

**Board of Governors**  
**Chair's minutes of the meeting held on 19 November 2014**  
**Reapproved Post Meeting**

**Present:**

Mr Andrew Scarborough (Chair)  
Mr Victor Agboola  
Mr Richard Horsley  
Ms Helen Flach  
Mrs Sylvia Hughes  
Dr Ron Mendel  
Mr Mark Mulcahey  
Prof Nick Petford  
Mr Nick Pitts-Tucker  
Mr David Watson

**Apologies:**

Mrs Margaret Gardner, Mr Martin Pettifor, Mr Nick Robertson, and for attendance Mrs Jill Ainscough (Governor designate), Mr Mark Hall (Director of Finance), Mr Bob Griggs (Waterside Project Director), Mr Terry Neville (Chief Operating Officer).

**In attendance:**

Mr Nick Allen (Executive Officer) for items minuted as M261 to M268, Mrs Janet Baines (Systems and Projects Manager )for item minuted as M261; Mr Steve Booker (Head of Procurement) for items minuted as M261 to M263, Mrs Jane Bunce (Director of Student and Academic Services), Miss Alice Hynes (Clerk), Mr Liam Gough (PWC) for items minuted as M248 and M254, Mr Damian Pickard (Deputy Director of Finance) Mr David

Prynn (Assistant Clerk), Mr Jeremy Weeks (Chief Accountant) for items minuted as M248 and M254.

### **M243/14 Welcome and Apologies**

The Chair welcomed Mr Liam Gough and Mr Damian Pickard to their first attendance at the Board.

### **M244/14 Declarations of Interest**

244.1 Standard Declarations of interest were noted for members and those in attendance as follows: - Mrs Sylvia Hughes, as District Councillor, East Northamptonshire Council and County Councillor, Northamptonshire County Council; Dr Ron Mendel, as UCU Branch Secretary and part of National UCU negotiating team; Mr Andrew Scarborough, as Borough Councillor Wellingborough and Chair of Rowan Gate Primary School (Special Education).

244.2 Mr Andrew Scarborough declared a potential interest under matters arising M212 should discussion about a new University sponsored UTC in the county progress, given his role as a District Councillor in Wellingborough.

### **M245/14 Minutes of the meeting held on 22 October 2014 and 11 November 2014**

245.1 Papers AA and ARR, comprising the Minutes and Reserve Minutes on the meeting held on 11 November 2014 were presented for approval and the approved minutes and the reserved minutes of the meeting held on 22 October 2014 Paper A and AR, were provided as context for Paper B.

245.2 Members sought clarification of the wording in Paper ARR, the reserve minutes on the meeting held on 11 November 2014 under minute M235.18. There was a query on position with respect to VAT and Tax and a revision was proposed to the Clerk's Note to confirm the position on advice from the Director of Finance.

245.3 A member requested that the presentation of voting in the reserved minute be amended to show the inclusion of the abstentions. The Clerk explained that the main minute which could be made public stated the voting position. The Chair proposed that a Clerk's Note be added to confirm the cross reference from the reserved minute to the main minutes.

245.4 The Board resolved to approve the minutes and reserved minutes on 11 November 2014 with an amendment of the Clerk's note after M235.18 and the addition of a Clerk's Note after M235.35 to cross reference to M235.38.

Action: Clerk

### **M246/14 Matters Arising**

246.1 Paper B, on matters arising, was received. Noting the items being considered elsewhere on the agenda, updating was provided and there was additional comment as follows:

246.2 On M209/14, the Director of SAS confirmed the RIBA stage 3 materials had been submitted.

246.3 On M212/14 & M199/14, the Vice Chancellor confirmed material had been submitted and response was awaited from the Department for Education and the Baker Dearing Trust, having been invited to support a new UTC in the north east of the County. He explained that discussion was at an early stage and the Board would receive further updates.

Action: The Vice Chancellor

246.4 On M213/14, the Deputy Director of Finance confirmed that the IssuerCo had been established and was now able to operate in relation to the bond.

