

## **Board of Governors**

### **Minutes of the meeting held on 18 March 2020**

#### **Present:**

Mark Mulcahey (Chair), Damilola Akhigbe (from item 33.7), Lucie Armstrong-Kurn, Sue Dutton, Jeff Halliwell, Matthew Hanmer, Richard Horsley (to item 48.3), Shivani Kaushike, Gemma Lovegrove, Rayna Miller, Nick Petford, Martin Pettifor, Nick Pitts-Tucker, Ivna Reic, Nick Robertson, Jon Scott, John Skelton (to item 41.6), Paul Wood

#### **In attendance:**

Becky Bradshaw (Director of Estates and Campus Services) for item 33, Emma Finlay (Governance Assistant), Kathryn Kendon (Academic Registrar) for item 33, Miriam Lakin (Clerk to the Board), Terry Neville (Chief Operating Officer), John Sinclair (Dean of FAST) for item 48, Shân Wareing (Deputy Vice Chancellor), Kate Williams (Deputy Dean of FAST) for item 48

#### **32/20 Welcome, Apologies and Quorum**

32.1 The Chair welcomed those present, confirmed that there were no apologies and that the meeting was quorate.

#### **33/20 Response to COVID 19 Outbreak**

33.1. The Board received and noted Paper D, which set out the University's response to the COVID-19 outbreak.

- 33.2. It was reported that in accordance with emergency response plans, the University had convened a Critical Incident Team which met daily to plan and manage the University's response to the COVID-19 outbreak.
- 33.3. The Director of Estates and Campus Services that the situation had changed considerably since the publication of Paper D. During the past two weeks, the University had scaled up its response to COVID-19. The Critical Incident Team had been expanded to include all of the Senior Management Team. On 16 March 2020, the University had advised all staff and students that face to face activities were being suspended from 5pm on Friday 20 March. International travel was suspended, and this was followed by suspension of UK travel. All recruitment events had been cancelled.
- 33.4. It was confirmed that the University would not close unless there was a UK government decision to close HE institutions. This was because there were many residents in accommodation on campus, including international students who were unable to return home due to travel restrictions, and students with no alternative accommodation.
- 33.5. The Academic Registrar advised the Board that learning and teaching would be carried out online as of Monday 23 March 2020. All faculties had worked to develop resources to ensure that students continued to receive a consistent learning experience. The University would not hold exams onsite during May 2020, unless this was mandated by a professional body. However, professional bodies had shown a high degree of flexibility.
- 33.6. It was reported that the Office for Students had written to all HE providers, acknowledging that the sector needed to be creative in its response to the pandemic, and that the response should be documented appropriately. The Academic Registrar reported that where the

University was making changes to teaching, learning and assessment, these were being documented. The University was also working with partners to ensure that regulations were adhered to, standards guaranteed, and changes documented.

Damilola Akhigbe joined the meeting.

- 33.7. The Chief Operating Officer advised the Board that the University would postpone the April 2020 intake of midwifery, nursing and pre-sessional English students. This would create a challenge for those students who had been expecting to start courses and to receive financial support through student loans. It was noted that there were also very likely to be implications for the usual September intake of students.
- 33.8. It was confirmed that the Critical Incident Team would continue to meet daily. The Critical Incident Team would also run focused sessions on financial implications and scenarios, quality assurance and ongoing support to staff and students.
- 33.9. It was confirmed that there were a number of campus residents in self-isolation. It was noted that government advice now included household isolation, which applied to a whole student flat or house.
- 33.10. It was confirmed that the University would close all buildings on 20 March 2020 at 5pm, with the exception of the Learning Hub and the Competency Testing Centre.

Clerk's Note: In accordance with more stringent government requirements on social distancing, access to the Learning Hub was effectively closed to all but some specific members of staff as of 9pm on 23 March. The Competency Testing Centre closed the same week.

- 33.11. Members asked about the provision of catering on campus. It was reported that this had been scaled back. There had been a reduction in

revenue and the number of staff available for work. The main outlet would remain open.

Clerk's Note: In compliance with government requirements, and to continue to support resident students, a made-to-order takeaway service was provided after 23 March.

33.12. Members asked about the onsite GP surgery and access to mental health and counselling services. The Academic Registrar confirmed that the GP surgery was currently open, but that ongoing provision was dependent on NHS directions. Student Services would be available remotely. Counselling appointments would be carried out by phone if already booked. Further details would be published to students by the end of the current week. The University was conscious of the potential impact of the pandemic on student mental health.

