

Board of Governors

Minutes of the Meeting held on 17 October 2018

Present:

Sylvia Hughes (Chair)

David Baker

Sue Dutton

Rafael Garcia-Krailing

Frank Jordan

Edward Lord

Gemma Lovegrove

Lee Machado

Mark Mulcahey

Nick Petford (from item:185)

Martin Pettifor

Nick Pitts-Tucker

Nick Robertson

John Skelton (to item:184)

Apologies:

Sara Goodwin, Mark Hall, Jeff Halliwell, Richard Horsley.

In attendance:

Emma Finlay (Governance Assistant), Miriam Lakin (Clerk).

From item : 185

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

For item : 185

John Sinclair (Dean of FAST), Kate Williams (Deputy Dean of FAST).

181/18 Welcome and Apologies

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

182/18 Declarations of Interest

182.1 In addition to the details held on register by the Clerk to the Board, the following declarations were received;

- David Baker - appointed Chair of the Board of Directors of the Institute for Contemporary Music Performance, London
- Frank Jordan – appointed Chair of the Board of the Northampton Symphony Orchestra.

183/18 Succession Planning

The minutes of this section of the meeting are held in a record which is confidential to Board members only pending communication of the decisions taken.

184/18 Confidential Minutes of the Meeting held on 19 September 2018

184.1 The Board approved the confidential minutes of the meeting held on 19 September 2018 as a true record of that meeting. It was agreed that these minutes would also be confidential to Board members only.

The Vice Chancellor and Dean and Deputy Dean of the Faculty of Arts, Science and Technology joined the meeting. John Skelton left the meeting.

185/18 Welcome and Quorum

185.1 The Chair welcomed the members of the executive who had joined the meeting. The Clerk advised the Board that the meeting was no longer quorate as there was not a majority of independent members amongst those governors present. Any decisions taken and minuted as agreed would be subject to the Board's inquoracy, and ratification would be sought after the meeting by sufficient members to reach a quorum.

186/18 Faculty of Arts, Science and Technology

186.1 The Board received and noted Paper A, comprising key performance indicator data for all four faculties.

186.2 The Dean of the Faculty of Arts, Science and Technology (FAST) gave a presentation which covered the following areas:

- The nature of the faculty
- An analysis of strengths, weaknesses, opportunities and threats
- Financial outturn at the end of 2017/18
- Student recruitment data

Data regarding the performance of different subject areas against a selection of key performance indicators in the operational plan.

186.3 The Dean of FAST advised the Board that the National Student Survey (NSS) results for overall satisfaction in certain subject areas were low compared to the sector. This was acknowledged, and the Dean outlined action plans to secure improvements to meet the required targets.

186.4 The Dean also commented on data on student continuation to the next year of study and how this could be improved. He also noted that graduate

employability was reasonable, and that the statistic measured employment after 15 months. Longitudinal Educational Outcomes data showed good performance after three to five years.

186.5 The Dean outlined priorities for the Faculty including NSS and employability improvements and strengthening community and industry links.

186.6 Members asked for further details about how the Faculty was linking with industry and the level of success experienced. The Dean of FAST advised the Board that the Faculty had established an effective network of industry contacts, especially in those areas in which it had research strengths and a good reputation, these included waste management, lift and escalator engineering, non-destructive testing and fashion and design. The Faculty used representatives from industry to work with students as clients, and this was especially effective in creative courses. There were also a high number of associate lecturers who were also employed in industry.

186.7 Members noted that degree apprenticeships had been developed by the Faculty and asked about the rate of development. The Dean advised the Board that this was dependent on the rate at which appropriate standards were approved by industry representative bodies. The Faculty was involved in the development of standards where possible including active involvement in waste management and lift engineering.

186.8 Members asked when the Faculty's income from corporate professional development could be expected to grow. The Dean of FAST advised the Board that the income from apprenticeships was counted as student fees, and agreed to provide disaggregated data.

(Clerk's Note: It was confirmed after the meeting that the total student fee income for FAST from programmes which were specifically designed to meet industrial training needs was £364,315.15)

186.7 Members asked about the development of links which would improve employability prospects. The Dean of FAST referred to the Faculty's involvement with the Northampton Engineering Partnership and the success of this in producing excellent employment outcomes for engineering graduates. It was reported that a number of other employers were also interested in the Faculty's work, and there was a regular programme of industry speakers.

186.8 Members agreed that NSS results should be a high priority for the Faculty and asked what factors might hinder success in this. The Dean of FAST highlighted the following areas:

- Courses based at the Avenue campus and ensuring that the student experience was satisfactory

Issues caused by the move to Waterside for example parking and specialist equipment which was not ready immediately. The Faculty had worked hard on communications and staff were keeping a positive outlook.