246.5 On M214/14, the Deputy Director of Finance confirmed that the insurance cover for governors had been taken out as proposed and was now in place.

246.6 On M216/14, the Clerk updated members that in discussion with the Chair of the Nominations Committee, five names for consideration for the vacancies on PAC had been identified. Work to establish interest and suitability would continue with the aim to present a formal recommendation to the Board as soon as possible.

Action: Chair of Nominations and Clerk

246.7 On M217/14, the Deputy Director of Finance and the Director of SAS explained that work to set up the strategic partnership with Navitas was ongoing. Some delay had occurred and it was confirmed that the matter should continue to be monitored under Board matters arising.

Action: Director of Finance and Clerk

Clerk's Note: Further discussion of the arrangement is held in Reserved Minute 246.8 given the commercial confidentiality of the material.

246.9 On M220/14, the Deputy Director of Finance presented Paper B2, comprising a revised version the Anti-Fraud Policy and Procedure. He explained that the document had been reviewed by the Audit Committee and expert members had suggested a number of changes which had also been included. A governor on the JCNC explained that there had also been discussion of the previous draft in the most recent JCNC meeting which had considered in detail the proposal in paragraph 5.4.3 to use recording and it had been proposed and accepted by the Chief Operating Officer that this reference be removed. The Chair of Audit Committee and Clerk explained that there had been a proposal from the Committee that there should be a reworking of certain interconnected policies and procedures into one single integrated document to ensure consistency and ease of use – those being the Anti-Fraud Policy, the Bribery Policy, the Gifts and Hospitality policy and material on money laundering together with associated connection with the Whistleblowing Policy and the Disciplinary Policy.

246.10 The Board resolved to approve the updated Anti-Fraud Policy and

Procedure with the removal of paragraph 5.4.3; noting the proposal from Audit Committee for integration of relevant policies in due course Action: Director of Finance and Clerk

## **M247/14 Waterside**

### Waterside Project Update

247.1 The Director of SAS presented Paper C, comprising the update on the Waterside to mid November 2014. The Vice Chancellor reported on the successful road shows for the bond issues. The Deputy Director of Finance also explained that the Chief Operating Officer, the Waterside Project Manager and the Director of Finance were in London for the process of issuing the bond and that a decision was expected later in the day. The Vice Chancellor informed the Board that there had been a high level of interest from potential investors with over subscription by a factor of 2. The Chair informed members that he had been receiving daily updates from the COO and Waterside Project Director. Members requested that once the bond had been agreed a communication be issued to members and it confirmed that the Board would be notified of any developments.

Clerk's note:

The bond was successfully issued on 19 November 2014 with a price of (redacted under section 43 (Commercial Interests) of the Freedom of Information Act). Hearing the news about the bond issue in the Board meeting on 19 November, governors warmly congratulated the project Team and Executive.

All paperwork on the borrowing and land matters were signed on 21 2014 November and the package of work completed with funds in the University by 26 November 2014. A further update will be given in the additional Board meeting on 17 December 2014.

247.3 The Director of SAS spoke to the items in the Waterside update report with comment and questioning as follows. She explained on the

property transactions that the option to tax had been taken by TWP; and on the borrowing that the PWLB arrangements were also complete.

#### Academic Work Streams

247.4 On Work Stream 1 Online delivery; the Director of SAS reported that the title was being changed to Blended delivery to align with the focus of the work. On Work Stream 4; Philosophy. vision and values, members requested further detail on the bid to the Higher Education Academy for Strategic Development funding. On Work Streams 5, Portfolio review and 7 Programme design, members sought clarification of the process used for changes to the academic portfolio. It was explained that each area and course was subject to a variety of measures, including a cost revenue calculation, delivery levels on recruitment targets, and student satisfaction. (Redacted under section 36 (Prejudice to the Effective Conduct of Public Affairs) release would inhibit the free and frank exchange of views and opinions).

