

**Board of Governors**  
**Minutes of the Meeting held on 20 March 2019**

**Present:**

Sylvia Hughes (Chair)

David Baker

Sue Dutton

Rafael Garcia-Krailing

Frank Jordan

Edward Lord

Gemma Lovegrove

Lee Machado

Mark Mulcahey

Nick Petford

Martin Pettifor

Nick Robertson

John Skelton

**Apologies:**

Jeff Halliwell, Richard Horsley, Nick Pitts-Tucker

**In attendance:**

Miriam Lakin (Clerk), Jane Bunce (Director of Student and Academic Services), Mark Hall (Director of Finance), Deborah Mattock (Director of HR, Marketing and International Relations), Terry Neville (Chief Operating Officer), Ann Shelton-Mayes (Executive Dean of Student Experience)

#### **48/19 Welcome, Apologies and Quorum**

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

#### **49/19 Declarations of Interest**

49.1 Mark Mulcahey reported that in his professional capacity he was supporting the investment strategy for England's Economic Heartland. This would be added to his written declaration of interest.

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

#### **50/19 Minutes of Previous Meeting**

50.1 The Board approved the minutes and confidential minutes of the meeting held on 20 February 2019 as a true record of that meeting, with a change to minute 36.3.

#### **51/19 Action List and Matters Arising**

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

51.2 Profit and Loss Account (Minute 36.5)

The Director of Finance reported that this action had not been completed and would instead be included in the Period 8 management accounts.

## **52/19 Update from the Vice Chancellor**

Minute 52.1 is in the confidential section of these minutes.

52.2 The Vice Chancellor delivered a presentation which he had also been sharing with the faculty executives and which built on ideas discussed at the recent Board Away Day.

52.3 The Vice Chancellor focussed on the largest 'gaps' between the KPIs and actual performance, and also on gaps between expectations and the actual situation.

Minutes 52.3 – 52.17 are in the confidential section of these minutes.

56.18 Members commented that the individual elements for development as outlined by the Vice Chancellor in his presentation could be presented as part of an overall plan to ensure that they were not pursued in isolation and that the overall plan was understandable to staff. The Vice Chancellor stated that the overall plan was already expressed through the Strategic and Operational Plans, and that actions were identified which would help the University to meet its strategic targets. However, there would need to be prioritisation and an overall view to ensure that actions were taken in parallel and to ensure that in closing one gap, another did not open.

56.19 The Board agreed that it was for the Vice Chancellor as Chief Executive to propose his plans for shaping the organisation. The Board should see a proposal with options for what the change process might look like and the risks and opportunities.

Minute 56.20 is in the confidential section of these minutes.

## **57/19 Operational Plan Interim Review**

57.1 The Board received and noted Paper F, a mid-year review of progress towards the achievement of KPIs in the Operational Plan. The paper reported only on those KPIs which the Board had chosen to monitor.

57.2 The Chief Operating Officer reported that for some of the KPIs, an interim result was not possible, for example KPIs based on the National Student Survey for which results would be available in August.

57.3 It was also noted that two of the metrics based on the survey of Destinations of Leavers from Higher Education (DLHE) would need to be re-written as the DLHE survey was being withdrawn.

Minutes 57.4 to 57.9 are in the confidential section of these minutes.

## **58/19 Budget Strategy and Mitigation Plan**

58.1 The Board received and noted Paper B, a draft budget strategy for 2019-20 including a mitigation plan.

Minutes 58.2 to 58.15 are in the confidential section of these minutes.

## **59/19 Proposal for New Committee**

59.1 The Board received and discussed a proposal for a new committee to replace the Treasury Committee (Paper C) and have a role in providing assurance to the Board about finance.

59.2 Members noted that financial responsibility, monitoring and oversight rested with the whole Board. However, there was a need for space for Board members to discuss innovation in more detail.