186.9 Members asked about preparations and priorities for the Research Excellence Framework (REF). The Dean of FAST reported on the following:

- Staff profiles were being reviewed to identify which staff would be expected to be submitted
- Ensuring that staff were targeting good journals and conferences to ensure that units of assessment were as strong as possible

Draft impact case studies were being revised and enhanced.

186.10 The Chair thanked the Dean and Deputy Dean of FAST for an informative presentation.

The Dean and Deputy Dean of FAST left the meeting.

187/18 Minutes of the Meeting held on 19 September 2018

187.1 The Board approved the minutes of the meeting held on 19 September 2018 as a true record of that meeting.

188/18 Action List and Matters Arising

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

188.2 Student Recruitment

The Director of HR, Marketing and International Relations advised the Board that the current figure for UK undergraduate recruitment for the September 2018 intake was 2,956. She advised the Board that this figure was likely to increase with an intake of paramedic science students in November. The Board congratulated the Director of HR on an excellent result.

188.3 Marketing Executive Meeting

The Deputy Chair advised the Board that he had had a very interesting visit to the marketing team and he had thanked them on the Board's behalf for their efforts to make recruitment a success.

189/18 Waterside Update

189.1 The Board received and noted Paper C, an update report on the Waterside project.

Item 189.2 is in the confidential section of these minutes.

189.3 The Chief Operating Officer advised the Board about issues experienced during the first few weeks of the campus opening. He highlighted the following:

- Whilst the new campus had caused no significant issues with traffic around the campus, local residents were concerned about students parking near their homes. In most cases, the parking was legal as there

were no parking restrictions in place, however, the University was conscious that parking could be inconsiderate, and security staff were patrolling the local area

- Around 1000 cars were using the park and ride service regularly
- There was pedestrian congestion at the train station, especially at peak morning travel times. Uno Buses would adjust its timetable to accommodate this
- The 'smart campus' systems such as car park barriers, CCTV and building management systems could be vulnerable to network issues
- Issues in the halls of residences at Waterside which had caused some negative social media comments. These included IT security features preventing gaming in the halls. A solution was being developed. Toasters supplied by the building contractor had experienced safety issues. These had been replaced by the contractor with inadequate equipment. The University would now replace the toasters at its own expense. In addition, a small stock of replacement white goods would be purchased in case of failure.

189.4 The Chair of the Project Assurance Committee provided the Board with an update on the issues discussed at the last PAC meeting, and advised that these should remain on the agenda after the closure of PAC:

- The sale of the Park campus
- IT, including WiFi reliability and the impact of this on teaching
- The security service. It was noted that staff recruitment was an issue
- Increasing the ability and knowledge of the facilities management team.

189.5 Members discussed WiFi reliability and the issue of staff engagement with the wireless BARCO system in the teaching rooms. There were mixed views about the provision of HDMI cables which bypassed the BARCO system.

189.6 The President of the Students' Union highlighted the importance of the following areas in relation to NSS results:

- Ensuring that the standard of the student experience at Avenue continued to be maintained
- Ensuring that the bus service was reliable and met student needs.

190/18 Operational Plan Performance Review

190.1 The Board received and noted Paper D, the Operational Plan Performance Review.

190.2 The Chief Operating Officer advised the Board that performance over 2017-18 had been mixed.

190.3 He highlighted the following points from the performance review:

- The NSS results were disappointing and showed the need for better engagement with students
- Student recruitment results were above target in a difficult market
- Income from distance learning students was slightly below target
- The total number of bids submitted for research and enterprise income was down, but the success rate was above target
- It continued to be challenging to win advancement income and the result was below target
- There was an opportunity to increase the Continuing Professional Development offer now that the University was in a more central location.

191/18 Bond Covenant Issue

Minutes 191.1 – 191.4 are in the confidential section of these minutes.

192/18 Options for the Academic Assurance Working Group

192.1 The Board received and noted Paper F, a report on options for the future of the Academic Assurance Working Group. It was noted that the Group had been set up as a short-life group to provide assurance to the Board to inform a statement to the funding council about the Board's oversight of academic matters.

192.2 Members of the Academic Assurance Working Group provided the Board with an overview of the Group's work. They advised the Board that much of the information received by the Group was also provided to the Board in different formats throughout the year, for example through Key Performance Indicators. It was reported that the Group benefited from the perspective of internal and external members, and was able to look in detail at academic assurance matters.

192.3 Members of the Academic Assurance Working Group advised the Board that their preferred option was to establish an Academic Assurance Committee until December 2019 and then review this.