Clerk's note:

A discussion on values for Board members and the Vice Chancellor was also set up for 1 December as part of the Strategic Plan preparation.

247.5 On Work Stream 8 Academic roles and management structure; the Vice Chancellor gave an oral update, which also related to agenda item 10.1 see M250. The Vice Chancellor gave an oral update on his work on University management structures. (Redacted under section 36 (Prejudice to the Effective Conduct of Public Affairs) release would inhibit the free and frank exchange of views and opinions). Members were informed that a detailed overview would be provided to the January Board meeting following the Awayday.

247.6 Redacted under section 36 (Prejudice to the Effective Conduct of Public Affairs) release would inhibit the free and frank exchange of views and opinions.

247.7 Redacted under section 36 (Prejudice to the Effective Conduct of Public Affairs) release would inhibit the free and frank exchange of views and opinions.

Action: The Vice Chancellor.

247.8 On Work Stream 10 Managing Change and on Communication; the Chair alerted the Board to information on the decisions about Waterside having broader circulation to staff and the Director of SAS highlighted a range of communications activity. The Chair also alerted the Board to a ballot which was being undertaken by the local branch of the academic staff union UCU, about their concerns on communication and their lack of confidence in several members of the senior team. It was probable there would be some coverage in the next issue of Times Higher journal. The University had released a straightforward rebuttal statement.

247.9 On Work Streams 12 Working environment and 13 Social impact; members sought clarification of staff engagement and representation in work groups for academic and professional staff. It was explained that currently particular analysis of the academic working environment was underway; noting also the work on library and learning resources.

Academic Staff had been encouraged to give input through the communications structures to enable better ownership of the solutions. Various decisions could be informed by the academic staff that would be occupying the particular areas and that did not affect the professional staff. They could have a similar process in due course on their working environments. The Vice Chancellor emphasised again the work being undertaken with 13 and 14 year olds as future students to understand their ways of learning and expectations. The Chair highlighted the monitoring role for the PAC and confirmed what an exciting time it was for the University.

247.10 The Board received the update on Waterside to mid November 2014. Action: Chair of PAC and Chief Operating Officer.

Mr Liam Gough (PWC) and Mr Jeremy Weeks (Chief accountant) joined the meeting

**M248/14 Consolidated Annual Report & Financial Statements:  
2012-13**

248.1 The Deputy Director of Finance presented Paper C1, comprising the University's Consolidated Annual Report & Financial Statements: 2013-2014. He confirmed that the operating surplus of (redacted under section 43 (Commercial Interests) of the Freedom of Information Act) was achieved as predicted with the final historic cost position of (redacted under section 43 (Commercial Interests) of the Freedom of Information Act). He explained that the significant considerations for the statements had been the accelerated write down of assets, given the Board's decisions on 11 December and the scheduled date for the move to Waterside being known; together with the impact of associated release of capital grants. In addition he drew members' attention to a change in arrangements for the gifting of surplus from subsidiary companies. This change was as a consequence of an accounting directive from the ICEAW and a review of its position by the Charities Commission which had a technical and potentially a historic financial impact. (Redacted under section 43 (Commercial Interests) of the Freedom of Information Act).

248.2 Redacted under section 36 (Prejudice to the Effective Conduct of Public Affairs) release would inhibit the free and frank exchange of views and opinions.

248.3 The Board voted and resolved unanimously to approve the Consolidated Annual Report and Financial Statements for the University of Northampton for the year ended 31 July 2014, with authorisation for Chair's action to confirm corrections as necessary noting the queries identified and the final confirmation of required minor adjustments from PWC.

