

Board of Governors
Minutes of the meeting held on 18 July 2018

Present:

Andrew Scarborough (Chair)

David Baker

Sue Dutton

Rafael Garcia-Krailing

Sara Goodwin

Jeff Halliwell

Richard Horsley

Sylvia Hughes

Gemma Lovegrove (to item 141)

Lee Machado

Mark Mulcahey (items 130-132, 134 to end)

Nick Petford

Nick Pitts-Tucker

Nick Robertson (to item 144)

John Skelton

Apologies:

Frank Jordan, Martin Pettifor, Ann Shelton-Mayes

In attendance:

Emma Finlay (Governance Assistant), Miriam Lakin (Clerk), Edward Lord
(Independent governor designate)

To item 148:

Nick Allen (Executive Officer), 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)

For specific items:

Wray Irwin (Head of the University Centre for Employability and Engagement), for item 134, Kathryn Kendon (Deputy Director of Student and Academic Services) for item 133, James Murray for item 133.

130/18 Welcome, Apologies and Quorum

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

131/18 Declarations of Interest

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

132/18 Minutes of Previous Meeting

132.1 With a change to 116.5, the Board approved the minutes of the meeting held on 20 June 2018 as a true record of the meeting.

The Deputy Director of Student and Academic Services and James Murray joined the meeting. Mark Mulcahey left the meeting.

133/18 Student Mental Health and Wellbeing

133.1 The Board received a presentation from James Murray regarding Student Mental Health and Wellbeing (Clerk's note: filed as Paper U).

133.2 James Murray started the presentation with an explanation of why student mental health and wellbeing was so important to him. He shared his experience of his son, Ben Murray, starting university via clearing, the issues that Ben faced as a new student and how Ben took the decision to take his own life seven months later.

133.3 James Murray explained that there were a number of triggers that could have been recognised and would have highlighted Ben's vulnerability.

133.4 James Murray highlighted the need for face to face contact in the process to withdraw a student from a course, and shared his views regarding data privacy for young adults. He advised the Board that there was the option for students to 'opt in' to their data being shared in certain circumstances with parents, guardians or nominated others. James Murray advised the Board that UNITE had surveyed 2,000 students and 79% were happy for their university to contact their parents if the university was worried about their mental health.

133.5 James Murray highlighted the importance of mental health awareness training for all staff and referred to a case at another university where a member of the facilities team had found a suicide note and was able to respond appropriately.

133.6 James Murray referred to the 'Sea of Mental Health', which was included in the presentation he gave to the Board. He highlighted the importance of cross-departmental working to identify the vulnerable. He explained that some students are rudderless and struggle to steer away from the rocks of vulnerability. He emphasised the need for an early alert system to flag signs of vulnerability.

133.7 James Murray's presentation highlighted the following points:

- Information sharing with parents, guardians or nominated others
- Ensuring that ownership and accountability of pastoral care are identified and understood

- Ensuring that processes, such as the withdrawal process, are run with the wellbeing of students in mind, and that pathways are consistent and well-understood.

133.8 Members asked about the role of universities and the need to establish a balance between respecting the wishes and adult status of students and protecting students who are vulnerable, as there was a possible risk that young adults were infantilised. The importance of this balance was recognised, however James Murray highlighted the greater risk to life, and also the potential impact on staff. He stated that 'opt in' data sharing would give staff the ability to act on their concerns.

133.9 The Students' Union Vice President for Education advised the Board that the Students' Union was engraining mental health awareness into all of its policies.

133.10 The Deputy Director of Student and Academic Services advised the Board that students who were referred to the University's counselling service were given the option to opt in to data sharing, and that very few chose not to.

133.11 The Students' Union Vice President for Education advised the Board that the Students' Union had a new management system. This was designed to point students to various options and services such as sports and societies. There was also a 'panic button' option, which students could use if they were in crisis. The button would refer students to appropriate services to gain support 24 hours a day. She advised the Board that in addition to the University's services, there were different options for support provided by the Students' Union, but they were dependent on initial engagement.

133.12 The Students' Union Vice President for Education advised the Board that Students' Union staff who were in student-facing roles would be mental health first aid trained. She advised the Board that they were also educating students

to notice early signs of vulnerability amongst their friends and in shared accommodation.

133.13 The President of the Students' Union advised the Board that the Students' Union strategy would be strongly focused on wellbeing.

