

## Board of Governors Minutes of the Meeting held on 21 September 2016

### Present:

Andrew Scarborough (Chair)  
David Baker  
Liam Bligh  
Sue Dutton  
Sylvia Hughes  
Richard Horsley

Frank Jordan  
Lee Machado  
Nick Petford  
John Skelton  
Danjie Zhong

### Apologies:

Sara Goodwin, Mark Mulcahey, Martin Pettifor, Nick Pitts-Tucker, Nick Robertson

### In attendance:

Nick Allen (Executive Officer, OVC), Jane Bunce (Director of Student and Academic Services), Claire Cross (HR Business Partner) for items 137 and 138, Bob Griggs (Waterside Project Director) for item 133, Mark Hall (Director of Finance), Miriam Lakin (Clerk), Terry Neville (Chief Operating Officer), Ann Shelton-Mayes (Executive Dean, Student Experience)

### Prevent

Prior to the start of its formal business, the Board received a presentation from Sam Slack, the Regional Prevent Coordinator, on the Prevent strategy, the process of radicalisation, statutory duties, and the 'Channel' scheme.

### 124/16 Election of Chair and Deputy Chair

- 124.1 The Chair of the Audit Committee proposed Andrew Scarborough as the Chair of the Board for the 2016-17 academic year.
- 124.2 Subject to its inquoracy, the Board approved the appointment of Andrew Scarborough as its Chair for the 2016-17 academic year.
- 124.3 The Chair of the Audit Committee proposed Sylvia Hughes as Deputy Chair of the Board for the 2016-17 academic year.
- 124.4 Subject to its inquoracy, the Board approved the appointment of Sylvia Hughes as its Deputy Chair for the 2016-17 academic year.

### 125/16 Welcome, Apologies and Quorum

- 125.1 The Chair welcomed those present, and particularly Lee Machado to

his first meeting as the governor elected by Senate from amongst the academic staff.

- 125.2 It was confirmed that the meeting was not quorate as there was not a majority of independent members amongst those governors present. Decisions made at the meeting would therefore be approved by electronic means after the meeting. It was noted that there would be further discussion of Board quoracy at the next meeting.

**126/16 Declarations of Interest**

- 126.1 No declarations of interest were received in addition to those held on file by the Clerk's Office.

**127/16 Minutes of the Meeting held on 18 July 2016**

- 127.1 Subject to its inquoracy, the Board approved the minutes as a true record of the meeting held on 18 July 2016.

**128/16 Matters Arising**

- 128.1 The Board received and noted Paper A which set out actions arising from previous meeting. Additional comments were made on the following:

**128.2 Electronic Participation in Meetings**

It was agreed that this action would be closed as alternative venues allowing effective electronic participation had been found for meetings.

**128.3 Court**

The Clerk was leading on this project. A potential date on 6 October had been postponed pending further work. It was anticipated that an event would be held before Christmas.

**129/16 Operational Plan Review**

- 129.1 The Board received and noted a review of results following the first year of the Operational Plan (Paper B).
- 129.2 In relation to the Student Experience targets, the Board discussed the number of undergraduate programmes with placements or work-based learning as part of the award, as this target had not been met.
- 129.3 It was reported that the University's work to develop work-based learning had begun to increase over the past 12 to 18 months, and was therefore expected to grow quickly over the next few years. A unit had been set up to support that work, and the focus was on

placements which were modular and were embedded into the design of the award.

- 129.4 Under-performance in the area of student access to IT resources as reported through the National Student Survey was noted. It was reported that there is a continued focus on the student IT experience, both in short term and for the move to the Waterside campus, and continued investment in this area. It was also reported that IT had undertaken a great deal of work over the summer on connectivity and IT access across the campuses, and that this would be tested when the students arrived in the next week.
- 129.5 In relation to the targets on intellectual capital, the Board congratulated those involved on excellent progress on the Research and Enterprise plan.
- 129.6 The Board discussed the statistic on staff turnover. It was reported that this was higher than would be expected for academic staff, but was as expected for all staff. It was noted that an analysis of the data at faculty level would be interesting to allow consideration of the factors which contribute to staff turnover, for example the age profile of staff.
- 129.7 It was reported that the measurement of staff objectives contained in the current report was an analysis of whether the objectives set were SMART (specific, measurable, achievable, relevant, with a timescale). For next year, it would be possible to report on the percentage of staff achieving SMART objectives.
- 129.8 The percentage of academic staff meeting agreed objectives in relation to scholarly activity was discussed. It was reported that these objectives were deliberately stretching, and that not all could be expected to be achieved. It was noted that all academic staff were engaged in scholarly activity, and that the objectives measured the outputs of scholarly activity.
- 129.9 In relation to the targets on financial sustainability, it was reported that a recent grant award, the details of which were embargoed until 29/09/16, would mean a significant contribution to the advancement target for the Waterside Campus.
- 129.10 Governors noted that they were pleased with the level of support from the executive to develop the advancement agenda, including projects in support of the Changemaker+ Challenges and a programme of events.