Action: Chair, Vice Chancellor and Director of Finance



## **M249/14 University of Northampton Enterprises Ltd Annual Report and Financial Statements**

249.1 The Deputy Director of Finance presented Paper D2a, comprising the financial statements of the University subsidiary - University of Northampton Enterprises Ltd as at 31 July 2014. (Redacted under section 36 (Prejudice to the Effective Conduct of Public Affairs) release would inhibit the free and frank exchange of views and opinions) who would be the individual from the University (as against the Directors) who was signing off on the accounts further to the company AGM. It was confirmed that this was delegated to a member of the Executive and the Board expressed a preference for this to be the COO.

249.2 The Board voted and resolved unanimously to endorse the Annual Report and Financial Statements for University of Northampton Enterprises Ltd for the year ended 31 July 2014.

Action: Director of Finance

## **M250/14 iCon East Midlands Ltd Annual Report and Financial Statements**

250.1 The Deputy Director of Finance presented Paper D2b, comprising the financial statements of the University subsidiary - iCon East Midlands, Annual Report and Financial Statements as at 31 July 2014. As per University of Northampton Enterprises Ltd a member of Executive preferably the COO was confirmed to act for the University as shareholder to approve the material.

250.2 The Board voted and resolved unanimously to endorse the Annual Report and Financial Statements for iCon East Midlands Ltd for the year ended 31 July 2014.

Action: Director of Finance

## **M251/14 iCon Operations Ltd. Annual Report and Financial Statements**

251.1 The Deputy Director of Finance presented Paper D2c, comprising the financial statements of the University subsidiary - iCon Operations Annual Report and Financial Statements as at 31 July 2014. The outcomes were in the consolidated accounts and would be considered and approved by the iCon Operations Board. As per University of Northampton Enterprises Ltd a member of Executive preferably the COO was confirmed to act for the University.

251.2 (Redacted under section 36 (Prejudice to the Effective Conduct of Public Affairs) release would inhibit the free and frank exchange of views and opinions). The Clerk reported that a visit was being planned to the Black Lion Hill development following the January Board meeting.

251.3 The Board voted and resolved unanimously to endorse the Annual Report and Financial Statements for iCon Operations Ltd. for the year ended 31 July 2014.

Action: Director of Finance

Clerk's Note: Further discussion of the year end and operations of iCon East Midlands Ltd and iCon Operations Ltd is held in Reserved Minutes 251.4 to 251.6 given the commercial confidentiality of the material.

251.7 The Board requested a detailed discussion of subsidiaries at a future Board.

Action: Chair, Clerk and Director of Finance

Clerk's Note:

A letter of support as per previous years had been signed by the Chair with respect to University of Northampton Enterprises Ltd., iCon East Midlands Ltd. and iCon Operations Ltd.

### **M252/14 Inspire2Enterprise CIC Ltd**

252.1 The Deputy Director of Finance presented Paper D2d, comprising the annual report financial statements as at 31 July 2014 of the University subsidiary - Inspire2Enterprise CIC Ltd. The company had become fully owned by the University during the year and the material was presented to the Board for the first time. The outcomes were included in the University's Consolidated Financial Statements and would be considered and approved by the Inspire2Enterprise CIC in the New Year.

252.2 The Board voted and resolved unanimously to endorse the Annual Report and Financial Statements for Inspire2Enterprise CIC Ltd for the year ended 31 July 2014.

Action: Director of Finance

### **M253/14 Management Representation Letters**

253.1 The Deputy Director of Finance presented Paper D3, comprising the Management Representation Letters. The material was largely technical but covered the range of annual reports and financial statements being placed in front of the Board.

253.2 The Board of Governors resolved to authorise the Chair and Vice Chancellor to sign the Management Representation letters and to endorse similar action for those of the subsidiaries.

Action: Chair, Vice Chancellor and Director of Finance

### **M254/14 External Auditors' Report 2013-14**

254.1 The External Auditor presented Paper D4, comprising the External Auditors' report 2013-14. He explained that there had been several issues impacting on the preparation of the accounts for 2013-14; (Redacted under section 43 (Commercial Interests) of the Freedom of Information Act) These changes had been included and work undertaken in the context of the major upgrade to the Finance System in the University.

