

Board of Governors
Minutes of the Meeting held on 22 June 2016

Present:

Andrew Scarborough (Chair)

Victor Agboola

David Baker

Sue Dutton

Richard Horsley

Sylvia Hughes

Frank Jordan

Ron Mendel

Mark Mulcahey

Nick Petford

Nick Robertson

Martin Pettifor

Nick Pitts-Tucker

Apologies:

Margaret Gardner, Sara Goodwin and John Skelton.

In attendance:

Liam Bligh (Student Union President-elect), Jane Bunce (Director of Student and Academic Services), Robert Griggs (Waterside Project Director), Mark Hall (Director of Finance), Miriam Lakin (Clerk), Deborah Mattock (Head of HR &

Marketing), Terry Neville (Chief Operating Officer), David Prynn (Assistant Clerk), Danjie Zhong (Student Union Vice President-elect).

101/16 Welcome, Apologies and Quorum

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

101.2 The Board welcomed Frank Jordan to his first meeting as professional staff governor. The Board welcomed Liam Bligh and Danjie Zhong as student governors-elect, noting that their term of office would begin in July 2016.

101.3 The Board thanked Victor Agboola, at his final meeting, for the contribution he had made during his term of office, especially with regards to the Changemaker agenda.

101.4 Members were informed of the resignation of Margaret Gardner from July 2016. It was reported that the Nominations Committee would discuss recruitment at its next meeting.

102/16 Declarations of Interests

102.1 Sylvia Hughes declared her appointment as cabinet member for public health and wellbeing at Northamptonshire County Council.

102.2 Andrew Scarborough declared that Wellingborough Borough Council, on which he was a Councillor, had entered into an arrangement with Goodwill Solutions, of which the University was a shareholder, for the running of a community centre.

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

103/16 Minutes of the Meeting held on 18 May 2016

103.1 The Board approved the minutes presented in Paper A as a true record of the meeting held on 18 May 2016.

104/16 Matters Arising

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

104.2 Industrial Action

Members asked about the impact of the industrial action held on 25 and 26 May 2016. It was explained that there had been minimal disruption. It was reported that further industrial action was expected but that as yet no notification of this had been received.

105/16 Confirmation of Visual Identity

105.1 The Head of HR and Marketing introduced the visual identity for the University which had been developed as part of a wider branding exercise. She reported that the views of staff from across the University had been sought as part of the branding exercise. She reported that a small group had been established, with members from amongst the University's governors, to work on the branding exercise. She stated that the visual identity was presented to the Board on the recommendation of this group.

105.2 Members asked how the logo would be relatable back to the University, and it was explained that in many circumstances 'University of Northampton' would appear in a bold type alongside the logo.

105.3 Members asked about the colour scheme used for the logo. It was explained that black and white would be the predominant colours and had been considered with reference to accessibility and cultural sensitivity. It was reported that alternative colours would also be available along with guidance for their use.

105.4 It was confirmed that the logo was suitable for mobile and internet applications, and had been tested in a variety of scenarios, including social media.

105.6 It was noted that the University crest would continue to be used on degree certificates and in certain other formal media.

105.7 It was reported that the introduction of the new identify would be phased and would be part of the Waterside campus development. It was reported that it was hoped that the new visual identity would be used first in the 2017 prospectus, as those students would begin their studies at the Waterside campus.

105.8 The Board welcomed and strongly endorsed the visual identity.

Martin Pettifor joined the meeting.

106/16 Period 10 Management Accounts and Student Applications

106.1 The Director of Finance presented the Management Accounts at 31 May 2016 (Paper C).

106.2 The Board noted that the variance to budget for the year to date was £12,248k favourable. The University was therefore on course to meet its budgeted surplus.

106.3 The Board noted that the increased favorable performance had mainly resulted from a small increase in student numbers, increased income from Education With Others (EWO), staff vacancy costs and improved management of the debt provision.

Minutes 106.4 – 106.7 are contained in the confidential section of these minutes.

106.8 The Board discussed student application statistics. It was reported that numbers were above those from the same time last year, and that it appeared that the conversion rate of offers to acceptances was also higher than at the same point last year.

106.9 Members asked which of the recruitment methods were the most effective. It was explained that engagement with schools through the Schools Liaison Team was effective, as was engagement through social media.

106.10 Members stated that it would be helpful to see a breakdown of year-on-year growth in international student numbers. In addition, a breakdown of applications from the UK in the form of a heat map was requested.

Action: Director of HR and Marketing

106.11 The Board noted the increasingly competitive market for admissions and thanked the Director of HR and Marketing and her team for their work.

106.12 Members asked about contracts for the provision of education and health courses. It was reported that recruitment to initial teacher education courses was problematic across the sector. The University was promoting its courses heavily but the market was very difficult, with a significant decline in applications nationally. It was reported that the impact of the withdrawal of bursaries for health courses would be monitored, and that the University is being proactive to plan for this change, for example through discussion with local healthcare providers.

106.13 The Board approved the management accounts at 31 May 2016.

107/16 2016/17 Budget

107.1 The Director of Finance presented the 2016/17 budget (Paper D). The Board noted the target surplus of £1.069k required by the budget.

