

## Board of Governors Minutes of the Meeting held on 21 March 2018

### Present:

Andrew Scarborough (Chair)  
Sue Dutton  
Rafael Garcia-Krailing  
Sara Goodwin (to item 52.2)  
Sylvia Hughes  
Frank Jordan

Lee Machado  
Nick Petford  
Nick Pitts-Tucker  
Nick Robertson  
John Skelton

### Apologies:

David Baker, Jeff Halliwell, Richard Horsley, Deborah Mattock, Mark Mulcahey, Martin Pettifor, Danjie Zhong

### In attendance:

Emma Finlay (Governance Assistant), Miriam Lakin (Clerk)  
Nick Allen (Executive Officer), Jane Bunce (Director of Student and Academic Services),  
Mark Hall (Director of Finance), Terry Neville (Chief Operating Officer), Helen Scott  
(Dean of Education and Humanities), Ann Shelton-Mayes (Executive Dean Student  
Experience)

### **41/18 Welcome, Apologies and Quorum**

41.1 The Chair welcomed those present, noted apologies and confirmed that the meeting was quorate.

### **42/18 Declarations of Interest**

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

### **43/18 External Effectiveness Review Final Report – Recommendations**

43.1 The Board received Paper A, the External Effectiveness Review of the Board of Governors and its Committees, by Ranmore Consulting. The Board continued its discussion of the recommendations, starting with recommendation 14, as agreed at the previous Board meeting (Minute 25.40).

- 43.2 The Chair advised the Board of the judgements that could be made as part of the review process;
1. Accept the recommendation
  2. Accept the recommendation with modifications
  3. Decline the recommendation
- 43.3 **Recommendation 14 – Review the terms of reference and membership of the Remuneration Committee in line with the CUC guidance**  
Recommendation accepted.
- 43.4 **Recommendation 15 – To take account of the CUC guidance regarding the chairing and membership of the Remuneration Committee**  
The Chair advised the Board that the CUC guidance states that the Vice Chancellor should not be a member of the Remuneration Committee.
- 43.5 Members noted that the Remuneration Committee is effectively run under the current membership, which includes the Vice Chancellor. That the Vice Chancellor is the line manager of the senior post holders, who’s remuneration is reviewed by the committee. Members asked about the reasoning behind the guidance.
- 43.6 The Chair advised the Board that the exclusion of the Vice Chancellor from the Remuneration Committee, removes any suggestion of influence. Members noted that the Vice Chancellor leaves the meeting when the committee discuss the Vice Chancellor’s remuneration.
- 43.7 The Chair asked the Board if they would like to continue the Vice Chancellors membership of the Remuneration Committee. Members noted sector practice with reference to the UCEA Board advice.
- 43.8 The Chair proposed that the Board consider the recruitment of an external chair of the Remuneration Committee. Members noted that this would be a positive move towards transparency. The Board declined recommendation 15.
- 43.9 **Recommendation 16 – Review the transparency and clarity of reporting from the Remuneration Committee to the Board.**  
Recommendation accepted.
- 43.10 **Recommendation 17 – The Board sets itself 3-5 annual objectives reflecting the priorities for its work**

Members asked if the purpose of the recommendation was to encourage Board members to focus more time on the non-operational aspects of the University. To address the observation that the Board has been heavily focused on Waterside.

43.11 Members noted that currently the Boards priorities are aligned with the strategic objectives of the University. The Chair stated that the Board objectives should support the achievement of the Board to fulfil its role effectively.

Recommendation accepted.

43.12 **Recommendation 18 – The Clerk and Chair review the planning of Board agendas with a view to ‘smarter working’**

Members suggested that Board papers are categorised, so members can allocate more time to Papers that require agreement by the Board. The Chair noted that the quality of Papers has improved.

Recommendation accepted.

43.13 **Recommendation 19 – Board consider meeting without the executive officers present, with the exception of the Vice Chancellor**

The Chair advised the Board that the recommendation reflected previous Board practice, of inviting the executive team to relevant agenda items. The Chair advised the Board that they had moved away from this practice as there was a perceived gap in the provision of relevant information.

43.14 Members discussed the pros and cons of excluding the executive team from the duration of the Board meeting. Some members noted that it was valuable to include the executive, they stated that the quality of discussion is not diminished by their presence. The Vice Chancellor made reference to his Unlimited Board role and stated that it was reassuring to have the executive team present at Board meetings. He also made reference to the Board restructuring process in 2012 and stated that the purpose behind the changes in 2012, was to have the experts attending Board meetings.

43.15 Some members supported the recommendation, they stated that the relationship with the executive team was well established and it was normal Board practice to invite the executive team to the relevant items of the agenda. Members noted that sometimes the presence of the executive team can constrain debate and staff members on the Board may find it harder to be forthright with their opinions.