254.2 The Chair of Audit Committee informed members that the timing of the November meetings would benefit from review given the balance of

time between the Audit Committee, the Board and submission date to HEFCE. The additional complexity this year and late notification on the gift aid item had resulted in late and tabled papers. She highlighted that there was an unqualified audit opinion and the Audit Committee had been satisfied with the processes in place giving assurance to the Board. She thanked the auditors and the staff concerned for all their work preparing the material.

254.3 The Board of Governors resolved to approve the report for 2013-14 from its External Auditors PricewaterhouseCoopers LLP (PWC).

Action: Director of Finance

Mr Liam Gough (PWC) and Mr Jeremy Weeks (Chief Accountant) left the meeting.

### **M255/14 Internal Audit Annual Report: 2013-14**

255.1 The Chair of Audit Committee presented Paper D5 comprising the Internal Audit Annual Report: 2013-14. She reported that the KPMG report had no qualifications and the Board could take comfort that there were robust systems in place for control and risk management. She spoke briefly about the report on the HESES data collection and the conclusion reached following discussion with the Auditors and the provision of evidence. (Redacted under section 36 (Prejudice to the Effective Conduct of Public Affairs) release would inhibit the free and frank exchange of views and opinions).

255.2 The Board of Governors resolved to approve the report for 2013-14 from its Internal Auditors KPMG, noting the correction to numbers of recommendations.

Action: Director of Finance

### **M256/14 Audit Committee Annual Report: 2013-14**

256.1 The Chair of Audit Committee presented Paper D6, comprising the Audit Committee Annual Report: 2013-14. The Chair of Audit Committee

wished to record thanks to the Committee members and staff team supporting the work of the Committee. She highlighted the range of work covered during the year and in particular the time spent on risk appetite topics, noting feedback from external auditors that the University was ahead of the field in this area. (Redacted under section 43 (Commercial Interests) of the Freedom of Information Act). She spoke of the coverage in the report of the work of the Project Assurance Committee and its audit, risk and assurance role in relation to the Waterside project. She noted the joint meeting of the PAC and the Audit Committee. She also confirmed the tender process for audit services and the transfer from KPMG to Baker Tilly had been smooth and effective and appreciation was expressed.

256.2 The Board of Governors resolved to approve the Annual Report from its Audit Committee for 2013-14.

Action: Director of Finance

Clerk's Note: The Board agreed a change to the order of business moving consideration of items 7.6 and 9.1.

### **M257/14 Recommendations for Honorary Awards from Honorary Awards Committee**

257.1 The Chair presented Paper P, comprising the recommendations from the 15 October 2014 meeting of the Honorary Awards Committee. The Board supported all the proposals, noting material would also require Senate approval.

257.2 The Board of Governors resolved to approve the 1 name put forward for an honorary doctorate and the 3 names put forward for University

Fellowship by the Honorary Awards Committee as show in Paper P.

ACTION: Clerk to Honorary Awards Committee.

## **M258/14 Recommendations from Nominations Committee on Board & Committee Membership**

258.1 The Chair of Nominations Committee presented Paper R, comprising proposals for the renewal of appointments and appointment to Committees. It was noted that Professor David Baker's as a HE co-opted member of the Board had been approved on 11 November. The Nominations Committee had proposed Revd Will Adams and Mr Colin Chapman, being members of the Court, to join the Honorary Awards Committee in the positions recently established.

258.2 The Board voted and resolved unanimously to approve the appointment to the Honorary Awards Committee for a first term of office for Revd. Will Adams and Mr Colin Chapman each from 1 January 2015 to 31 December 2017.

Action: Clerk and Clerk to Honorary Awards Committee.

258.3 Members were informed that the second terms of office for external committee members of Audit Committee, Mrs Sarah Canning and Mr John Nielson were near completion in April and January 2015 respectively. The matter had been discussed with them and their re-appointment was recommended by Chair of Audit Committee and the Chair of Nominations Committee.

