

Board of Governors

Minutes of the Meeting held on 18 July 2016

Present:

Andrew Scarborough (Chair)

David Baker

Liam Bligh

Sue Dutton

Sylvia Hughes

Frank Jordan

Ron Mendel

Mark Mulcahey

Nick Petford

Nick Pitts-Tucker

Danjie Zhong

Apologies:

Margaret Gardner, Sara Goodwin, Richard Horsley, Martin Pettifor, Nick Robertson, John Skelton.

In attendance:

Nick Allen (Executive Officer, OVC), Jane Bunce (Director of Student and Academic Services), Mark Hall (Director of Finance), Miriam Lakin (Clerk), Deborah Mattock (Head of HR & Marketing), Terry Neville (Chief Operating Officer), Helen Scott (Dean Designate of Education and Humanities, for item 134).

123/16 Welcome, Apologies and Quorum

123.1 The Chair welcomed members and noted the apologies that had been received.

123.2 It was confirmed that the meeting was not quorate as there was not a majority of independent members amongst those governors present. Decisions made at the meeting would therefore be approved by electronic means after the meeting.

123.3 As it was his final meeting, the Board thanked Ron Mendel for his service.

124/16 Declarations of Interests

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

125/16 Minutes of the Meeting held on 22 June 2016

125.1 Subject to a change to 108.6, and to its inaccuracy, the Board approved the minutes presented in Paper A as a true record of the meeting held on 22 June 2016.

126/16 Matters Arising

126.1 The Board received and noted Paper B which set out actions arising from previous meetings. Additional comments were made on the following:

126.2 Location of Board Meetings

It was reported that it was anticipated that from autumn 2016, Board meetings could be held in the Senate Building.

127/16 HEFCE Financial Forecast

127.1 The Director of Finance presented Paper C, the financial forecast to 2018-19 for submission to HEFCE, drawing the attention of the Board to the sensitivity

analyses in Appendix C. He reported that the forecast had also been shared with Her Majesty's Treasury (HMT).

127.2 Sensitivity to the Teaching Excellence Framework (TEF) was noted. It was reported that meeting the TEF criteria would mean that the University would be able to raise fees by 2.8% for 2017-18. It was noted that the University's recent positive assessment from the Quality Assurance Agency meant that it was in a good position to meet the TEF criteria. The importance of continuing to invest in teaching was noted.

127.3 In response to a question about the market for part-time students, the Director of Finance reported that the number of part-time students appeared to be stable at a low level, and that further collapse in the part-time market would be unlikely to threaten the University's overall position.

127.4 The potential impact of the UK's exit from the EU was noted. It was reported that EU research funding was not a significant income stream, and that the sensitivity was more around opportunities for research.

127.5 Members thanked the Director of Finance for the analysis contained in Appendices B and C. It was noted that members would want to see research, enterprise and advancement income grow in line with the forecast as it represented an essential part of the work of the University, as well as an income stream.

127.6 It was noted that planning for the Waterside campus had not included plans to grow home or overseas student numbers, and that this had proved to be prudent.

127.7 Subject to its inquiracy, the Board approved the forecast to 2018-19 for submission to HEFCE.

128/16 Period 11 Management Accounts and Student Applications

128.1 The Director of Finance presented the Management Accounts at 30 June 2016 (Paper D).

128.2 It was noted that the forecast surplus at year end exceeded the original forecast. It was noted that the year end position was sensitive to several capital works for example student residences, adapting the Sunley Conference Centre for use by Navitas, and changing the catering offer at the Park Campus.

128.3 A question was asked about expenditure on bursaries and scholarships. It was reported that the percentage of the student body qualifying for a bursary was between 40 and 45%. As this was greater than had been anticipated it had resulted in an overspend on bursaries against budget. The Board requested a further discussion of the implications of the composition of the student body for the University.

Action: Clerk

128.4 Members asked about the income level of the University Innovation Centre. It was reported that on a trial basis, one of the student cohorts would use a floor of the building from November, allowing some growth of that student cohort. There was also further consideration of placing other aspects of the University's work into the Innovation Centre, which would leave around two floors vacant for tenants. It was reported that under the financial arrangement for the building, 50% of it could be used by the University. It would therefore become necessary to repay some VAT.