- 43.16 Members suggested a midway point, to set aside exclusive Board time for unconstrained debate. The Chair supported the suggestion and noted the need for the Board to be close to the financial team.  
Accept the recommendation with modifications.
- 43.17 **Recommendation 20 – The Clerk to assess the likely impact of future changes in the regulatory environment on the Board’s work**  
Recommendation accepted.
- 43.18 **Recommendation 21 – Explore ways in which the Board can enhance the scrutiny and oversight of the academic delivery of teaching and learning and the student experience**  
Recommendation accepted, members discussed the role of the Academic Assurance Working Group.
- 43.19 **Recommendation 22 – Review and consider reinstating the system of linking individual Governors to academic departments/faculties**  
Members noted the risks of Governors becoming an advocate of a specific faculty rather than taking a holistic view.  
Recommendation declined.
- 43.20 **Recommendation 23 – Consider ways in which Senate and the Board may join with each other to increase awareness of strategic questions and issues concerning the academic delivery of the University’s programmes**  
Recommendation accepted.
- 43.21 **Recommendation 24 – Give attention to the ways in which the Board could add more value to the University’s mission by drawing on the international expertise of its Board members**  
Members noted that there are opportunities for members to get involved with initiatives at an international level, but their first duty is oversight. The Chair stated that the role of the Board is to be assured that the SMT (Senior Management Team) are making the right decisions.
- 43.22 **Recommendation 25 – Capitalise on the board’s strategic role and expertise**  
Recommendation accepted.
- 43.23 **Recommendation 26 – The Nominations Committee review its strategy for the recruitment of new members to the Board**

The Chair made reference to the recent recruitment campaign for new Board members and noted that there was an increase in the number and diversity of applicants. Members discussed the diversity of the selection panel and methods of recruitment.  
Recommendation accepted.

**43.24 Recommendation 27 – The Clerk and Nominations Committee to review the skills matrix to reflect the future needs of the Governing Body and University**

Recommendation accepted.

**43.25 Recommendation 28 – The Board explore with the Executive what data it wishes to receive as part of a dashboard of performance measures**

Members noted that this recommendation had been covered at the Away Day with the introduction of the new KPI's.

**43.26 Recommendation 29 – To consider revising the delivery of the induction programme for new Governors to include an 'introduction to university finance reporting'**

Recommendation accepted.

**43.27 Recommendation 30 – To consider supplementing the support available to Board members through the Clerk's office by subscribing to some of the sector's respected policy briefing services**

The Clerk confirmed that board members already receive the headlines from Helen Asquith. The Chair stated that he would prefer members to get more than they needed and then they could be selective.

Recommendation accepted.

**43.28 Recommendation 31 – To review the role and duties of the Clerk in light of the likely increasing demands on governing bodies from changes in the regulatory environment**

The Chair noted that the current arrangement leaves the role quite isolated as the Clerk works solely for the Board and reports directly to the Chair of the Board of Governors. The Chair noted that this is unusual to sector practice. If the Clerk was more involved with the executive, she would be in a better position to support the Board.

**43.29** Members discussed how the role of Clerk would change, with reference to the role of Company Secretary and Registrar. Members noted that there was potential cross over with other roles in the Vice Chancellor's office. The

Chair noted that any changes made to the role of Clerk, would depend on the set-up of the Vice Chancellor's office. The Board agreed to look further at the recommendation, before making a decision.

**43.30 Recommendation 32 – If changes to the Clerk's role are implemented, the post holder would benefit from external support**

Recommendation accepted.

43.31 The Chair thanked Ranmore Consulting for the recommendations.

*Terry Neville, Ann Shelton-Mayes, Jane Bunce, Nick Allen, Mark Hall and Helen Scott joined the meeting.*

**44/18 Minutes of Previous Meeting**

44.1 The Chair asked the Board if they were content to include the Board Effectiveness Review and Budget Strategy in the open minutes. The Board approved the minutes of the meeting held on 21 February 2018 as a true record of that meeting.

**45/18 Action List and Matters Arising**

45.1 The Board received Paper B on actions arising from previous meetings. Additional comments were received on the following:

**45.2 Annual HR report to the Board (Minute 229.6)**

The Clerk advised the Board that the HR report would be on the May Board agenda.

**45.3 SEMLEP Presentation to the Board (Minute 228.4)**

Action complete.

45.4 The Chair suggested inviting other attendees to present to the Board. He referred to a discussion at PAC regarding crime rates and suggested inviting the Chief Constable to present to the Board. The Director of Student and Academic Services advised the Board that the University was working closely with the Chief Constable regarding improved security at Waterside and supporting residential life.

