

Board of Governors
Minutes of the Meeting held on 17 April 2019

Present:

Sylvia Hughes (Chair)
Sue Dutton
Rafael Garcia-Krailing
Jeff Halliwell
Richard Horsley
Frank Jordan
Gemma Lovegrove
Mark Mulcahey
Nick Petford
Martin Pettifor
Nick Pitts-Tucker
Nick Robertson
John Skelton (to item 84)

Apologies:

David Baker, Jane Bunce, Mark Hall, Lee Machado

In attendance:

Emma Finlay (Governance Assistant), Miriam Lakin (Clerk), Hastings McKenzie
(Dean of Academic Partnerships) for item 73,

For items 69 – 83, 91

Deborah Mattock (Director of HR, Marketing and International Relations), Terry Neville (Chief Operating Officer), Ann Shelton-Mayes (Executive Dean of Student Experience)

69/19 Welcome, Apologies and Quorum

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

70/19 Declarations of Interest

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

71/19 Minutes of Previous Meeting

71.1 The Board approved the minutes and confidential minutes of the meeting held on 20 March 2019 as a true record of that meeting.

72/19 Action List and Matters Arising

72.1 The Board received and noted Paper A on actions arising from previous meetings. Additional comments were received on the following:

72.2 University of Northampton Enterprises Ltd (Minute 178.4)

The Clerk advised the Board that the UNEL (University of Northampton Enterprises Ltd) Board had appointed an external Chair.

72.3 Date for Board Away Day (Minute 66.1)

The Clerk advised the Board that Away Day was likely to be held on Friday 20 September, and that she would have provisional meeting dates shortly, following the approval of Paper H.

The Dean of Academic Partnerships joined the meeting.

73/19 Academic Partnerships and Review of Partnership Finances

73.1 The Board received and noted Paper B, a review of Academic Partnership Finances for 2017/18.

73.2 The Dean of Academic Partnerships gave a presentation which covered the following:

Overview of partnerships in 2017/18

Partnership closures

International partners

UK partners

Risk management

New business and partner development

Financial performance

The vision and mission of the Academic Partnerships Office.

73.3 Members asked about the ethical dimension of partnerships, especially with regards to equality of opportunity in partner institutions. The Dean of Academic Partnerships advised the Board that the focus of partnership work was on education as a force for good which encouraged participants to be reflective. Partnerships also provided an opportunity to share the University's values. The Dean of Academic Partnerships reported that he had seen good examples of equality of opportunity in action in partner institutions. He also reported that Ashoka and Changemaker were admired across the partnerships and that many partners sought to recreate it in their own institutions.

73.4 Members asked about the University's performance compared with other institutions in the sector. The Dean of Academic Partnerships advised the Board that the University was recognised in the sector for its partnership work. However, there were no sector benchmarks for the volume and size of partnerships as this aspect was not regulated.

73.5 Board members asked about minimum targets for either income or financial contribution from partnerships. The Dean of Academic Partnerships advised the Board that minimum cohort sizes were built into financial agreements, and that this was now more rigorously implemented than previously. He also reported that contribution could vary depending on the nature of the partnership.

73.6 Members asked about the development of Changemaker across the academic partnerships, and the idea of the University as a 'hub' for the dissemination of Changemaker. The Dean of Academic Partnerships advised the Board that Changemaker appeared to inspire many of the partners, some of whom for example were seeking to replicate the University's Changemaker Certificate. He reported on a planned Changemaker Summer School which would bring students in partnerships to Northampton and be themed around Changemaker.

73.7 Members asked about the income generated from new international partnerships. The Dean of Academic Partnerships advised the Board about anticipated student numbers and income per student in some new large partnerships. He advised the Board that there was potential for further growth.

73.8 Members asked about the UK market, interest in the University's portfolio and whether the University received requests to offer new or varied courses. The Dean of Academic Partnerships advised the Board that on occasion a UK partner may wish to tailor a programme to their needs, but in general the UK market was well informed about the University's portfolio and tended to request only those courses the University ran.

73.9 Members asked about risk management, and confidence that levels of risk were manageable. The Dean of Academic Partnerships advised the Board that some issues related to the risk of bad debt had been ongoing with partnerships

initiated before the Academic Partnerships Office (APO) was formed. He highlighted the benefits of having a member of the finance team integrated into the APO, which enabled prompt invoicing.

73.10 The Chair congratulated the Dean of Academic Partnerships for his success to date and thanked him for an interesting and informative presentation.

The Dean of Academic Partnerships left the meeting.

74/19 Minutes of the Academic Assurance Committee Meeting

74.1 The Board received and noted Paper E, the minutes of the Academic Assurance Committee meeting held on 20 March 2019.

74.2 In particular, the attention of Board members was drawn to item 7.13 about preparation for the next iteration of the Teaching Excellence Framework (TEF).