258.4 The Board voted and resolved unanimously to approve the appointment to the Audit Committee for a second term of office for Mrs Sarah Canning from 3 April 2015 to 2 April 2018 and Mr John Nielson from 1 February 2015 to 31 January 2018.

Action: Chair of the Audit Committee Board and Clerk.

Mr Andrew Scarborough left the meeting.

258.5 Members were informed that Ms Flach would complete her third term of office in July 2015 leaving a vacancy and Mr Andrew Scarborough would complete his second term of office in July 2015. In order to support

Board stability it was proposed consider the re appointment of Mr Scarborough early and the Nomination Committee proposed his co-option for a third period of office. Members spoke of the considerable service given by Ms Flach and noted that (Redacted under section 43 (Commercial Interests) of the Freedom of Information Act).

258.6 The Board voted and resolved unanimously to approve the appointment to the Board of Governors of Mr Andrew Scarborough for a third term of office from 1 August 2015 to 31 July 2018.

Action: Clerk.

Mr Andrew Scarborough re-joined the meeting and Ms Helen Flach left the meeting, \*\* see page 17 of minutes.

### **M259/14 Going Concern and Liquidity Risk Annual Report 2014**

259.1 The Deputy Director of Finance presented Paper E, comprising material analysing the position of the University as a Going Concern and its Liquidity Risk - 2014. The Board noted that following the securing of the borrowing the University would have a significant level of liquidity and given future plans could clearly be judged a going concern for the period in question.

259.2 The Board of Governors resolved to approve the Annual Report 2014 confirming the position as a Going Concern and the Liquidity Risk.

Action: The Director of Finance

### **M260/14 Annual Report on Subsidiaries 2013-14**

260.1 The Deputy Director of Finance presented Paper F, comprising the Annual Report on Subsidiaries 2013-14. (Redacted under section 43 (Commercial Interests) of the Freedom of Information Act). New governors were recommended to visit Goodwill Solutions by the Vice Chancellor, noting a number of members had attended the previous trip as part of the Summer Court meeting in May.

260.2 (Redacted under section 36 (Prejudice to the Effective Conduct of Public Affairs) release would inhibit the free and frank exchange of views and opinions).

Clerk's Note: Further discussion of the subsidiaries performance is held in Reserved Minute 260.3 given the commercial confidentiality of the material.

260.4 The Board of Governors resolved to approve the Annual Report on Subsidiaries and to request a further in depth discussion at a meeting in the Spring, noting the potential for strategic growth.

Action: Chief Operating Officer and Director of Finance

Mr Nick Allen (Executive Officer, OVC), Mrs Janet Baines (Systems and Project Manager) and Mr Steve Booker (Head of Procurement) joined the meeting

### **M261/14 Governor Insurance and Annual Insurance Report**

261.1 The Systems and Project Manager presented Paper N, comprising the Governor Insurance and Annual Insurance Report. She explained that the insurance provision had been put out to tender and that Allianz had been selected to continue providing cover. It was noted the University remained part of the collective buying group which continued to provide significant benefit to the University. Members queried the increase in cost; the reason for the increase given being that the St Johns Residences had now come on stream.

261.2 The Board of Governors resolved to approve the Annual Report on Insurance.

Action: The Director of Finance and the Systems and Projects Manager

Mrs Janet Baines (Systems and Projects Manager) left the meeting.



## **M262/14 Annual Report on Procurement:2013-14**

262.1 The Head of Procurement presented Paper G, comprising the Annual Report on Procurement: 2013-14. He explained that savings were predicted to increase from (Redacted under section 43 (Commercial Interests) of the Freedom of Information Act) as a result of the new systems in place, including the addition controls he was able use in the upgraded Agresso Finance system.