59.3 Following discussion, it was agreed that there would be an executive briefing session which members could join by conference phone. This would take place before the Board papers were issued, and would allow executive members to explain in more detail the financial mitigation plan and measures being taken to achieve the covenants with HM Treasury as the University's creditor. The Board agreed that this would allow all members to be equally well informed and to monitor and challenge the development of the financial strategy.

59.4 It was agreed that a structure was needed for the Board to give oversight and support for innovation in the University and the growth of income. The current Treasury Committee would therefore meet on 17 April as planned and discuss the development of terms of reference for an Innovation Committee.

### **60/19 Future Planning Permissions at Waterside**

60.1 The Board received and endorsed Paper D which set out the position regarding planning consents for future development at the Waterside Campus.

### **61/19 Management Accounts**

61.1 The Board received and noted Paper E, the management accounts to 28 February 2019.

61.2 The Director of Finance reported on the factors contributing to the management accounts. He noted that on page 14, the total debt reported included £25m of receipts in respect of the sale of the Park Campus. These were due in December 2019 and December 2020 and were therefore not overdue debt.

### **62/19 Senate Minutes**

62.1 The Board received and noted Paper G, the minutes of the Senate meeting held on 6 February 2019.

### **63/19 UCAS Applications and Decisions**

63.1 The Board received and noted Paper H which set out the latest figures on UCAS applications and decisions.

### **64/19 Oxford-Cambridge ARC Universities Prospectus**

64.1 The Board received and noted Paper I, a prospectus prepared jointly by the universities located in the Oxford-Cambridge ARC.

### **65/19 Guidance from the Government to the OfS**

65.1 The Board received and noted Paper J, guidance given by the government to the Office for Students.

### **66/19 Any Other Business**

66.1 Date of Board Away Day

In order that planning for the Away Day could take place, the Board agreed to move the Away Day in January to a suitable date in September.

Action: Clerk's Office

66.2 IT Leadership

The Chief Operating Officer reported that the Director of IT had left the employment of the University. The Chief Operating Officer was therefore managing IT directly. He stated that there were two deputies, each running one of the main sections of IT. The COO agreed to report further to the next Board meeting.

Action: COO

### 66.3 Ashoka Exchange

Sue Dutton reported on the Ashoka Exchange which she had attended with Mark Mulcahey, the Vice Chancellor, other staff and six students. A key message received was that the University had great prestige in the Ashoka movement and other institutions were very interested in the University's approach. The Exchange had showcased various projects which showed the practical applications of university research, and had emphasised for participants that anyone could be a Changemaker.

### 66.4 Court

The University Court had met on 14 March. It had received presentations about Changemaker and the Ashoka Exchange, and about the first six months at Waterside.

66.5 The Vice Chancellor stated that the Court should be made stronger and used in a more positive way as advocates of the University. A vibrant group with greater diversity of age and gender was desirable. The original aim of the Court had been as advocates and friends of the University, recognising that performance management was for the Board of Governors. It was agreed that it was desirable to reenergise the Court as a network of the University's supporters. One large event per year hosted by the Vice Chancellor was suggested. An event in summer 2019 was being discussed and further details would be brought to the Board in due course.

### 66.6 Students' Union Elections

The Board noted the results of the recent elections of SU officers.

### 66.7 British Council 2019 Study UK Alumni Awards

The Board offered its congratulations to two University of Northampton alumni who had been named as finalists in the UK Alumni Awards. Winners would be announced on 4 April 2019.

### **67/19 Confirmation of Availability of Papers**

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

Confidential section of the minutes of the meeting held on 20 February

Paper B – Draft Budget Strategy and Mitigation Plan

Paper D – Future Planning Permissions at Waterside

Paper F – Operational Plan Interim Review

Paper G – Senate Minutes 6 February 2019

Paper H – UCAS Applications and Decisions

### **68/19 Dates of Forthcoming Meetings**

68.1 Risk Workshop – 3 April 2019

Audit Committee – 3 April 2019

Board of Governors – 17 April 2019

Treasury Committee – 17 April 2019

Board of Governors – 22 May 2019