- 129.11 In relation to events, the Chair noted that the attendance of Board members was particularly helpful, and that work was in progress to give Board members more advance warning of events.
- 129.12 It was reported that in order to make progress on the target for student retention, a University-wide project group had been set up. The targets set were deliberately ambitious.
- 129.13 Members asked how operational plan metrics would be monitored. It was reported that the majority of the metrics were monitored through the Senior Management Team and University Management Team. The student experience metrics were linked to dashboards which were monitored at programme, subject and faculty level, and through the academic committees which reported to Senate, with action taken as necessary.
- 129.14 The Board noted a good year of progress overall, and thanked all of the colleagues who had contributed to this, especially the metrics on financial sustainability.

## **130/16 Management Accounts**

*Item 130.1 is contained in the confidential section of these minutes.*

- 130.2 Subject to its iniquoracy, the Board agreed that papers and minutes for its meetings could be shared with Her Majesty's Treasury (HMT), and that representatives from HMT could be present at Board meetings should they so wish.
- 130.3 In relation to subsidiary companies, the Director of Finance reported that it was the intention of the directors of Northampton Enterprise Social Enterprise CIC (Community Interest Company) to close the company. The funding for the company had been declining, and would therefore be refocused to achieve best value. Some of the existing team would be transferred to another subsidiary, the University of Northampton Enterprises Ltd (UNEL) through Transfer of Undertakings (TUPE) arrangements. This strand of the work would continue to operate as a separate cost centre in UNEL.
- 130.4 The Board received and noted Paper C, the Management Accounts for Period 12, 2015-16.
- 130.5 The Director of Finance reported on a favourable financial performance overall, however a valuation of the LGSS pension

scheme had increased the deficit on the balance sheet by £10m, resulting in a change to the profit and loss account. This had resulted in the University reporting a loss of £1m despite sound financial performance. It was explained that the valuation was due to a decline in gilt yields to which the pension liability was linked. The Director of Finance went on to outline how the deficit on the LGSS scheme currently translated into annual payments of £1,570k and that this figure was likely to rise significantly at the next full valuation of the scheme, given the recent increases in the shortfall. A further discussion was proposed at the next meeting of the Treasury Committee to ensure that the Board had full understanding of the impact of potential pension deficits.

- 130.6 It was suggested that pensions were placed on to the University's risk register as this was an element which was outside the University's control which had a significant potential impact.

**Action: Chief Operating Officer**

- 130.7 The Director of Finance reported that the favourable overall cash surplus had met HMT requirements on the Waterside covenant. Of the surplus, £2m would be invested in improving National Student Survey outcomes by targeting key areas. It was reported that a number of significant but funded adjustments to the budget for 2016-17 were being made. These included an extension of the contract to provide training to nurses who had originally trained outside the EU. Extra income would be generated through the contract, for which there was an initial investment in refitting one floor of the Innovation Centre in Northampton to accommodate the expanded provision.

- 130.8 The Board discussed tenancy rates at the Innovation Centre. It was reported that distance from allocated parking made the building less attractive to tenants, and the development of the surrounding innovation zone had been slower than expected, however, one floor had been filled and there was scope for expansion.

- 130.9 Members asked whether the impact of the UK's forthcoming exit from the EU had begun to be seen on research funding. It was reported that EU partners were increasingly reluctant to partner with UK institutions, and that although bid rates were maintained, there were reduced numbers of successful bids.

## **131/16 Student Applications**

- 131.1 The Director of Student and Academic Services presented Paper D which set out the current position on UCAS and international applications and decisions.