192.4 The Board also recognised its overall responsibility to receive and test assurance on academic matters. It was noted that all Board members should take the time to consider the information provided in academic assurance reports. It was suggested that part of the work of the new Committee should be to consider how best to ensure that academic assurance matters were reported to the Board.

192.5 The Board agreed to establish an Academic Assurance Committee, and to review this decision in December 2019.

Action: Clerk

193/18 Academic Governance at the University

193.1 The Board received Paper G, which proposed protocols between the Board of the Governors and the Senate designed to ensure that the Board could receive and test assurance that academic governance was effective.

193.2 The Board approved the protocols for submission to Senate for their approval.

Action: Clerk

194/18 OfS Registration Decision

194.1 The Board received Paper H and welcomed the decision from the Office for Students (OfS) confirming the University's registration with the OfS.

194.2 The Vice Chancellor advised the Board that there were no specific conditions of registration imposed by the OfS, and that the OfS' assessment was that the University was not at higher risk.

195/18 Revised Prevent Duty Guidance

195.1 The Board received and noted Paper I, a report on revised Prevent Duty Guidance which had recently been published.

195.2 The Director of Student and Academic Services advised the Board that following the submission of the 2017 Annual Report on Prevent, HEFCE had sought further action from the University on staff training and updates to policies and procedures. She advised the Board that staff training was very close to complete and the relevant policies had been revised. The OfS had therefore confirmed that they were satisfied that the University had completed the required actions and was compliant with the Prevent Duty.

196/18 Management Accounts

196.1 The Board received and noted Paper J, the Management Accounts for the period ending 30 September 2018.

197/18 Indemnity to University Company Directors and Board Members

197.1 The Board received and discussed Paper K, a report on providing indemnity to University Company Directors and Board Members.

197.2 In the light of legal advice received, the Clerk advised the Board that she would set up a small working party to consider the Articles of Association of the wholly owned subsidiary companies, with a view to addressing the indemnity issue, making the Articles uniform across the subsidiaries, and ensuring that in general they met the needs of the executive and the Board.

Action: Clerk

197.3 The Clerk advised the Board that she had taken legal advice from Mills and Reeve regarding the position on personal indemnity for company directors and trustees. Members referred to the costs of mounting a defence and asked whether there was assurance that individuals were covered for defence costs. They stated that the contents of the paper did not provide assurance that Board members and directors were fully covered by the University's insurance policy. It was agreed that Nick Robertson and the Chief Operating Officer would discuss this matter further in order to seek the necessary assurance or adjust the insurance policy as necessary.

Action: Chief Operating Officer/NR

198/18 Remuneration Committee Annual Report to the Board

198.1 The Board received and noted Paper L, the Annual Report to the Board from the Remuneration Committee.

198.2 The Chair of the Remuneration Committee advised the Board that the Vice Chancellor was no longer a member of the Remuneration Committee and would be in attendance at the invitation of the Committee except where it discussed the Vice Chancellor's remuneration, benefits, terms or conditions.

198.3 The Board agreed that items from the report were suitable for inclusion in the University's Annual Report and Financial Statements in accordance with the requirements of the Office for Students and the HE Senior Staff Remuneration Code. The Board agreed that whilst some of the content of the report would be published, its status would remain confidential.

198.4 In accordance with a recommendation from the last external Board Effectiveness Review, the Board confirmed that the report was sufficiently transparent and clear and contained adequate information and detail about the Remuneration Committee's discussions and decisions in order to allow Board members to challenge. The Board therefore agreed that this recommendation of the Board Effectiveness Review had been addressed and could be closed.

199/18 Training and Development for Board Members

199.1 The Board received and noted Paper M, a proposal that certain training for Board members became mandatory.

199.2 Following discussion, the Board agreed that the following e-learning training courses would be mandatory for all governors:

- Diversity in the Workplace
- Anti-Bribery and Corruption
- General Data Protection Regulation – unless a completion record of training undertaken in another organisation could be supplied
- Student Consumer Rights
- Prevent.

199.3 It was also agreed that Unconscious Bias training would be mandatory for all governors and external committee or panel members taking part in recruitment and selection exercises, and optional for other governors.

Action: Clerk

199.4 Members commented that re-induction would be useful for those who had served on the Board for some time. The Clerk advised the Board that a review of governor induction was on the agenda for Nominations Committee later in the year and she hoped it would be informed by the views of governors on what they had received to date and what would be helpful.

200/18 Ratification of Signatures under Seal

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

201/18 Policy Reviews

201.1 The Board received and approved Paper O which contained revised policies and procedures on:

- Alcohol, Drug and Substance Misuse
- Absence Management.