133.14 Members noted that supporting student mental health and wellbeing was fully in line with the University's strategy to be 'Super Supportive'. James Murray noted that there was an opportunity for the University to establish a point of differentiation via the support services the University provided to its students, and that ensuring that there was good support in place for the most vulnerable also ensured that there was good support for all.

133.15 The President of the Students' Union highlighted the importance of finding ways to engage with students who had not engaged either with the Students' Union or the University's services, and of celebrating increased awareness of mental health.

133.16 James Murray stated his willingness to support the University's efforts, and offered to meet again with the Board.

133.17 The Chair thanked the Vice-Chancellor for inviting James Murray to speak to the Board. The Chair especially thanked James Murray for his presentation. He stated that the University was hugely supportive of the mental health and wellbeing agenda. He added that there was a reciprocal relationship between wellbeing and learning, and students should get a good service from the University through being supported in every aspect of their life.

The Deputy Director of Student and Academic Services and James Murray left the meeting. The Head of the University Centre for Employability and Engagement and Mark Mulcahey joined the meeting.

134/18 Action List and Matters Arising

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

135/18 Changemaker Challenges

135.1 The Board received and noted Paper B, a report on the progress of the Changemaker Challenges for 2017/18. The Head of the University Centre for Employability and Engagement drew the attention of the Board to the priorities for 2018/19.

135.2 Members noted the excellent progress made on the Changemaker Challenges. Members asked about finding the appropriate balance between local and global priorities, recognising the University's role in the county, but also the wide span of its work. The Head of the University Centre for Employability and Engagement advised the Board that the University's position in the county meant that it could lever knowledge and resources locally, but create a 'ripple effect' beyond it. There was a balance between local and global.

135.3 Members asked how the Board could support the Changemaker Challenges, and how the good work done could be shared more broadly. The Head of the University Centre for Employability and Engagement stated that he would seek a way to highlight the supportive work of the Board. He advised that a Changemaker dinner would be held on 12 November and that Board members were welcome to attend and to bring guests. He also suggested that Board members utilise their networks to share the positive results of the Changemaker Challenges more widely.

135.4 Members asked about promoting the University's Ashoka Campus status as a point of differentiation. They stated that the University was recognised internationally as a leader in social impact, but that this was less well-known in the UK. It was noted that there was an opportunity through the key messages of Ashoka and the Changemaker Challenges to appeal particularly to young people.

In the context of the University's social value campaign, it was also noted that success in social impact was not currently a part of the measures used for UK universities, and would have little impact on league table positions.

135.5 Members asked how University staff could be supported to undertake Changemaker activities, and how the profile of Changemaker could be raised amongst students. It was reported that whilst not all students have the time to become involved in Changemaker, links through the curriculum were effective in ensuring their understanding and involvement. The Board was advised that the Centre for Employability and Engagement was considering how to make the Challenges more relevant to different courses, and would also be available at Welcome Week to meet new students.

135.6 Members noted that social impact work would have an appeal internationally, particularly in Asian countries. It was suggested that a competitive fund was offered to support projects looking particularly at international work. It was noted that a similar fund had been run previously for local projects, and that this had resulted in the UnityDEM dementia centre, several spin-off projects, and had won additional funding.

135.7 Whilst it was not directly related to the paper, members noted that they had received a presentation about scholarships for refugees presented by members of STAR (Student Action for Refugees). It was confirmed that five such scholarships had been included in the University's budget.

135.8 The Chair congratulated the Head of the University Centre for Employability and Engagement and those participating and engaging with the Changemaker Challenges. He stated that more focus on how the good outcomes of the work were reported would be useful.

The Head of the University Centre for Engagement and Employability left the meeting.

136/18 Update from Project Assurance Committee

136.1 The Board received and noted Paper C, the minutes of the Project Assurance Committee (PAC) held on 10 July 2018. The Deputy Chair reported on the matters that had been covered by PAC, which included managing and mitigating the risks of opening the campus to students.

136.2 The Chief Operating Officer advised the Board that the practical completion of the Waterside Project would take place on 19 July 2018.

136.3 The Clerk advised all governors that they were invited to the next Project Assurance Committee on 11 September 2018. The meeting would provide an opportunity for members to review how the opening of the campus to students was being managed.