- 131.2 In particular, the Board noted an increase in applications overall, including an increase in the number of foundation year students, and the conversion of clearing enquiries into firm acceptances.
- 131.3 It was noted that the longer-term strategy was to reduce the University's use of clearing, and members agreed with this approach.
- 131.4 It was reported that a number of options for increasing student recruitment were being considered.
- 131.5 Members asked about academic entry criteria. It was reported that there had been some improvement compared to the previous year, but that further improvement was still desirable.
- 131.6 Members asked about recruitment from the EU, and it was noted that the ability of EU students to access loans was protected in 2016-17, but that the number of EU entrants was likely to be lower in 2017-18.
- 131.7 The Board thanked all of those involved in recruitment and clearing, and noted that the University was meeting its strategy to maintain student numbers on campus.

### **132/16 National Student Survey Results 2016**

- 132.1 The Board received the University's results in the latest National Student Survey (NSS) (Paper E).
- 132.2 The Vice-Chancellor reported that overall the University's result in the NSS had fallen, and that this performance was unacceptable. He stated that whilst student applications had increased, there would be no complacency on delivering an excellent student experience. It was reported that the University's position in the forthcoming Complete University Guide published by the Sunday Times was likely to fall. A series of initiatives were being planned to respond to this. It was noted that the NSS results gave the University the detailed data necessary to take action to improve the outcome for next year.
- 132.3 The Executive Dean of Student Experience reported that three of the metrics in particular would impact on funding through the proposed Teaching Excellence Framework (TEF). These were teaching, assessment and feedback and academic support. A decline had been seen in scores for teaching and academic support, and work would therefore focus particularly on improvement in these areas. It was

reported that the NSS response rate had fallen, and that further work on engaging students with the NSS would be undertaken. It was reported that action planning was being undertaken by courses and faculties, and there would consider issues which may be depressing scores in certain areas.

- 132.4 It was noted that some courses had performed very well, and that some had demonstrated that it was possible to achieve a better result through taking positive action over the course of a year, indicating that there was good practice to draw on.
- 132.5 Members noted that the results showed that students appreciated the quality of the feedback they received, and suggested that there should be consideration of reducing the frequency of assessment. The Director of Student and Academic Services reported that a comprehensive review of assessment was in progress.
- 132.6 It was reported that there was further work to be done on communication to students to ensure that they understood the actions the University had taken to improve the student experience, for example some of the less visible infrastructure work.
- 132.7 The need to work effectively with the Students' Union (SU) within the guidelines set down by the NSS was noted. The University could offer support in marketing and raising awareness. It was reported that the SU had done a study of student participation, and that the ability to visit classes and talk to students about completing the NSS had had the most impact. It was stated that the University would be able to support the arrangements for this.
- 132.8 It was reported that further consideration should be given to changing the Course Representative system to reflect the NSS, as there were a high number of courses without representatives. Members of the Executive and the SU Sabbatical Officers agreed to discuss this outside the meeting.
- 132.9 It was noted that the most important message from the NSS results was about the quality of the student experience, and ensuring that all students received the same high quality. It was vitally important to respond to feedback received through the NSS in order to ensure an excellent student experience which will lead to an improved league table performance.

*The Waterside Project Director joined the meeting.*

### **133/16 Waterside Update**

- 133.1 The Board received the minutes of the Project Assurance Committee on 13 September 2016, and an update on the progress of the project (Paper F).

*Items 133.2 – 133.6 are in the confidential section of these minutes.*

*The Waterside Project Director left the meeting.*

### **134/16 Report from Vice-Chancellor and Chief Operating Officer**

- 134.1 The Board received a report from the Vice-Chancellor and Chief Operating Officer which focused on the development of the Higher Education and Research Bill (Paper G).
- 134.2 It was noted that one of the implications of the Bill would be the need to continue to develop partnerships with other institutions, as the Bill could mean that existing partners sought their own degree-awarding powers. A potential financial loss was noted.
- 134.3 In addition to the report, the Vice-Chancellor reported that the University of Northampton International College had officially opened the previous day. This was a for profit enterprise with Navitas, a private provider. He noted that an exceptional refurbishment to facilitate this activity had been carried out in the Sunley Conference Centre, and invited governors to visit this.
- 134.4 The Vice-Chancellor reported that as there had been no resolution on the national pay dispute in Higher Education, employers, including the University, had imposed a 1.1% cost of living increase.

### **135/16 2016-17 Risk Management and Risk Appetite**

- 135.1 The Board received a report on the management of risk during 2016-17, and the University's risk appetite statement (Paper H).
- 135.2 The Board agreed the University's risk appetite statement and associated risk thresholds, and the cycle of risk management reporting for 2016-17.

### **136/16 Vulcan Works Project**

- 136.1 The Board received Paper I, a proposal for the University's involvement in the development of the Vulcan Works.