262.2 Members sought clarification on the timeframe for delivery of future savings and the Head of Procurement indicated that with the initiatives he was undertaking he anticipated further savings for several future years until attention would move onto to ensuring spending efficiency and maintenance of the current level of value for money. The Vice Chancellor explained that procurement was the second biggest expense in the HE sector after staffing. Speaking in relation to his national role on procurement he was urging all Universities to work on further investigations individually and jointly to drive down costs. Members requested a projection on the curve of possible savings and efficiencies over 3 and 5 years.

262.3 (Redacted under section 43 (Commercial Interests) of the Freedom of Information Act).

262.4 Members queried how value for money compared to cost reduction was treated. The Head of Procurement explained that a range of issues were considered as a package including value for money and aspects of social impact as well as the cost driver. He explained that procurement cards, introduced because of the saving they gave on transaction cost, were estimated as saving (Redacted under section 43 (Commercial Interests) of the Freedom of Information Act) last year. He had however had concerns about the extent of freedom in procurement they allowed and numbers been reduced from 112 to 97 to better manage the system. Where cards had been removed there was still access to that procurement facility through other team members.

262.5 The Board of Governors resolved to approve the Annual Report on Procurement and requested 3 and 5 year forecasts for future reports.  
Action: The Head of Procurement

### **M263/14 Annual Report on Value for Money: 2013-14**

263.1 The Head of Procurement presented Paper H, comprising the Annual Report on Value for Money: 2013-14. He explained that the report was likely to be incorporated into a joint procurement and value for money report next year. Members recognised the range of information provided which gave confidence in past achievements and a level of future savings.

263.2 The Board of Governors resolved to approve the Annual Report on Value for Money

Action: The Head of Procurement

Mr Steve Booker (Head of Procurement) left the meeting.

### **M264/14 Annual Report on Fraud, Corruption and Bribery: 2013 - 14**

264.1 The Clerk presented Paper I, comprising the Annual Report on Fraud, Corruption and Bribery: 2013 -14. She explained there had been no reported example of staff involved in fraud, bribery nor whistleblowing taking place in the previous period. Members sought clarification on specific advice given on fraud, corruption and bribery for members of staff travelling overseas. It was explained that there was training provided on bribery issues with specific guidance also on work abroad. The Deputy Director of Finance reported that a fraud on a supplier had been prevented by the careful action of a member of finance staff following a procedure to ensure changes to supplier payment details were correct. The Clerk also reported that in the context of discussion in the Audit Committee there was also closer alignment with gifts and hospitality and an Internal Audit report on the area of fraud was scheduled in the regular

audit plan for 2014-15. Members explored the context of partnerships and web based systems and requested that cyber security issues be discussed at a future meeting.

264.2 The Board of Governors resolved to approve the Annual Report on Fraud Corruption and Bribery. Action: Director of Finance and Clerk

### **M265/14 Students' Union (UNSU) Annual Report and Accounts: 2013-14**

265.1 The President of Students' Union presented Paper J, comprising the Students' Union Annual Report and Accounts 2013-14. The President explained that operational targets had been met and that growth in activity was in part due to the investment from the University. Members noted the size of activity and increases in social and sporting groups indicating greater participation and praised the increase in range of diversity in the societies. The Board wished to acknowledge that the improvement in financial performance was due in no small measure to the successful leadership from the sabbatical team and particularly from the Union's Chief Executive.

265.2 The Board of Governors resolved to receive the University of Northampton Students' Union (UNSU) Annual Report and Accounts for the year ending 31 July 2014.

Action: Director of Finance

### **M266/14 KPIs – Sustainability metrics, FSSG and ASSUR**

266.1 The Executive Officer presented Paper K, comprising material on the KPIs and sustainability metrics being used for the ASSUR return. An updated KPI grid for November was tabled. He explained that the current ASSUR return monitored against the KPI targets from RtB and the longer term reports would measure against the new Strategic Plan. There was an adjustment noted on graduate employability. The R&E income KPI 8 was above year to date target due to achievements in the NBS and particularly the School of Health. Data on international income would be

confirmed following the HESES submission but was again anticipated as being variable by school.