137/18 Risk Register

137.1 The Board received and noted Paper D, the University's Risk Register.

138/18 Operational Plan

138.1 The Board received and noted Paper E, a draft version of the Operational Plan for 2018 to 2022 for publication. The Vice Chancellor tabled the full list of underlying KPIs and targets (*Clerks note: filed as Paper V*). It was reported that twelve KPIs were monitored at Board level.

138.2 It was reported that the Remuneration Committee recommended six KPIs as the measure for the corporate element of the Performance Related Pay package offered to senior staff and senior post holders. The six recommended KPIs were:

1. National Student Survey (NSS) overall satisfaction
2. Continuation from entry year to year two
3. Meet Financial Model / Bond Covenant

4. Number of newly enrolled full-time undergraduate Home/EU students enrolled as of 1 December
5. Percentage of staff involved in Changemaker Challenges
6. Meet Research and Enterprise income goals

The Board approved these KPIs for use in calculating the corporate element of performance related pay relating to performance in 2018/19.

138.3 The Board supported the presentation of the Operational Plan as set out in Paper E.

139/18 Report from Vice Chancellor and Chief Operating Officer

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

139.2 The Vice Chancellor reported on a case study of social procurement for Waterside that had been produced with Universities UK. The report set out how the University had used procurement power to leverage social good. It had been distributed widely in the sector.

139.3 The Vice-Chancellor reported that as part of the social value campaign, he was due to meet the Office for Students shortly to discuss metrics to measure the social value of universities.

139.4 The Vice Chancellor advised the Board that there was potential for a national pay dispute and strike action as the trades unions had rejected the pay offer of 2%.

139.5 The Vice-Chancellor advised the Board that he had been approached by a consultancy firm for the views of the University on the reorganisation of the local county, as the University was a key stakeholder. He advised that Board members who wanted to contribute to the consultation should make themselves known to him. The Board discussed the various possible options and considerations involved in reorganising local government. Members noted the importance of

designing sustainable local government for the county and developing strong working relationships. It was agreed that the interests of the University did not lie in aligning itself to a particular campaign for a particular structure, the University's continued ability to contribute was more important.

139.6 Members asked about the Vice-Chancellor's chairmanship of the Health and Wellbeing Board, and the Vice-Chancellor reported on the priorities and work plan for that board over the coming year.

140/18 Management Accounts

140.1 The Board received and noted Paper G, the Management Accounts for the period ending 30 June 2018.

140.2 The Director of Finance advised the Board that the forecast for the year end was £5m ahead of budget, as had been reported previously. Members asked about the forecast cash flow, and noted that the University was likely to be in excess of the requirements of HM Treasury.

140.3 Members asked about how the surplus cash could be used, and noted that buying back some of the bond or investing could be options. The Director of Finance reported that there were restrictions due to the covenant with HM Treasury. The possibility of a national reduction in student fees was also noted, and additional cash would mitigate this.

Gemma Lovegrove left the meeting.

141/18 Approval of Financial Forecasts Submission to OfS

141.1 The Board received and noted Paper H, a proposal for the approval of the financial forecast submission to the OfS.

141.2 The Director of Finance advised the Board that the deadline for the financial forecast submission to the OfS was 17 September 2018. The Board

agreed that the Project Assurance Committee meeting on 11 September 2018 would also function as a single issue Board meeting to give final approval of the financial forecast submission. The Board authorised Chair's Action to approve the submission should it not be ready in time for the meeting on 11 September.

142/18 Bad Debt Write-Off

142.1 The Board received and noted Paper I, a report regarding the write-off of a bad debt from the London School of Marketing.

142.2 The Director of Finance advised the Board that he had already flagged the provision made for this debt in the accounts. He stated that the University had taken no action until it had ensured that provision was made for the remaining students to complete their courses. Now that the University had ensured that the interests of students were protected, legal proceedings had begun. The Director of Finance gave assurance that this was a partnership which had begun in early period of the University's partnership development, and since that time, the University had developed far more robust processes and procedures including improved due diligence, credit control and debt collection. The Board approved the debt write-off as set out in the paper.

143/18 UCAS Applications and Decisions

143.1 The Board received and noted Paper J, a report regarding UCAS applications and decisions.

143.2 The Director of HR, Marketing and International Relations advised the Board that the first open day at Waterside had been extremely successful. There had been around 1,500 visitors, a mixture of 2018 and 2019 entrants. In addition, local school Year 12 and 13 students were visiting the site for 'VIP Days'. Both of these had generated much impact on social media.