Clerk's Note: The GP surgery at the Waterside Campus was closed from 24 March.

33.13. Members asked whether the University was able to support the local community. It was reported that the University was working with Public Health Northamptonshire and the Local Resilience Forum. The potential use of bedrooms in the halls of residence at Boughton Green Road was being explored with the NHS. Prior to the outbreak of COVID-19, the University had entered an agreement to offer surplus accommodation at the Avenue Campus to the new student nursing intake at the local hospital. Ninety bedrooms would be available within the next two weeks. The Competency Testing Centre remained open to ensure that nurses trained outside the UK were tested. Students displaced from other universities could be offered the option of using facilities at the Learning Hub.

- 33.14. Members asked whether IT provision would be adequate for the move to online teaching and learning. Assurance was given that the University's network had the capability for this. A key issue was whether the national network would have the required capacity for widespread home working and study.
- 33.15. Members noted that the University had already implemented active blended learning, which gave an advantage in terms of moving learning and teaching wholly online. Members asked if the University could measure the level of student engagement with online learning, and whether there were success measures for this. The Academic Registrar advised the Board that there would be further information in due course as all teaching went online. The Deputy Vice Chancellor added that through the Critical Incident Team as well as the usual channels, it would be ensured that changed methods of delivery and ways of working were taken into account, that there was continued awareness of the student experience and learning and teaching to ensure that the University was meeting its obligation to students.
- 33.16. Members asked about staff pay. It was confirmed that staff who were self-isolating would continue to receive full pay until this was reviewed. This included staff employed by wholly-owned subsidiary the University of Northampton Enterprises Ltd (UNEL). In order to encourage UNEL staff to follow government advice on self-isolation, they would receive full pay from their first day of sickness absence rather than the third day as per their usual terms and conditions of service.
- 33.17. It was confirmed that the University's review date was 20 April 2020 to review all measures currently taken including building closures, pay and leave.

- 33.18. Members asked about support for students experiencing financial hardship. It was reported that the University was aware that the crisis would cause financial hardship for some students. It was reported that the University was enhancing the financial hardship fund.
- 33.19. Members asked about the bus service. It was confirmed that services would continue on a reduced basis.
- 33.20. Members asked if there had been any indication from government of support in respect of the longer-term financial implications of the pandemic for universities. It was reported that no information had been received.
- 33.21. Members asked about the risk to the University's financial covenants with HM Treasury in respect of its bond. It was reported that there would be a conversation with HM Treasury to discuss this question. The Chief Operating Officer provided assurance that there was no immediate short-
- 33.22. The Chair reported that once the Critical Incident Team had discussed the financial implications, a summary should be transmitted to the Board. There may be a need for a further Board meeting and members would be advised in due course. The Board was mindful that the Senior Management Team should not be diverted from the important daily work they were engaged in. Members suggested that reporting to the Board could be structured around the staff perspective, the student perspective and finance.
- 33.23. The Chair thanked the Senior Management Team on behalf of the Board for all their efforts to date and their ongoing management. He confirmed that the Team had the support of the Board, and offered any help which Board members could give.

The Academic Registrar, the Director of Estates and Campus Services and Lucie Armstrong-Kurn left the meeting.

### **34/20 Declarations of Interest**

34.1 There were no further declarations of interest in addition to those held on file by the Clerk's Office.

### **35/20 Minutes of the Previous Meeting**

35.1 It was noted that the Vice Chancellor left the meeting for the confidential section of the minutes of the meeting held on 26 February 2020.

35.2 It was agreed that the draft minutes and confidential minutes of the meeting held on 26 February 2020 would be revised in order to ensure transparency. The Clerk would circulate the revised minutes before the next Board meeting.

**Action: Clerk**

### **36/20 Action List and Matters Arising**

36.1 The Board received and noted Paper A on actions arising from previous meetings.

36.2 In respect of action 20/18.19, the Clerk to the Board confirmed that a list of questions had been collated, circulated to Board members for their comments and passed to the Chief Operating Officer.

36.3 In respect of action 19/190.6, the Vice Chancellor confirmed that a meeting had taken place with Board members to discuss the revised vision and mission. He would provide an update to the Board in due course.