107.2 The Director of Finance stated that the main risks to delivering the budget were maintaining student numbers and continuing to grow educational partnerships. He further noted the potential risk should the UK vote to leave the European Union on 23 June, reporting that the University currently had 450 EU students.

107.3 The Director of Finance reported that the University had registered with the Office for Fair Access (OFFA) its desire to increase fees by 2.8%. He stated that this percentage had been set by OFFA.

107.4 The Chair reported on a recent presentation from the Minister for Universities and Science about the Teaching Excellence Framework and fee setting. The Board noted the potential impact of the TEF on the ability to raise fees in line with inflation from September 2017.

107.5 It was noted that the National Union of Students has decided to boycott the National Student Survey, which is one of the proposed TEF metrics. The boycott may therefore have an impact on the TEF results.

107.6 Members asked about the provision in the budget for IT at Waterside. It was confirmed that £4.6m had been allocated, and that investments in projects such as a new student records system would also be able to be transferred to Waterside.

107.7 The Board noted the risks related to not achieving target student numbers and sufficient student retention.

107.8 The Board noted that the budget included 40 extra posts, in addition to the 34 current vacancies being carried.

107.9 Members requested further budgetary analysis of research, enterprise, advancement and partnership activity, with commentary on the growth expected. The Director of Finance reported that this would be presented to the Board in July as part of the longer term financial forecast for submission to HEFCE.

107.10 Members asked about the difference between the level of vacancies in academic schools compared to the level in professional services. It was reported that it was easier to recruit professional staff during the year, whereas academic staff recruitment tended to align with the academic year.

107.11 The Board welcomed and approved the budget for 2016/17.

108/16 Organisational Review Update

108.1 The Head of HR and Marketing presented an update on the Organisational Review (Paper E).

108.2 It was reported that the first phase was completed and work was underway on phase two.

108.3 It was reported that 60 posts were at risk, of which 44 were professional staff and 16 academic staff. All of those affected had been notified. Consultation would be open for 45 days.

108.4 Members asked about the potential impact on the workload of the Director of Research, Impact and Enterprise of the proposal for four research institutes to report to one Director. It was stated that through the proposal, the research institutes would have a clear chain of command but would maintain strong links with the faculties.

108.5 The importance of a strong and effective support mechanism for research was noted. It was reported that there was a centralised support office that would be strengthened through an additional staff member.

108.6 Members noted the potential through the proposed centralisation, for central services to have less contact with faculties, especially after the move to Waterside. This was a particular concern in respect of those staff who would be based in the Newton Building at the Avenue Campus. It was reported that staff in roles which dealt directly with students and staff would mainly be located at

Waterside. The academic staff governor reported that during the consultation period some potential procedural irregularities have emerged which have been communicated to HR following individual consultation meetings.

108.7 Members asked about how support for the management of finances would be delivered to Deans and Deputy Deans. The Director of Finance reported that the system of accountants being located in faculties and reporting to Finance would be maintained. He stated that proposed changes to the administration of finance, and the feedback received about them, would be considered carefully in order to ensure that consistency of service was delivered.

108.8 Members noted the proposal to centralise events, and asked how it could be ensured that local innovation and creativity around events in the existing schools, particularly Arts, was not stifled. The Director of HR and Marketing stated that it was planned to adopt a business partnering approach to form relationships with the faculties and ensure that their needs could be understood. This would allow the use of corporate memory, the creation of an overall events calendar, and possibly some economies.

108.9 It was agreed that, as the consultation would be ongoing, there would be no written report to the July Board meeting on reorganisation. It was agreed that an update would be provided to the September meeting.

Action: Director of HR and Marketing

108.10 The Board offered their continued support to all parties affected by the reorganisation.

108.11 The Board gave its strong support to the direction of travel indicated by the paper.

The Waterside Project Director joined the meeting.

109/16 Waterside Update

109.1 The Chair of Project Assurance Committee (PAC) presented the presented the minutes of the PAC meeting held on 14 June 2016 (Paper F). On timing, he reported that two important milestones had been achieved on schedule. He reported that there were no significant changes to funding for the project, and that the cost remained affordable as the additional cash surplus achieved by the University covered the additional costs.

Minutes 109.2 – 109.14 are contained in the confidential section of these minutes.

109.15 The Board received the minutes of PAC held on 14 June 2016 and the Waterside update.

The Waterside Project Director left the meeting.

110/16 Report from Vice Chancellor and Chief Operating Officer

110.1 The Board received a report from the Vice-Chancellor and Chief Operating Officer (Paper G).

110.2 The Vice-Chancellor reported on recent discussions about a South Midlands economic area encompassing Oxford, Milton Keynes, Bedford, Northampton and Cambridge in which the University could be influential.

110.3 The Board noted the publication of the 2016 Student Academic Experience Survey by the Higher Education Policy Institute (HEPI). It was reported that this showed the importance of value for money to students. Members noted that this was an issue which the sector would need to address more vigorously, considering living costs as well as teaching costs, and the use of the summer term. The Vice-Chancellor noted that the Waterside campus would allow the

University to expand into its summer term and to teach more intensively, using a 12 month cycle. It was noted that through this, the University would be well placed to make the case for the value for money it provides.