Minute 74.3 is in the confidential section of these minutes.

74.4 It was noted that much work had been done to target areas of activity which would also produce a positive impact in the TEF. For example, an internal survey of graduate employability outcomes had recently been completed, pending a new iteration of the national survey. The internal survey had shown that the University had completely closed the gap between BME and white graduate employment outcomes in the past three years. This was the type of internal data which could be presented as part of the University's submission to the TEF. The Board congratulated the University on the outcome of the internal survey.

74.5 Members asked if there was any intelligence about the potential performance of other universities in TEF. It was reported that national statistics were not available. Members asked if there would be a financial clawback related to any change in TEF rating. It was reported that there would not.

75/19 Development of Partnership

Minutes 75.1 to 75.20 are in the confidential section of these minutes.

76/19 Management Accounts

76.1 The Board received and noted Paper C, the management accounts to 31 March 2019.

77/19 Debt Write Off

77.1 The Board received Paper D, a request to write-off a debt of £70,502.22

Minutes 77.2 to 77.5 are in the confidential section of these minutes.

77.6 The Board approved the debt write-off as set out in Paper D.

77.7 The Chief Operating Officer advised the Board that premises vacated at the Waterside Campus were being converted to accommodate the Assist team which provided student support. It was reported that moving Assist to Waterside would have a positive impact on the student experience as it had been difficult for some students to attend the service when it was located on the Avenue Campus.

78/19 Update on IT Leadership

78.1 The Chief Operating Officer provided the Board with an update on the leadership of the University's IT department.

78.2 The Chief Operating Officer reported that he was managing the IT department on an interim basis. He was reviewing the nature of the department and the status of its work, and had been meeting the different teams. He had focussed on:

Prioritising student issues

Ensuring there was full data back-up

Update of anti-virus software

Assessing the current software applications and development and deciding what to prioritise and what was not business critical

Planning the start of the next academic year.

78.3 It was noted that the Audit Committee had recommended a further independent sector benchmarking exercise for IT provision, and reported that this would be carried out in late summer 2019. Members recommended that the review of the service should be positioned carefully, so as not to destabilise staff morale.

78.4 The Board thanked the Chief Operating Officer for managing the department on an interim basis.

78.5 The Vice Chancellor thanked the Board for being supportive. He highlighted the importance of strong management and the need to get the basics right and advised the Board that the University would search for a head of IT once the situation was stabilised. The Board supported this approach.

79/19 Gifts and Hospitality Policy and Procedure

79.1 The Board received Paper F, a revised policy and procedure on Gifts and Hospitality.

79.2 The Board approved the Gifts and Hospitality Policy and Procedure and agreed to delegate future approval of this policy to the University Management Team.

80/19 University of Northampton Group of Companies: Corporate Governance Framework and Articles of Association

80.1 The Board received Paper G, a draft Corporate Governance Framework for the University of Northampton group of companies, and draft Articles of Association for any future companies to be established.

80.2 The Board approved:

Standard articles of Association for wholly owned subsidiaries as set out in Paper G

Specific alterations to the Articles of existing wholly owned subsidiaries as set out in Paper G

A revised governance framework for the University's group of companies as set out in Paper G.

Action: Clerk

81/19 Chair's Report from CUC Spring Plenary and WonkHE Conference on The Secret Life of Students

81.1 The Board received a report from the Chair regarding the CUC Spring Plenary and WonkHE Conference on 'The Secret Life of Students'.

81.2 The Chair advised the Board that there had been representatives from across the sector at the WonkHE conference. The conference had included a presentation on loneliness and student mental health. Research had been presented about the implications for learning of different generations of students, focusing on students born between 1995 and 2010, known as 'Generation Z'. From the perspective of the University's branding and marketing

it was noted that Generation Z were interested in making a difference, and therefore Changemaker values were likely to resonate more strongly with this generation than they had previously. The Board were advised that the University's marketing was being adjusted to reflect this.

81.5 The Chair advised the Board regarding the Committee of University Chairs (CUC) Spring Plenary. This had covered:

Pensions

Presentation on HE opportunities and challenges from Alastair Jarvis from UUK

Brexit implications

Student Wellbeing and Mental Health

The Role of Universities in the 21st century.

82/19 Waterside Project Director

82.1 The Chair reported that Robert Griggs, the Waterside Project Director was due to leave the University on 30 April 2019. The Board recognised his hard work and significant contribution to the Waterside project. The Board thanked him for his tenacity, attention to detail and professionalism, and wished him well for the future.

83/19 AUDE Awards

83.1 The Association of University Directors of Estates had announced its 2019 award winners on 16 April. The Waterside Campus Development won the University Impact Initiative of the Year Award. Estate Services and 1st Degree Facilities were highly commended in the Estates/Facilities Team of the Year category. John Howes, the External Services Manager, was highly commended in the Emerging Talent category.