### **37/20 Risk Management and Fundamental Risks**

37.1 The Board received Paper C, the current Fundamental Risks to the University and updates to the Risk Management Policy and Risk Appetite Statement.

- 37.2 The Board approved the Risk Management Policy and Risk Appetite Statement as set out in the paper.
- 37.3 The Board noted the current fundamental risks to the University, and the key changes to these. It was confirmed that the full Risk Register had been reviewed by the Audit Committee at its meeting on 26 February 2020.
- 37.4 Members asked about potential changes to government policy with regards to student fees. The Chief Operating Officer confirmed that a modelling exercise had been completed during 2019. This was based on the fees dropping to £7,500.
- 37.5 Members queried whether the response to Brexit was sufficiently robust and suggested that this was reviewed in due course.
- 37.6 Members recommended that the COVID-19 pandemic was added to the risk register, and the University's mitigation appropriately recorded. The Chief Operating Officer suggested that a separate risk register may be necessary.
- 37.7 Members suggested using a three lines of defence model in the Risk Management Policy.
- 37.8 In respect of a delay to the next TEF exercise which was reported in the paper, members noted that it was important to remain focused on improvement plans. The Deputy Vice Chancellor provided the Board with assurance that the University continued to focus on the TEF metrics and gaps in student achievement. It was reported that a designated cross-University lead for the 2021 NSS had been appointed.

### **38/20 Perceptions Audit**

- 38.1 The Board received and noted Paper B, the results of a survey of stakeholder perceptions of the University. The Board agreed to defer a full discussion of the paper to its meeting in May 2020.



## **39/20 Operational Plan Interim Review**

- 39.1 The Board received and noted Paper E, an interim review of progress towards targets set in the Operational Plan.
- 39.2 The Chief Operating Officer introduced the paper and noted the following:
- There was a considerable lag between some of the data presented and the present time, particularly student continuation data
  - Data on staff with a HESA-recognised professional qualification had been collated before changes to academic staff contracts which had been discussed at the previous Board meeting
  - Research income was behind target. The target for enterprise income would be met. This was due largely to the Competency Testing Centre
  - As reported to the previous Board meeting, student recruitment was spread across the academic year, for example there were three intakes of nursing and midwifery students.
- 39.3 Members asked about actions taken to address the University's falling rate of student continuation. The Deputy Vice Chancellor reported on short term measures, such as integrated learner support and personal tutors, but also highlighted the importance of portfolio review to ensure that students find the courses useful and interesting. Due to data lag, it could be challenging to know whether interventions were working.
- 39.4 Members asked whether there were any indicators of students' sense of belonging to the University. It was confirmed that the University did not currently consider indicators of a sense of belonging. It was noted that the Waterside campus was expected to help generate a feeling of community, especially for students who had only studied at Waterside.
- 39.5 Members asked whether the target for the percentage of teaching staff with HESA-recognised professional qualifications was realistic and achievable. It was noted that this indicator could change slowly. It was

confirmed that much work had been done to revise the qualification to ensure it included sector best practice. It was confirmed that updated data for this target would be available after Easter 2020.

- 39.6 Members asked if Key Performance Indicators should be developed in response to the COVID-19 pandemic as these may help the University to measure how well it was responding to the crisis. The Chair reported that following discussion in the executive, a report would be made to the Board which could include KPIs as necessary.

#### **40/20 Remuneration Committee Terms of Reference**

- 40.1 The Board received Paper F, updated Terms of Reference for the Remuneration Committee.
- 40.2 The Clerk advised the Board that the role of the Remuneration Committee was largely unchanged. The updated terms of reference aimed for greater transparency on the responsibilities of the Committee and particularly the matters it would take into account when taking remuneration decisions.
- 40.3 Members suggested that it should be made clear in section 6 of the terms of reference that staff were excluded from discussions of their own remuneration.
- 40.4 With this update, the Board approved the updated terms of reference of the Remuneration Committee.

**Action: Clerk**

#### **41/20 Whistleblowing Policy**

- 41.1 The Board received Paper G, an updated version of the Whistleblowing Policy.
- 41.2 Members suggested that for internal whistleblowing disclosures, there should be more than one option. The Clerk agreed to forward this suggestion to the Director of HR and to report back to the Board.

