2015.

Action: Chair of Nominations Committee.

M121/15 Minutes of Treasury Committee

121.1 The Chair presented Paper M, comprising the minutes of the Treasury Committee held on 12 May 2015, explaining that the discussion under M115/15 had addressed the recommendations when the Chair of the Committee was present – see also M116/15.

121.2 The Board received the minutes of the Treasury Committee meeting of the 12 May 2015.

Action: Chair of Treasury Committee.

M122/15 Minutes of Advancement Committee

122.1 The Chair presented Paper N which was tabled, comprising the minutes of the Advancement Committee held on 13 May 2015, noting that the discussion under M114/15 had addressed the recommendations, when the Chair of the Committee was present in the meeting.

122.2 The Board received the minutes of the Advancement Committee meeting of the 13 May 2015.

Action: Chair of Advancement Committee.

M123/15 Summer Court Arrangement

123.1 The Clerk presented Paper O, comprising the arrangements for Summer Court 2015.

123.2 The Board received the Summer Court Arrangements for the 12 June 2015.

Action: Clerk.

M124/15 HEFCE Annual Assessment Letter for 2015

124.1 The Vice Chancellor presented Paper P, comprising the HEFCE letter detailing its Annual Assessment of institutional risk for 2015. He explained that the letter did not differ in message from the one issued in 2014 and the same expectations were highlighted. He also reported on the annual institutional visit that HEFCE colleagues had conducted earlier in the week. There had been discussion about future funding and the unprotected status of BIS which gave strong indications that there could be some in year cuts to funding during the next financial year in mid 2016.

124.2 The Board received the HEFCE Annual Assessment Letter and noted the update from the Vice Chancellor.

Action: Vice Chancellor.

M125/15 Any Other Business - Vice Chancellor and Chief Operating Officer

125.1 The Vice Chancellor presented Paper R, comprising the Vice Chancellor and Chief Operating Officers' Report May 2015. He reported that following the general election all seven Northamptonshire parliamentary constituencies had elected Conservative members of parliament.

Clerk's Note: Further discussion of the item is held in Reserved Minute 125.2 given the commercial confidentiality of the material

125.3 The Board received the Vice Chancellor and Chief Operating Officers' Report May 2015 and noted the information on student recruitment activity.

M126/15 Any Other Business – President of the Students' Union

126.1 The President of the Students' Union presented Paper S, comprising a summary of the project called *Planet Too*. He explained that the Students' Union had had a successful bid to the National Union of Students (NUS) and received £250k funding over 2 years to promote the green agenda and empower students to become leaders in environmental change projects, creating impact in the wider community. The University was now in the top ten for its activity in this area. The externally funded work had now ended and the Union was looking at ways of continuing the initiatives that had been developed.

126.2 The Board received the President of the Students' Union's *Planet Too* update and noted the plans for its legacy work.

Action: President of the Students' Union

M127/15 Any Other Business -Governors

127.1 The Chair reported on the memorial service for the former Governor and past Chair, Sir John Sutton; the Chair planned to attend on behalf of the University and conveying the gratitude and condolences of the Board.


127.2 The Chair reported that he had received a letter from a mother of a member of staff of a University subsidiary, which had been submitted regarding a termination of employment during probation. He confirmed that he would reply to explain that on data protection grounds as well as being a responsibility through the Vice Chancellor and a different Board, this was not presently a matter for the governors. The Director of Finance explained that the member of staff was a former employee of 1st Degree and as a director he would be writing a response noting that data protection prohibited the discussion of matters between the employee and employer and any third party.

M128/15 Confirmation of Availability of Papers

The following papers were declared confidential to the Board and other key senior staff involved: Full Minutes A/A2 and Papers C, D1,D2, D3, E, F, I, N, P, the Open Minutes and Papers B/B2,G,H,J,K,L,M,O, Q and S were available on request

M129/15 Date and time of next meeting

The next meeting of the Board would be **on Wednesday 24 June 2015** at 10.15 in the Sunley Management Centre.



Approved by Chair



Date