143.3 The Director of HR, Marketing and International Relations advised the Board that unconditional acceptances had increased compared to the previous year. Planning for clearing was discussed. It was reported that the University was in a good position and could possibly set a higher grade entry level than in previous years. This was dependent on the results of those holding offers, the strategy in other universities, and applicant behavior. The Board discussed the University's position in relation to competitors in the region.

143.4 Members asked whether the new campus or the benefits package had had an impact on the number of unconditional acceptances. The Director of HR, Marketing and International Relations advised the Board that a survey had yet to be carried out, but that previous surveys and initial indications were that the type of course being offered was a very important factor.

143.5 The Director of HR, Marketing and International Relations reported on the clearing advertising campaign, which included a regional TV advert. The Chair that Board members visited the clearing operation which would take place from 17 August 2018 at the Avenue Campus. Board members who wished to visit should inform the Clerk.

143.6 The Chair congratulated the Director of HR, Marketing and International Relations on a successful recruitment campaign to date.

Nick Robertson left the meeting.

144/18 Minutes of the Development Committee Meeting on 12 June

144.1 The Board received and noted Paper K, the minutes of the Development Committee Meeting held on 12 June 2018.

144.2 The Chair of the Development Committee highlighted the following points from the meeting:

- Presentation from the Institute for Social Innovation and Impact about its work
- The development of the professoriate had been well discussed over several meetings
- The Committee had received the results of the recent review of Research and Enterprise. This had included a recommendation on the development of a corporate client team, of which the Committee was supportive. However, the results of the review were still under discussion by the Executive
- There was a new Head of Supporter Engagement, Susan Helman.

145/18 Minutes of the Audit Committee on 13 June 2018

145.1 The Board received and noted Paper L, the minutes of the Audit Committee meeting held on 13 June 2018.

145.2 The Chair of the Audit Committee reported that in addition to points he had raised at the previous Board meeting, the Committee had noted that the Vice-Chancellor was working on a new risk model that would be presented to the Board in due course. The Committee had also discussed the risk that the new learning and teaching model was not effectively implemented and the desirability of this being monitored. He noted that there was no specific concern about this at present, but that it was related to the implementation of new IT equipment and solutions.

146/18 Minutes of the Senate Meeting on 2 May 2018

146.1 The Board received and noted Paper M, the minutes of the Senate meeting held on 2 May 2018.

146.2 The Vice-Chancellor advised the Board that the academic year would be extended by two weeks to 26 weeks. The additional weeks would not be used for

teaching. They would be used for enhanced support and skills development using the new Learner Support Model, and also embedding Changemaker Challenges. The additional weeks would be implemented from September 2019. It was highly likely that as a result, graduation ceremonies would be moved to autumn. It was reported that the additional weeks would have no impact on accommodation fees as the contract ran for more than 26 weeks.

147/18 Appointment of Subsidiary Company Directors

147.1 The Board received and noted Paper N, a report regarding the appointment of subsidiary company directors.

147.2 The Clerk advised the Board that recommendation D in the Paper was withdrawn. The Board was asked to approve the following recommendations:

- The re-appointment of Andrew Gough as a director of the University of Northampton Enterprises Ltd
- The re-appointment of Dawn Simpson-Lane as a director of the University of Northampton Enterprises Ltd, subject to receipt of an SIA licence
- The appointment of a further candidate as a director of the University of Northampton Enterprises Ltd, subject to a satisfactory meeting with the COO and Chair Designate and receipt of an SIA licence.
- In addition the Board was asked to note the resignation of Simon Denny as a director of Icon Operations Ltd and Icon East Midlands. This left both of these companies with a sole director. A further director would now be needed.

147.3 The Board approved recommendations a), b) and c).

The Executive team excluding the Vice-Chancellor (who is also a governor) left the meeting. It was noted that one of the recommendations of the Board Effectiveness Review was for the Board to meet without the Executive team.

148/18 Board Objectives and Board Agenda for 2018-19

148.1 The Board received and noted Paper O, a report on the Board's objectives and agenda for 2018/19.

148.2 The Chair Designate introduced the paper, and stated that it was the outcome of a workshop held on 6 July 2018. The Board approved the statement of its objectives for 2018-19 as set out in the paper.

148.3 The Deputy Chair Designate stated that as part of the January Away Day, the Board would review progress made, the implementation of its agreed objectives for 2018/19, and the implementation of the objectives of the Board Effectiveness Review in general.