- 41.3 In the interim, the Board approved the policy as set out in the paper.
- 41.4 It was noted that the Whistleblowing Policy applied to wholly-owned subsidiaries. Members suggested that other companies in which the University had a stake should be encouraged to adopt the Whistleblowing Policy to reduce reputational risks.
- 41.5 Members asked whether there had been any whistleblowing disclosures. It was confirmed that there was one investigation during the current academic year.

John Skelton left the meeting.

#### **42/20 Senate Minutes**

- 42.1 The Board received and noted Paper H, the minutes of the Senate meeting held on 5 February 2020.
- 42.2 The Deputy Vice Chancellor reported on the main points covered by the Senate meeting. These included the ongoing review of academic governance and the implementation of semesterisation by September 2021.

#### **43/20 Draft Board and Committee Dates for 2020/21**

- 43.1 The Board received and noted Paper I, the draft Board and Committee dates for 2020/21.

#### **44/20 Management Accounts**

- 44.1 The Board received and noted Paper J, the Management Accounts for the period ending 29 February 2020.

#### **45/20 Any Other Business**

##### **45.1 Students' Union Elections**

The President of the Students' Union reported on the recent elections to sabbatical officer positions in the Students' Union.

#### **45.2 Dean of Business and Law**

The Deputy Vice Chancellor advised the Board that the Dean of Business and Law had been appointed as Pro Vice Chancellor at the University of Hertfordshire. The Board congratulated the Dean of Business and Law on her new role.

45.3 As the University of Hertfordshire was a direct competitor, the Dean of Business and Law had been placed on gardening leave. The Deputy Vice Chancellor was acting as the interim Dean of Business and Law. A recruitment process for a new Dean had begun.

#### **45.4 Ongoing Reporting to the Board**

The Chair stated that he would have a further discussion with the Vice Chancellor and Chief Operating Officer to discuss communication to the Board and scheduling a further Board meeting during April.

### **46/20 Availability of Papers**

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

- Paper B – University Perceptions Audit
- Paper C – Fundamental Risks / Risk Management
- Paper D – University Response to COVID 19 Outbreak
- Paper E – Operational Plan Interim Assessment 2019/20
- Paper F – Updated Terms of Reference for Remuneration Committee
- Paper G – Whistleblowing Policy
- Paper H – Minutes of the Senate Meeting held on 5 February 2020
- Paper J – Period 06 Management Accounts 2019/20

### **47/20 Dates of Forthcoming Meetings**

Board of Governors – Wednesday 20 May at 9.30am

Board of Governors – Wednesday 17 June at 9.30am

#### **48/20 Presentation from the Dean of FAST**

48.1 The Board received and noted Paper K, which set out key performance indicator data for all three faculties.

48.2 The Board received a presentation from the Dean and Deputy Dean of the Faculty of Arts, Science and Technology (FAST). This gave an analysis of the strengths, weaknesses, opportunities and threats facing the Faculty. Points covered included:

- The Faculty's 2018/19 financial out-turn
- Research and REF preparation
- Course development including the interdisciplinary work of the Faculty for example in Esports
- International recruitment and potential to grow
- Progression and continuation in the Faculty
- Development of the ARC Universities group, which gave opportunities for funding applications and interdisciplinary research
- Degree apprenticeships, and the potential to become an End-Point Assessment Centre.

Richard Horsley left the meeting.

48.3 It was noted that the Faculty was refreshing and reviewing the course portfolio. Members asked about the availability of market data to support this. The Dean of FAST reported that the Faculty was working with data from UCAS which helped the analysis of new markets and opportunities.

48.4 Members asked about students' expectations of the level of support and guidance they would receive during their studies, and how the Faculty was helping students to become independent learners. The Dean of FAST

advised that it was important to take the prior experience of students into account. An approach had been developed to ensure that Year One students were supported towards becoming independent learners, and learned more independently during their second and final years. It was also noted that independent study was a key element of active blended learning.

48.5 Members asked about the size of the opportunity for degree apprenticeships and how the University could exploit this. It was reported that there was a dedicated cross-University team working on the development of degree apprenticeships. The Dean of FAST stated that there was significant potential according to feedback he received from industry.

48.6 Members asked about the Faculty's additional spend on operating expenditure during 2018/19 and the Dean of FAST explained the reasons for this.

48.7 The Chair thanked the Dean and Deputy Dean of FAST, for an interesting and informative presentation.



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Approved by Chair

20/05/2020

Date