*Items 136.2 – 136.4 are in the confidential section of these minutes.*



- 136.5 It was reported that the University had a unique offering in that leather technology was not taught in English anywhere else in Europe, creating a high demand for graduates in an industry which was short of technically trained professionals.
- 136.6 Subject to its inquiry, the Board approved in principle:
- The investment of £2m towards the refurbishment of the Vulcan Works
  - The Agreement for the lease and option to purchase the freehold
  - The Head Lease arrangements
  - Chair's action for the approval of the project, including the lease arrangement, should this be necessary.

*Claire Cross, HR Business Partner, joined the meeting.*

### **137/16 Staff Equality and Diversity Action Plan and Progress**

- 137.1 The Board received and noted Paper J, an update on the staff equality and diversity action plan and progress that had been made since the last report in September 2015.
- 137.2 It was reported that since the previous report a team had been developed in HR to work on the action plan. Tight timescales for some of the deadlines were noted and it was reported that HR had much of the data already and were spreading the analysis of this around the team, as well as building more links to work on student equality and diversity.
- 137.3 Members noted that Athena SWAN accreditation would have an increasing impact on the University's ability to win research funding. It was reported that membership of the Equality Challenge Unit (ECU) was necessary in order to achieve Athena SWAN accreditation. The University did not currently have ECU membership, but the University Management Team would be asked to consider this shortly.
- 137.4 Members asked which issues had been flagged as a result of the Equal Pay Audit. It was stated that items in this area had been given a 'red' rating on the progress report because it was the beginning of a process to look in depth at the data and to assess which actions would be necessary as a result.
- 137.5 It was reported that the Executive Dean of Research, Impact and Enterprise would consider how to increase the number of Professors

and Associate Professors from underrepresented groups as part of a review. It was reported that the Professor and Associate Professor schemes were not currently open due to the review.

### **138/16 Organisational Review Update**

138.1 The Board received and noted an update on the organisational review (Paper K). The HR Business Partner reported that the process was close to conclusion, and that recruitment to the academic posts would take place over the following two weeks.

138.2 The Chair of the Audit Committee reported on a branch grievance he had heard which had been raised by UCU. It was reported that the grievance had halted an ongoing redundancy consultation process pending its investigation.

138.3 It was stated that:

- ensuring the best possible and most effective communication with representatives from trades unions may prevent such occurrences in future
- due to the potential to delay developments, industrial relations should be on the University's risk register
- clarification was needed on the processes and procedures for the involvement of the Board of Governors in the hearing of grievances. The Board endorsed the principle, as set out in the current policy, that grievances were generally addressed through the University's management structure. The HR Business Partner and Clerk agreed to work on this.

**Action: HR Business Partner/Clerk**

### **139/16 Bye-Laws: Annual Review**

139.1 The Board received a proposal to update the Bye-Laws to incorporate recent changes (Paper L).

139.2 Subject to its inquoracy, and to an adjustment to the composition of Senate, the Board approved the Bye-Laws as set out in Paper L.

### **140/16 Ratification of Signatures under Seal**

140.1 Subject to its inquoracy, the Board ratified the signature of documents under seal as set out in Paper M.

### **141/16 Any Other Business**

#### **141.1 University Technical Colleges**

An update to the Board on UTCs was requested.

**Action: Vice-Chancellor/Clerk**

#### **141.2 SU Union Day**

Governors were invited to attend the Union Day for new students. This would take place on Monday 25 and Tuesday 26 between 11am and 3pm on the Pavilion Field, and would be a showcase of SU activities.

**141.3 NNBC Radio Station**

Test broadcasts had begun on 106.9fm, and the station was expected to go live on 1 October 2016.

**142/16 Confirmation of Availability of Papers**

The following papers were confirmed as confidential to the meeting:

Confidential section of the minutes of the meeting on 18 July 2016

Paper B – Operational Plan Review

Paper D – UCAS and International Applications and Decisions

Paper E – National Student Survey 2016

Paper F – Project Assurance Committee

Paper I – Vulcan Works Project

Paper J – Staff Equality and Diversity Action Plan and Progress

Paper K – Organisational Review Update

**143/16 Date of Next Meeting**

Wednesday 19 October at 10.30 at the Avenue Campus.

  
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Approved by Chair

19th October 2016  
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Date

*Clerk's Note: The decisions taken by the Board on 21 September 2016 were ratified by electronic means on 23 September 2016.*