83.2 The Board congratulated all of those involved.

84/19 Recommendations from the Board Development Working Group

84.1 The Board received and Paper H, recommendations from the Board Development Working Group.

84.2 Members of the Working Group explained the rationale of moving to different types of meetings. It was reported that the precise dates and content of the meetings would need to be finessed. The Clerk agreed to publish draft dates for the 2019/20 academic year as soon as possible.

84.3 With regards to recommendation 14 on discussion of the remuneration for Board members, a correction was issued. There would be a further discussion of remuneration in late 2019/20. With this correction, the Board approved all of the recommendations made in the paper.

Action: Clerk

85/19 Minutes of the Nominations Committee Meeting held on 20 March 2019

85.1 The Board received and noted Paper I, the minutes of the Nominations Committee meeting held on 20 March 2019.

85.2 The Chair of the Nominations Committee advised the Board that David Baker has given his resignation from the Board effective from the end of July 2019 (Minute 39.3). The Board recognised David Baker's significant contribution to the Board. It was noted that a replacement governor with similar skills would be sought.

85.3 The Chair of the Nominations Committee advised the Board that he had received Edward Lord's resignation that day. Members expressed their concern regarding the longevity of service of some recruited governors. The time commitment the Board expected was highlighted. The importance of developing a strong pipeline of suitable candidates was also noted in this context.

85.4 The Clerk advised the Board that there was an ongoing recruitment exercise for new governors, and the results would be known shortly. She advised the Board that, with their permission, the details of interested candidates were held in case of further opportunities.

86/19 Appointment of the Pro Chancellor

86.1 The Board received Paper J which set out options for the appointment of the Pro-Chancellor.

86.2 Recognising the input and hard work of David Laing as the Pro-Chancellor, the Board approved a further three-year term of office 29 February 2020 to 28 February 2023, and authorised the Chair of the Board to offer this. The Board also resolved to amend the Bye-Laws as set out in the paper.

Action: Clerk

87/19 Appointment of Chair and Deputy Chair

87.1 The Board received and approved Paper K which set out the timescale and process for the appointment of a Chair and Deputy Chair of the Board.

87.2 Board members noted that many universities chose to recruit a chair directly through an external advertisement and open competition. It was accepted that in the current year, time constraints made this difficult. However, the option should be considered for future appointments.

88/19 Update on DVC Search

88.1 The Chair provided the Board with an update regarding the ongoing search for a Deputy Vice Chancellor. The advertisement was now live, and the search had begun. It was anticipated that shortlisting would take place on 13 June, with final interviews on 20 June 2019.

89/19 Ratification of Signatures Under Seal

89.1 The Board received Paper L and ratified the signature of documents under seal as set out in the paper.

90/19 Societal Travel CIC Annual Financial Statement

90.1 In its capacity as member of the Company, the Board received and noted Paper M, the Annual Financial Statements for Societal Travel CIC.

91/19 Any Other Business

91.1 Non-Disclosure Agreements

Members referred to recent press reports about the use of non-disclosure agreements (NDAs) by universities. The Director of HR confirmed that the University made occasional use of NDAs. Three NDAs had been issued in 2018, and one in 2019. She confirmed that NDAs were never applied to staff with an outstanding grievance or other allegation as the University's policy was that NDAs were not used in such circumstances. The Director of HR confirmed that settlement agreements were used when employees left with special arrangements. Employees leaving with settlement arrangements were required to take independent legal advice for which the University paid.

91.2 Risk Workshop

A risk workshop had taken place on 3rd April and had considered the management of business continuity risk and serious incidents. The Chair of the Audit Committee commended those who had run and contributed to the workshop on an extremely successful session.

91.3 Appointment of High Sherriff of the County

The Chair congratulated Nick Robertson on his appointment as High Sherriff of the County.

91.4 Change of Start Time for May Board Meeting

The Clerk advised the Board that the May Board meeting would start at the earlier time of 10.00am to allow for a presentation of the new technology available to Board members.

92/19 Confirmation of Availability of Papers

92.1 The following papers were confirmed as confidential to the meeting:

Paper B – Review of Partnership Finances

Paper D – Debt Write-Off

Paper E – Academic Assurance Committee Minutes of the Meeting Held on 20 March 2019

Paper I – Nominations Committee Minutes of the Meeting held on 20 March 2019

Paper J – Appointment of Pro Chancellor

93/19 Dates of Forthcoming Meetings

Board of Governors – 22 May 2019 at 10.00am

Audit Committee – 12 June 2019

Board of Governors – 19 June 2019

Working Lunch with SEMLEP Chair – 19 June 2019

Nominations Committee – 19 June 2019