201.2 Members discussed the approval process for policies. Whilst it was noted that the Board's agreement of human resources policies had been a useful approach whilst the suite of policies was being developed and modernised, it was agreed that this it was no longer necessary for the Board to approve human resources policies. The Board agreed that as the policies related to operational matters, the University Management Team would be the final approval body for human resources policies in future.

201.3 The Board agreed that at the next meeting, it would review a list of policies and formally agree their delegation to the University Management Team.

Action: Director of HR/Clerk

201.4 The Board agreed that in future it would receive annually a list of the existing policies and procedures and when they were last updated as a source of assurance that policies were in place and were subject to regular review.

202/18 Any Other Business

202.1 Fit and Proper Person Test

Minute 202.1 is in the confidential section of these minutes.

202.2 Societal Travel CIC

It was reported that Simon Denny was currently appointed to as a director of Societal Travel CIC in his capacity as the University's Executive Director of Research, Impact and Enterprise. However, he was retiring from this role on 31st October 2018. The Board of Societal Travel CIC had agreed that Simon Denny's expertise and contacts were invaluable to the continued success of Societal Travel CIC and had invited him to continue to serve as a director of Societal. The University's Board ratified this action.

202.3 Goodwill Solutions (Holdings) CIC

It was reported that Damian Pickard, Deputy Director of Finance was one of two directors appointed by the University to the Board of Goodwill Solutions (Holdings) CIC ('the Company'). The other director so appointed was Mairi Watson, the Dean of the Faculty of Business and Law. The University held 20% of the shares in the Company. One of the founding partners and 40% shareholder in the Company, Mike Britton, had sadly passed away on 10 March 2018. Following completion of the arrangements for Mike Britton's estate, Damian Pickard would become the holder of 10.67% of the shares of the Company. The Board noted this but saw no conflict of interest between the shareholding and the directorship and agreed that Damian Pickard should continue as a director of the Company on behalf of the University.

202.4 Video Conferencing

Members asked about the video conferencing facilities in the current room, and asked whether there were other options that would make better use of the smart campus.

Action: Clerk's Office

202.5 Ballot for Industrial Action

The Vice Chancellor advised the Board that each individual institution in the HE sector was balloting for industrial action over pay. The Board would be advised of the outcome at the next meeting.

202.6 TPS Pension Scheme

The Chief Operating Officer advised the Board that there was an increase of 7% in employer contributions to the TPS pension scheme to address a deficit. This represented an increase of at least £2m for the University. Members noted that previous work on pensions had been carried out by the Treasury Committee. It was agreed that the Treasury Committee would review the implications further with the Director of Finance.

Action: Director of Finance

202.7 Waterside Celebrations

The Vice Chancellor advised the Board that there were two further dates arranged to celebrate the opening of Waterside. The dates were:

- 25 October 2018
- 9 November 2018

Both would take place at 1.30pm. The Vice Chancellor advised the Board that a response from the Palace regarding an official Waterside opening event was still awaited.

202.8 HEPI and UPP Roundtable – Improving Student Retention

The Chair reported on a roundtable briefing she had attended on 'sticky campuses'. She advised the Board that the briefing had addressed the changing

profile of universities in respect of the increasing number of students living at home and commuting to university. Commuter students experienced issues such as lower levels of engagement and satisfaction and poorer results. The briefing had noted that the experience of most policy leaders in HE had been different, and there was an assumption that the residential model was the norm. However, universities needed to take steps to define and support the commuter student.

202.9 CUC Autumn Plenary

The Chair reported on the CUC Autumn Plenary, she provided the Board with an overview of the CUC of topics covered at the conference including financial sustainability, pensions and quality assurance.

202.10 Sculpture Trail

The Vice Chancellor provided members with a leaflet on the Sculpture Trail which had been set up around the Waterside campus, making use of sculptures which had previously been located on the Park Campus. He asked Board members to share this widely as a means of engaging the local community.

203/18 Confirmation of Availability of Papers

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

- Confidential Minutes of the Meeting held on 19 September 2018
- Paper A – Faculty Data Sheet
- Paper C – Waterside Update since PAC Committee September 2018
- Paper E – 18/19 Bond Covenants
- Paper F – Options for Academic Assurance Working Group
- Paper H - OfS Registration Decision
- Paper K – Indemnity to University Company Directors and Board Members
- Paper L – Remuneration Committee Annual Report to the Board

204/18 Dates of Forthcoming Meetings

- 204.1 Project Assurance Committee, 13 November 2018
- Audit Committee, 14 November 2018
- Board of Governors, 21 November 2018
- Project Assurance Committee, 11 December 2018
- Treasury Committee, 12 December 2018
- Board of Governors, 12 December 2018
- Christmas Lunch, 12 December 2018