

Board of Governors
Minutes of the Meeting held on 17 May 2017

Present:

Andrew Scarborough (Chair)

Liam Bligh

Sue Dutton

Richard Horsley

Sylvia Hughes

Frank Jordan

Lee Machado

Nick Petford

Martin Pettifor

Nick Robertson

John Skelton

Danjie Zhong

Apologies:

David Baker, Sara Goodwin, Jeff Halliwell, Mark Mulcahey, Nick Pitts-Tucker

In attendance:

Jane Bunce (Director of Student and Academic Services) for item 95.3 onwards,

Emma Finlay (Administrator, Clerk's Office), Mark Hall (Director of Finance),

Miriam Lakin (Clerk), Deborah Mattock (Director of HR, Marketing and

International Relations), Terry Neville (Chief Operating Officer), Ann Shelton Mayes (Executive Dean of Student Experience)

91/17 Welcome, Apologies and Quorum

91.1 The Chair welcomed those present, noted the apologies, and confirmed quoracy.

92/17 Declarations of Interest

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

93/17 Minutes of Previous Meeting

93.1 The Board approved the minutes of the meeting held on 19 April 2017 as a true record.

94/17 Matters Arising

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

94.2 Processes for Grievance Hearings (Minute 16/138.3)

It was reported that an acceptable form of words had been agreed with the relevant trade union that week, and therefore this action could shortly be closed.

94.3 More Detailed Report on Current Recruitment Cycle (Minute 77.5)

On the agenda for the current meeting.

94.4 Appointment or Reappointment of External Committee Members (Minute 84.2, 84.3)

These actions had been completed.

95/17 Enhancing Student Success

95.1 The Board received a presentation from the Executive Dean of Student Experience on the four-year Enhancing Student Success project (*filed as Paper M*). It was explained that the project consisted of eight complimentary work streams designed to make an overall impact on the student experience and the success of students.

95.2 The Board discussed the importance and use of learner analytics, which was one of the work streams. It was reported that a tender for a learner analytics system had been issued. Such a system would not only allow the tracking of student engagement in various forms, but also, via an app, allow students to track their own engagement. It was reported that the evidence from another university which had already adopted such a system was that it had helped to change student behaviour and had been welcomed by students. It was reported that the Students' Union sabbatical officers were involved in the project and were monitoring to ensure that it was used effectively as a developmental tool rather than solely as a monitoring method. It was noted that teaching staff would find the ability to track student engagement and progress through a centrally supported system very useful. It was confirmed that a full pilot would be run to ensure that the system met the University's needs effectively. It was also confirmed that consideration of Data Protection issues was part of the specification for the tender.

95.3 The Board noted further details of each of the other work streams. In relation to the work stream on partners, it was confirmed that sharing good practice with partners was a two-way process.

95.4 Members asked how gaps in students' digital literacy were being addressed. It was reported that this was being embedded into subject-specific work, and in particular an investment was being made in the curriculum at Level Four to ensure that Learning Technologists worked alongside subject teams.

95.5 In relation to the transition into higher education being addressed by work stream six, members asked how significant a factor cost was in decisions to withdraw from study. It was reported that reasons for withdrawal were gathered. It was noted that there was work to be done to ensure that the value the University added and how student fees were spent were well articulated to students.

95.6 In relation to mentoring schemes, it was reported that a number of different schemes were being run in the University, and that these had been assessed to find the most effective scheme. This was the model that would then be put in place across the University.

95.7 In terms of progression from Year One to Year Two, members asked how this compared to other universities. It was reported that the University met all of the HEFCE benchmarks for progression. However, improvement in the retention of students between Year One and Year Two would have a significant impact.

95.8 Members asked how the University was supporting students after graduation. It was reported that alumni could receive support from the University's careers service for three years after graduation. Furthermore, the Enhancing Student Success project would work to embed employability skills into the curriculum in a subject specific way so that access to careers support and skills was no longer elective.

95.9 Members asked about the relationship between data produced by the Enhancing Student Success project and actions to address under-performing academic areas. It was reported that the focus of the project was on identifying systems and processes which enhanced student success and on ensuring that these were embedded. The project had implications for staff development, and there was excellent buy-in from staff for development opportunities.