45.5 The Chief Operating Officer advised the Board that there was a test run planned with the police, on 28 June 2018. The purpose of the test run was to review different scenarios in relation to the opening of Waterside. The

Director of Student and Academic Services advised the Board that the University was already working with the Residents Association in Far Cotton.

#### **46/18 Faculty of Education and Humanities**

46.1 The Board received a presentation from the Dean of the Faculty of Education and Humanities. This covered a SWOT Analysis of the Faculty for 2017/18 and included the following;

- Strengths – Innovation of learning, teaching and assessment. The programmes are Waterside ready and they have developed since last year. The PAT (Personal Academic Tutor) system is strong and the student experience has improved. Involvement with Changemaker is good and the placement scheme is well established. Teacher training received a good Ofsted and the faculty has the highest NSS results across the University.

#### **49/18 Report from Audit Committee and Risk Workshop**

49.1 The Board received and noted a report from the Deputy Chair of the Audit Committee, which included the following;

- Risk Workshop – A list of points generated from the workshop has been drafted, new items and changed emphases will be built into the risk register for the next PAC and Audit Committee.
- IT – Remains on the Board agenda, the risks are seen as shifting to unforeseen start-up problems and resourcing post move.
- TEF – Risks should form part of the Board agenda. There is confidence in the Student and Academic Services team, but the role of the Academic Assurance Group should be reviewed and possibly strengthened and emphasised.
- Annual SHE Report – Assurances were received that appropriate resources and emphasis are allocated to this.
- IT Controls – A further review of controls against best practice will be undertaken by PWC between October and December 2018.
- Assurance Framework – This is designed to assess whether the controls over risks to meeting strategic objectives are in place. The importance of the Academic Assurance Group was very apparent.
- GDPR – Is being addressed, internal audit has taken place.
- Internal Audit – Performance was reviewed and the Committee recommends renewal of the current contract on a two plus one plus one year basis.

49.2 The Deputy Chair of the Audit Committee advised the Board that the Audit Committee has reviewed the performance of the external auditors, Ernest and Young. The performance delivered was acceptable, despite a short period in which to complete their work. Additional work was undertaken by Ernest and Young and the Finance Director is satisfied with the proposed additional fee. The Deputy Chair of the Audit Committee asked the Board for agreement to pay the additional fee of £15k. The Board agreed the payment of the additional fee for 2016/17.

49.3 The Executive Officer advised the Board that the University had received a qualified judgement from HEFCE regarding the Prevent Duty Annual Report. The Chair advised the Board that further discussion will take place at the April Board meeting. The Chair asked the SMT to consider how easy it is for students and staff to engage with the safeguarding systems in place. Members discussed renewal of prevent training for governors.

49.4 The Chair confirmed that the Risk Workshop, held on the 14 March was very helpful.

#### **50/18 Risk Register**

50.1 The Board received and noted Paper D, the Risk Register.

#### **51/18 HEFCE's Annual Assessment of Institutional Risk**

51.1 The Board received and noted Paper E, HEFCE's Annual Assessment of Institutional Risk.

51.2 The Finance Director advised the Board that the report stated that the University had missed a number of deadlines. A detailed breakdown has identified nine missed deadlines since 2013/14, one of which had HESA approval. The remaining eight deadlines were technical sign off issues, when the Vice Chancellor was unavailable or out of the country.

#### **52/18 Minutes of the Project Assurance Committee**

52.1 The Board received and noted Paper F, the minutes of the Project assurance Committee, which included the following;

- The meeting focused on the Risk Register, which is stable and in a good format. The top risks are student recruitment and future financing.
- There was a new report on security, the implications are considered and planned and the University are working with the police, regarding

campus security. The Deputy Chair of PAC stated that formal security is within tolerance.

- The focus of PAC has shifted from campus readiness, to the readiness of the facilities management operation.
- Resolution of Park and Ride for the east.
- IT provision has moved back to the remit of PAC, the progress is encouraging and IT provision is moving towards green status.
- Members of the Treasury committee were present at PAC and they were satisfied with the progress.

52.2 Members of PAC who attended a Waterside tour, prior to the PAC meeting, stated that they were 'blown away', by the new campus and the Engine Shed was amazing.

*Sara Goodwin left the meeting.*

### **53/18 Report from VC and COO**

53.1 The Board received and noted Paper G, a report from the Vice Chancellor and Chief Operating Officer.

53.2 The Vice Chancellor advised the Board that the league tables would be published in April. UNIC (University Northampton International College) had a QAA inspection which was rated as 'Good'.