128.5 The Board noted the latest student application statistics. It was reported that in the wake of the UK's exit from the EU some overseas agents had suggested that an increase in fees would be necessary to compensate for the decreasing value of the pound.

128.6 The Board welcomed “heat maps” showing where student applications were received from, and congratulated the University on its wide reach nationally.

128.7 The Board noted plans for clearing in summer 2016. It was reported that clearing began on 18 August. Board members were welcome to visit the clearing operation and should contact the Director of HR and Marketing if they wished to do so.

128.8 Subject to its inquoracy, the Board approved the management accounts at 30 June 2016.

129/16 TRAC Benchmarking Analysis for 2014-15

129.1 The Director of Finance presented TRAC (transparent approach to costing) benchmarking data (Paper E). He stated that the data was used to calculate research costs across the sector, and that the University’s results were broadly in line with its peers.

129.2 Members asked whether the sustainability gap, which is defined as the difference between the target surplus for sustainable operations and the operating surplus, would change after the Waterside campus opened. It was stated that since the sustainability gap reflected spend on the maintenance of the capital estate, this was not yet known. It was stated that ongoing maintenance costs on the new site would be lower initially, and that less maintenance was being carried out on existing sites.

129.3 The Board received and noted the TRAC benchmarking analysis for 2014-15.

130/16 Waterside Update

130.1 The Board received Paper F, comprising the minutes of the Project Assurance Committee meeting which took place on 12 July 2016, and an update on Waterside development from the Project Director.

Items 130.2 – 130.7 are contained in the confidential section of these minutes.

131/16 Risk Register

131.1 The Executive Officer introduced the register of the University's fundamental risks (Paper G). He explained that the register had been updated to reflect the TEF. He noted that it contained no specific reference to the UK's exit from the EU, and that the impact of this on the individual risks would be monitored and updated as necessary.

131.2 In respect of the risk around fundraising, the Chair of the Development Committee reported that there had been useful discussions about fundraising, and there was confidence of substantial movement towards the fundraising targets, provided that there was sufficient engagement of staff, students and stakeholders, especially in events.

131.3 The Board received and noted the risk register.

132/16 Review of Academic Governance

132.1 The Director of Student and Academic Services presented a review of academic governance (Paper H). She reported that the paper had previously been discussed by Senate, and the proposal for Senate membership had been revised in response to this. Whilst the proposal brought the membership of Senate to 32, it was confirmed that this was the preference of the University's academic leadership for the main debating forum for academic matters.

132.2 The Director of Student and Academic Services reported that the Senate had elected Dr Lee Machado as its new representative on the Board, and that his term of office would begin on 1 August 2016.

132.3 The Board noted the importance of the work in progress around the development of academic partnership arrangements, confirming that whilst this was a Senate responsibility, the Board needed to be aware of developments and be assured about that the reputational and financial risks were effectively managed.

132.4 Subject to its inquoracy, the Board approved:

- Amendments to Bye-Law 3.1
- The revised Senate membership
- The revised membership of the Honorary Awards Committee
- The Senate committee structure

as set out in the paper.

133/16 Minutes of the Senate Meeting held on 4 May 2016

133.1 The Board received and noted the minutes of the meeting of the Senate which took place on 4 May 2016 (Paper I).

The Dean Designate of the Faculty of Education and Humanities joined the meeting.

134/16 Ofsted Letter on Standards of Education in Northamptonshire

134.1 The Dean Designate of the School of Education and Humanities presented Paper J, comprising a letter from the Regional Director of Ofsted about standards of early years, primary and secondary education in the county, and details of the implications of this for the University.

134.2 The number and complexity of the factors which contribute to the achievement of educational standards were noted.

134.3 Opportunities for the University to become involved in order to support and enhance education in the county, and to meet the Changemaker Challenge to make the county the best in the UK for children and young people to flourish and learn, were noted. It was noted that the University's current work in school-level education was focused on primary, but that there were also opportunities to work in secondary schools.

134.4 The extent to which the University was well placed to make a positive difference to the delivery of education in the county was noted. Members suggested that the University could play a role by acting as a coordinator between the different schools and services involved, perhaps through hosting a summit or conference. The Board affirmed that it would like to see the University taking a lead role in helping to address standards of education in the county.

134.5 The Board received an oral update on the current progress of the University Technical Colleges at Daventry and at Silverstone, of which the University was a sponsor.