95.10 The Board thanked the Executive Dean of Student Experience for her report and asked for a further update in due course.

96/17 Higher Education and Research Act

96.1 The Board received Paper B, a summary of the Higher Education and Research Act which had recently received Royal Assent, and noted its main provisions for example the creation of the new Office for Students, encompassing the roles of HEFCE and the Office of Fair Access.

96.2 In addition to the paper, it was noted that Schedule Eight of the Act amended the provisions of the Education Reform Act 1988 so that a higher education corporation such as the University could vary, replace or revoke its instrument and articles of government provided that the corporation did not, through such a variation, cease to be a charity.

97/17 Annual Provider Review Outcomes

97.1 The Board received and discussed Paper C, the outcomes of the Annual Provider Review 2016-17 undertaken by HEFCE. In particular the Board noted the useful data contained in Annex B, and Annex D which set out HEFCE's analysis of the University's risks, and had actions to receive additional assurance.

97.2 It was noted that Annex D contained a reference to the Project Assurance Committee (PAC) 'feeding into Audit Committee'. It was agreed that this should be corrected with HEFCE to ensure that it was clear that PAC was a full committee of the Board of Governors, reporting into the Board, which had a relationship with the Audit Committee in that PAC was particularly charged with oversight of the Waterside Campus project and the associated risks.

97.3 It was noted that the University was asked to notify HEFCE about the intended departure of any member of the senior leadership team. The Chair reported that the Nominations Committee had identified and begun work on succession planning.

98/17 Student Recruitment Update

98.1 The Board received and noted Paper D, an update on the latest position with student recruitment for 2017 through UCAS, and examples of the use of social media for marketing. The success of the social media team in promoting the University was noted.

98.2 It was reported that there were now two recruitment cycles running; recruitment for 2017 and for 2018. An action plan for 2018 recruitment had been developed and there had been careful consideration of tactics and how to compete in the market.

98.3 The Vice-Chancellor tabled a paper (*filed as Paper N*) plotting the University's aggregate league table position against applications from the UK. It was noted that applications to the University were strong in most years, but that conversion of applicants into students was more difficult. Members stated that it would be useful to have figures on conversion in future reports, and also to be reminded of the current year target student recruitment figure.

99/17 Management Accounts

99.1 The Board received and noted Paper E, the management accounts to 30 April 2017.

Minute 99.2 is in the confidential section of these minutes.

99.3 The current debt position was caused largely by outstanding invoices to two larger partners. This situation was expected and was being managed.

99.3 It was noted that a larger than expected number of staff had opted out of the pension scheme, which had affected this line of the budget.

99.4 It was noted that the budget for commercial services had been affected by a number of different unforeseen in-year changes, for example the re-purposing of parts of the Innovation Centre at Green Street for University use, and the use of the Sunley Conference Centre for Navitas.

100/17 Waterside Update

100.1 The Board received Paper F, the minutes of the meeting of the Project Assurance Committee held on 9 May 2017.

Minutes 100.2 – 100.4 are in the confidential section of these minutes.

101/17 Report from the Vice Chancellor and Chief Operating Officer

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

101.2 In addition to points in the paper, the Vice Chancellor reported that a Changemaker Campus renewal event would take place over 24 and 25 May. A number of key people including Board members would be taking part.

101.3 There would be a review of the University by UK Visas and Immigration's Higher Education Assurance Team on 5-7 June. The team would have the ability to revoke the University's licence to sponsor international students. Whilst this was clearly an area of risk, the University had robust systems in place and was confident about the outcomes of the audit, both in the University and in its partner institutions.

101.4 Members noted that there was a level of visa rejections at which the UKVI would revoke the licence. Assurance was given that the University was not close to this trigger.

102/17 Amendment to Bye-Laws

102.1 The Board received and approved Paper H, an amendment to the Bye-laws to give the Principals of associate institutions a seat on the University's Senate.

103/17 Student Debt Management Policy

103.1 The Board received and approved Paper I, the student debt management policy. The Board further agreed that the approval of any further updates to the policy was delegated to the University Management Team.

103.2 It was noted that progress on the collection of debts would be monitored through the management accounts. It was noted that the interest charged was reasonable but not excessive.