53.3 The Vice Chancellor made reference to the deadlines for the clawback of funding by HEFCE. The Chief Operating Officer advised the Board that the clawback was a retrospective fine by HEFCE, for students who trailed a module but still graduated. The Vice Chancellor asked the Board for continued support to proceed as they see fit. The Board approved this course of action.

53.4 The Vice Chancellor advised the Board that the University are involved in a campaign to raise awareness regarding the 'Social Value for Money', of a University education. He advised the Board that the campaign has the support of twenty universities, it has also received support from Unlimited and the President of the NUS. Members noted the importance of raising awareness.

53.5 The Chair advised the Board that the Government Inspector appointed to review Northamptonshire County Council published his report on 15 March 2018. The recommendations were as follows;

- That the County Council and Borough and District Councils should be replaced by two new local authorities by 2020.

- That the Government considers sending commissioners into the authority.

53.6 The Chair advised the Board that the report was also critical of the council's 'Next Generation Model', of outsourcing services. He advised the Board that First for Wellbeing had been brought back in house. The Chair advised the Board that the cabinet had received a paper regarding First for Wellbeing, which stated that the organisations partners were not providing adequate resource. This statement was potentially detrimental to the reputation of the University. The Director of HR, Marketing and International Relations prepared a response and the University received one request to comment, which they declined.

53.7 The Vice Chancellor

#### **54/18 Management Accounts**

54.1 The Board received and noted Paper G, the Management accounts as at 28 February 2018.

#### **55/18 Board and Committee Dates for 2018-19**

55.1 The Board received and noted paper I, the Board and Committee dates for 2018-19.

#### **56/18 Any Other Business**

56.1 The Board received Paper I, a proposal for the re-election of subsidiary company directors.

56.2 The Board approved Paper I.

#### **37/18 Ratification of Signatures**

37.1 The Board received Paper J, a record of the signature of documents under the University's seal. The Board ratified the signatures as set out in Paper J.

#### **38/18 Any Other Business**

##### **38.1 Risk Workshop**

The Chair advised the Board that the Risk Workshop was on 14 March 2018 and encouraged members to attend.

##### **38.2 Chair and Deputy Chair**

The Clerk advised the Board that the process to elect a Chair and Deputy Chair had begun and all members had been emailed regarding the process for nominations.

### **38.3 Clawback of Funding**

The Chief Operating Officer provided the Board with an update regarding the potential clawback of funding by HEFCE which had been discussed at previous meetings (see minutes 197.3, 230.4). He advised the Board that HEFCE had stated that they would go ahead with the clawback, and that the University had no right of appeal. The Chief Operating Officer asked the Board for support to challenge the decision publicly. The Board approved this course of action.

### **38.4 Points from the Development Committee**

The Development Committee had met the previous week. Members of the Committee reported that there were three points they wished to raise:

- A review of Research and Enterprise had been approved by the Executive and was supported by the Committee. However, the review contained no external members and the Committee recommended that this decision was re-assessed
- There should be a clear target for professorships funded by external bodies. Three funded professorships by 2020 was suggested
- There had been an excellent presentation from the Director of the Institute for Public Safety, Crime and Justice. The Institute would be a suitable area for seeking funding for a professorship. The Director had highlighted difficulties in retaining good research staff due to the inability to offer permanent contracts, and rolling contracts were suggested as a means of addressing this.

### **38.5 Sexual Harassment**

Members noted the recent media coverage of sexual harassment cases, and asked if there were suitable policies in place. The Director of HR advised the Board that for staff such behavior would be covered by the Bullying and Harassment Policy which was approved by the Board in March 2017.

38.6 It was suggested that statistics on reports of bullying and harassment and whether these had required action could be reported to the Board through the annual HR report. The Chair advised the Board that the Clerk would follow-up with HR regarding the annual HR report.

**Action: Clerk**

### **38.7 Efficiency: A Guide for Governors**

The Clerk distributed to governors a publication from the Leadership Foundation for Higher Education titled 'Efficiency: A guide for governors'.

**38.8 Link with Iraq**

The Chair reported on a letter received from the Minister of Higher Education and Research in Iraq to the Vice Chancellor thanking the University for its involvement in education in Iraq.

**39/18 Confirmation of Availability of Papers**

The following papers were confirmed as confidential to the meeting:  
Confidential section of the minutes of the meeting held on 24 January 2018  
Paper A – External Effectiveness Review of the Board  
Paper C – Draft Budget Strategy  
Paper F – UCAS Applications and Decisions

**40/18 Dates of Forthcoming Meetings**

- Board of Governors, 18<sup>th</sup> April 2018
- Treasury Committee, 18<sup>th</sup> April 2018
- Project Assurance Committee, 15<sup>th</sup> May 2018
- Board of Governors, 23<sup>rd</sup> May 2018



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Approved by Chair

18 April 2018  
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Date