110.4 The Board congratulated Fashion on being named one of the world's top 100 fashion departments.

110.5 The Board **noted** the report.

111/16 Education in Northamptonshire

111.1 The Chair informed the Board that Paper H, on education in Northamptonshire was to be deferred to the next meeting at which there would be a full report from the Dean Designate of Education and Humanities.

112/16 Partnership with UCFB

112.1 The Chair explained that the proposed Paper I, on the partnership with UCFB was no longer required. The arrangements for this type of academic partnership are authorised by Senate.

113/16 Future of Court

113.1 The Clerk presented a paper on the development of the University Court for the future (Paper J).

Minutes 113.2 – 113.7 are included in the confidential section of these minutes.

114/16 Board Agenda 2016-17

114.1 The Chair presented the proposed Board Agenda for 2016-17 (Paper K).

114.2 In relation to the item on companies, acquisitions and investments proposed for the December meeting, it was agreed that this should be for discussion and approval rather than for information. It was noted that the

assurance provided by the paper would be that these operations were effectively run in both commercial and governance terms and were consistent with the strategic objectives of the University. It was noted that there was a risk to the University through contingent liability in all subsidiary companies regardless of the size of the investment, and that the Board should be able to ensure that such risks are promptly and properly reported.

114.3 It was agreed that the results of the Students' Union elections would be added to the agenda for April meeting.

114.4 It was agreed that there would be further consideration of the timing of an update on IT, and December 2016 was suggested.

114.5 With these amendments, the Board approved the Board agenda for 2016-17.

115/16 Board Effectiveness Review

115.1 The Chair presented the recommendations for the Board effectiveness review (Paper L).

115.2 The Board approved the arrangements for the review of Board effectiveness in 2016 as laid out in the paper.

115.3 The Board noted the progress on outcomes of 2015 and 2014 effectiveness reviews.

116/16 Development Committee

116.1 The Chair presented a proposal for a Development Committee to succeed the Advancement Committee (Paper M).

116.2 It was agreed that the proposed membership of the group would be amended to include 'one student representative', rather than 'one student governor' and the Students' Union would be free to choose how it was represented.

116.3 An amendment to the proposed terms of reference of the Development Committee was agreed to remove the clause on advising the Board on the acceptance of major gifts and donations.

116.4 Subject to these amendments, the Board approved the terms of reference of the Development Committee.

117/16 Policy Approval and Review

117.1 The Clerk presented a paper on policy approval and review (Paper N).

117.2 The Board agreed to add Prevent Duty to the list of policies the Board will approve.

117.3 The Board agreed to amend the wording on point 4 of the process for policy approval and review (Appendix 1) to reflect that consultation with recognised trade unions would take place.

117.4 Subject to these amendments, the Board approved:

- a) Amendments to the Scheme of Delegation as set out in the paper
- b) A list of policies which will be agreed by the Board
- c) Further consideration and consultation on an ethics policy framework, for approval by the Board in due course
- d) The process for Policy Approval and Review (Non-Student Policies).

118/16 Changes to Redundancy Policy and Procedure

118.1 The Board received Paper O, setting out changes to the Redundancy Policy and Procedure.

118.2 The Board endorsed the Chair's action that had been taken to approve the Redundancy Policy and Procedure.

119/16 Signing of Documents Under Seal

119.1 The Board ratified the signature of two documents under seal as set out in Paper P.

120/16 Minutes of the Audit Committee held on 16 June 2016

120.1 The Chair of Audit Committee presented the minutes of the Audit Committee meeting held on 16 June 2016 (Paper Q), and thanked the Clerk's Office for preparing them swiftly.

120.2 The Chair reported that new guidance had been issued that entities which were listed or which had a listed loan should have an audit committee. He reported that the advice from the external auditors was that the Waterside Development Company Plc did not require a separate audit committee if it could be ensured that the parent company had provided audit committee cover. It was therefore suggested that an amendment to the terms of reference of the Audit Committee may be needed in due course. It was reported that the Clerk and Director of Finance would consider this further.

Action: Clerk/Director of Finance

120.3 The Board noted an incident involving a knife on campus which had been reported to the Audit Committee. Members were informed that the Director of Finance had provided assurance to the Audit Committee that appropriate actions had been taken as a result. It was explained that in any circumstance where safety is threatened, the police are called.

120.4 The Students' Union campaign on safety on campus was noted.

120.5 Members asked in general about the sanctions available against students who did not show respect for staff or for other students. It was reported that the University set expectations, and acted where necessary, for example by terminating student registration at the University.

120.6 It was agreed that Audit Committee minute 27 would be placed into the confidential section of the minutes.

Action: Clerk

120.6 The Board received the minutes of the Audit Committee held on 16 June 2016.

121/16 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 18 May 2016

Paper E – Organisational Review Update

Paper F – PAC Minutes and Waterside Update

Paper J – Future of Court

122/16 Date of Next Meeting

Monday 18th July at 14.00pm in Sunley Conference Centre, followed by dinner.