The Dean Designate of the Faculty of Education and Humanities left the meeting.

135/16 Report from the Vice-Chancellor and Chief Operating Officer

135.1 The Board received and noted Paper K, a report from the Vice-Chancellor and Chief Operating Officer.

135.2 The Vice-Chancellor reported on the implications of the recent transfer of universities under the responsibility of the Department for Education, and the advantages and disadvantages this may present.

136/16 UK's Exit from the EU

136.1 The Board received and noted Paper L, which set out frequently asked questions about the UK's exit from the EU which had been compiled by Universities UK.

136.2 The Vice-Chancellor reported that EU students and research were not large income streams for the University, but that the loss of these income streams in other universities could result in increased competition in the sector.

136.3 The Vice-Chancellor was commended for releasing a statement quickly in the wake of the result of the referendum on leaving the EU, as this had helped to quell rumours.

136.4 The Board asked the Vice-Chancellor for further updates as the implications became better known.

137/16 Recommendations for Honorary Awards

137.1 The Board received recommendations for honorary awards (Paper M).

137.2 Members asked about the hierarchy of awards. It was reported that the Honorary Bachelor of Arts award was very little used.

137.3 Members noted that more social entrepreneurs should be considered for honorary awards.

137.4 Subject to its inquoracy, the Board approved the following honorary awards:

- Dr Jane Doughty – Honorary Doctorate
- Karen, Countess Spencer – Fellowship
- Michael Jones – Honorary Bachelor of Arts approved, but with a strong recommendation suggestion that a Fellowship is substituted for this award.
 - Harrison Mungai Ndungu, David Wright – Honorary Bachelor of Science.

138/16 Appointment of External Committee Members

138.1 The Board received Paper N, comprising recommendations for the appointment of two external committee members.

138.2 Subject to its inquoracy, the Board agreed to the following appointments:

- Deborah Parker to Remuneration Committee
- Juliet Williams to Project Assurance Committee.

The appointments were made on 18 July 2016 and would expire on 19 July 2019.

139/16 Environmental Policy

139.1 The Board received and approved the updated Environmental Policy as presented in Paper O.

139.2 Subject to its inquoracy, the Board agreed that in future it would delegate approval of the Environmental Policy to the Occupational Health, Safety and Welfare Committee. It was noted that this committee would be free to bring back to the Board any changes which were not routine.

140/16 Independent Members Appointment Committee

140.1 The Board received and noted Paper P, the minutes of the Independent Members Appointment Committee which took place on 22 June 2016.

141/16 Meeting Dates for 2016-17

141.1 The Board received and noted Paper Q which set out the dates of its meetings for 2016-17.

142/16 Time Off and Special Leave Policy

142.1 It was reported that one section of the policy had been changed to ensure that it was up to date and in line with other policies.

142.2 Subject to its inquoracy, the Board approved the updated Time Off and Special Leave Policy as set out in Paper R.

143/16 Performance and Development Review Policy

143.1 The Board received the updated Performance and Development Review Policy contained in Paper R. In addition, a covering note setting out changes to the policy was circulated for note. (*Clerk's Note – Filed as Paper S*).

143.2 Subject to its inquoracy, the Board approved the updated Performance and Development Review Policy as contained in Paper R.

144/16 Any Other Business

144.1 Celebration of the Story of the University

The Board received and noted Paper T, which set out details of the project to create a performance in celebration of the story of the University.

144.2 TUC Dying to Work Campaign

The Board received Paper U, which gave details of a charter developed by the TUC about the rights of terminally ill employees. It was reported that the UCU proposed that the University endorse the charter, subject to the clarification of certain points. It was noted that the University had a good previous record of supporting terminally ill employees.

145/16 Confirmation of Availability of Papers

The following papers were confirmed as confidential to the meeting:

The confidential section of Paper A, the minutes of the meeting held on 22 June

Paper C – HEFCE Forecast to 2018-19

Paper F – PAC Minutes and Waterside Update

Paper G – Risk Register

Paper H – Review of Academic Governance

Paper M – Recommendations for Honorary Awards

146/16 Date of Next Meeting

Wednesday 21 September at 10.15, venue to be confirmed.

Clerk's Note: The decisions taken by the Board on 18 July 2016 were ratified by electronic means on 15 August 2016.