103.3 Members asked if any correlation had been noted between student debt management and student health and wellbeing. It was reported that no particular correlation had been seen. Additional resource had been put into the Student Financial Guidance Team, and the mental health team was also strong.

104/17 University of Northampton Enterprises Ltd – Articles of Association

104.1 The Board received Paper J which proposed that new Articles of Association were adopted for the University of Northampton Enterprises Limited ('the Company'). It was reported that a meeting of the directors of the Company had recommended the new Articles to the Board.

104.2 In its capacity as the University of Northampton Higher Education Corporation, the sole member of the University of Northampton Enterprises Limited, the Board unanimously and by Special Resolution approved the adoption of Articles of Association as set out in Paper J.

104.3 It was resolved that the new Articles of Association of the Company were adopted in substitution for and to the exclusion of the existing Articles, and, for the avoidance of doubt, that those provisions of the old style Memorandum which were now deemed to form part of the Articles of Association of the Company under section 28 of the Companies Act 2006 were hereby dis-applied, thereby removing the previous objects clause and all restrictions on the number of shares that may be issued.

105/17 Ratification of Signatures

105.1 The Board received and approved Paper K, the signature of documents under seal and on behalf of the Board.

106/17 External Audit

106.1 The Board received and discussed Paper L, a proposal for the appointment of an external audit service following a tender exercise.

106.2 Those present at the tender exercise confirmed that the recommended firm had scored well on fitness for purpose, as well as in other areas. They had presented a very good team, and had made it clear that the lead partner would have a good level of involvement with the University.

106.3 The Board therefore approved the appointment of Ernst and Young LLP as external auditors for the period 2016/17 to 2020/21, noting the option of a two-year extension.

106.4 The Board, in its capacity as the University of Northampton Higher Education Corporation and as sole member of the following companies:

- The University of Northampton Enterprises Ltd
- Icon Operations Ltd
- Icon East Midlands
- Waterside Campus Development Company Plc

noted that the directors of each company would appoint Ernst and Young as auditor by written resolution.

106.5 The Board received and noted a letter from PWC confirming the mutual agreement to terminate the contract with effect from 8 May 2017 (*filed as Paper O*). It was noted that the reason given for the agreement to terminate the contract was that the University wished to appoint another firm of auditors at a lower fee. There were no other reasons or other matters connected with PWC's ceasing to hold office as auditors of the University that they considered needed to be brought to the attention of the University's members or creditors.

106.6 The Board, in its capacity as the University of Northampton Higher Education Corporation and as sole member of the following companies:

- The University of Northampton Enterprises Ltd
- Icon Operations Ltd
- Icon East Midlands
- Waterside Campus Development Company Plc

noted the receipt of a letter from PWC confirming the mutual agreement to terminate the contract with the above companies with effect from 8 May 2017. It was noted that in each case the reason given for the agreement to terminate the contract was that the company wished to appoint another firm of auditors at a lower fee. There were no other reasons or other matters connected with PWC's ceasing to hold office as auditors of the above companies that they considered needed to be brought to the attention of the above companies' member or creditors.

107/17 Any Other Business

107.1 Event at Althorp House

On 5 May, the Advancement Team had held a fundraising event at Althorp House to raise the profile of Professor Richard Rose's project 'Inclusive Education in India'. There were 85 attendees and good contacts had been developed. A full report would be circulated to the Board.

107.2 Learning at Work Week

Learning at Work Week would take place from 5 June. Governors were welcome to join staff at a series of events which had been planned.

107.3 Next Court Event

The next event for the Court would be on 5 July from 3-5pm in the Sunley Conference Centre. The focus would be on the University's work towards the Changemaker Challenges. There would be a presentation from Jacqueline Parkes about her work in dementia. Board members were welcome to attend.

108/17 Confirmation of Availability of Papers

The following papers were confirmed as confidential to the meeting:

Confidential section of the minutes of the meeting held on 19 April 2017

Paper C – Annual Provider Review Outcomes

Paper D – UCAS Application Data

Paper F – Minutes of the Meeting of the Project Assurance Committee held on 9 May 2017

Paper N – League Table Positions and Applications

109/17 Date of Next Meeting

Wednesday 21 June at 10.30am in the Senate Board Room, Senate Building.

Followed by lunch at the Sunley Conference Centre.