148.3 The Board approved a starred paper system as set out in the paper. With reference to this, the Chair of the Audit Committee suggested that the monthly management accounts, when they were starred, should include:

- Income and Expenditure
- Consolidated Balance Sheet
- Cashflow Forecast
- One page of high level commentary.

A full presentation of the management accounts would then be received every three months. The Board received assurance that the Executive team review the management accounts on a monthly basis, and approved this approach.

148.4 It was also suggested that the Deans include a presentation of their faculty management accounts as part of their presentation to the Board. This would give the Board a further view of the data.

148.5 The Board approved its agenda for 2018/19 as set out in the paper.

148.6 Members noted Appendix 2 which set out a calendar of University and sector events, and suggested co-ordination of governor attendance at events. Noting that governors already commit a significant amount of time to Board

work, it was agreed that there would be further discussion of this suggestion as part of discussion about the development of the Board through the Board Effectiveness Review.

149/18 Plan for Addressing Board Effectiveness Review Recommendations

149.1 The Board received and noted Paper P, an action plan to address the recommendations of the Board Effectiveness Review.

149.2 The Board approved the action plan and the closure of recommendations already completed.

150/18 Minutes of the Nominations Committee held on 20 June 2018

150.1 The Board received and noted Paper Q, the minutes of the Nominations Committee held on 20 June 2018.

150.2 The Chair of the Nominations Committee advised the Board that the Committee had looked at ways to improve the diversity of the Board. These included making better use of the wider networks of Board members and taking a long term view of development. It was also reported that there was a correction to minute 20.3 in the final version of the Nominations Committee minutes.

151/18 Update to Nominations Committee Terms of Reference

151.1 The Board received and noted Paper R updated terms of reference for the Nominations Committee.

151.2 The Board approved the updated terms of reference for the Nominations Committee.

152/18 Appointments to Committees

152.1 The Board received and noted Paper S, a report on the changes to the membership of committees.

152.2 The following were approved:

Development Committee

- Students' Union to take a view on the most appropriate sabbatical officer to join the committee
- Mark Mulcahey to step down. As Deputy Chair of the Board he would take on chairing of the Nominations and Remuneration Committee
- Jeff Halliwell to join the Committee

Nominations Committee

- Edward Lord to join the Committee

Remuneration Committee

- Edward Lord to join the Committee

Audit Committee

- The appointment of Ann Battom as an external member of the Audit Committee from 22nd January 2019 to 31st January 2021 subject to receipt of one further satisfactory reference.

152.3 Members asked about the continuation of the Academic Assurance Working Group. The Clerk advised the Board that meetings had been put into the calendar for 2018/19, however, there needed to be further consideration of how to reincorporate the work of the Group back into the Board's agenda.

153/18 Ratification of Signatures under Seal

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

154/18 Any Other Business

154.1 Waterside Access and Parking Arrangements

The Clerk advised governors that information would be sent to them via email over the summer so that they could access the site from September.

154.2 Chair of the Board

As it was his final meeting, the Board thanked Andrew Scarborough for his nine years of service to the University, including as Chair for the last four years, and acknowledged the great contribution he had made to the development of both the Board and the University.

155/18 Confirmation of Availability of Papers

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

- Confidential section of the minutes of the meeting held on 20 June 2018
- Paper B – Changemaker Challenges
- Paper C – Minutes of the Project Assurance Committee held on 10 July 2018
- Paper E – Operational Plan
- Paper H – Approval of Financial Forecasts Submission to OfS
- Paper I – Bad Debt Write-Off
- Paper J – UCAS Applications and Decisions
- Paper K – Minutes of the Development Committee Meeting on 12 June 2018
- Paper L – Minutes of the Audit Committee on 13 June 2018
- Paper M – Minutes of the Senate Meeting on 2 May 2018
- Paper N – Appointment of Subsidiary Company Directors
- Paper P – Plan for Addressing Board Effectiveness Review recommendations
- Paper Q – Minutes of the Nominations Committee held on 20 June 2018

156/18 Dates of Forthcoming Meetings

156.1 Project Assurance Committee and single issue Board Meeting, 11 September 2018

- Waterside Governor and Community Event, 12 September 2018
- Board of Governors, 19 September 2018
- Remuneration Committee, 19 September 2018
- Development Committee, 2 October 2018