266.2 The Board noted the material on KPIs and voted and unanimously resolved to approve the ASSUR report, confirming the confidence of the Board in the University's sustainability, authorising the Chair to issue the report to the HEFCE.

Action: Chair, Vice Chancellor and the Director of Finance

### **M267/14 Data Quality and Systems Report**

267.1 The Executive Officer presented Paper L, comprising an explanation for the Board of the sources of data, collection processes, the range of returns and checks being made in terms of data quality and a review of the systems to provide them. Members sought clarification on data captured on division of staff time to complete the TRAC return. (Redacted under section 43 (Commercial Interests) of the Freedom of Information Act). It was also noted that there was care and internal scrutiny of data quality, and the Executive Office OVC reviewed material with the leader data provider to give the Vice Chancellor assurance prior to his authorisation for data submission.

267.2 The Board of Governors resolved to approve the Data Quality and Systems Report.

Action: Executive Officer

### **M268/14 Annual Report on Risk Management and Risk Management Policy**

268.1 The Executive Officer presented Paper M, comprising the Risk Management Policy for 2014. A governor indicated he had a few proposed adjustments to wording and queries on aspects of the Policy. As these were not expected to alter any fundamental features, it was suggested that these be resolved through off-line discussion with the Executive Office and a revised version considered in the New Year. Other governors

were also invited to make contact as soon as possible if they had further comment.

268.2 The Board of Governors received the Risk Management Policy as work in progress, noting further to discussion a revised version would be recommended.

Action: The Executive Officer and the Senate Nominee

268.3 The Executive Officer introduced Paper M2, comprising the Annual Report on Risk Management 2014. Members again acknowledged different views on the extent to which a managed risk should remain at the higher red designation. It was noted that the report reflected the position on particular risks during the year and work that had been undertaken during 2013-14.

268.4 The Board of Governors resolved to approve the Annual Report on Risk Management.

Action: The Executive Officer

Mr Nick Allen (Executive Officer, OVC), left the meeting.

### **M269/14 Period 3 management accounts 2014/15**

269.1 The Deputy Director of Finance presented Paper O, comprising the Period 3 management accounts 2014/15. He explained that student numbers would not be finalised until mid-December however, he was confident that the income and expenditure were on track and the University would meet its planned surplus.

269.2 The Board of Governors resolved to approve Period 3 Management Accounts and noted the income levels achieved.

Action: Director of Finance

### **M270/14 Policy and Procedures**

The Clerk explained that work was in progress to prepare a formal Freedom of Expression Policy, and discussion had begun with the

Students' Union who already had material of their own on arrangements for external speakers. The material would also need to progress through the normal approval for staff related policies but early drafts were not yet ready for Board consideration. The Chair confirmed he had therefore deferred Paper Q to the January Board.

### **M271/14 CUC Draft Higher Education Code of Governance**

271.1 The Clerk presented Paper S, comprising the Committee of University Chairs draft Higher Education Code of Governance. She explained that a response to the invitation for consultation had been issued with support from the Chair to meet the Monday 17 deadline. This confirmed a general support for the simplification of the Code and noted the potential need for adjustments to Byelaws to pick up on items where there had been reliance on the statements in the previous more detailed Code recommendations. The University's likely approach to strategic planning with a singular overarching coherent plan was also noted. Members were informed the final version of the Code would be presented to the Board in the New Year, along with a suitable analysis of the extent of existing compliance and any areas for further action.

271.2 The Board of Governors noted the Committee of University Chairs Draft Higher Education Code of Governance, endorsed the response made and confirm as follow up to the Effectiveness Review analysis of compliance with the new Code should be undertaken.

Action: The Clerk

### **M272/14 University Management Structure**

It was noted that the Vice Chancellor had updated the Board under the Waterside update and M247.5 – M247.7.

### **M273/14 Minutes and Reserved Minutes of the Honorary Awards Committee**

273.1 The Chair of Honorary Awards Committee presented Paper T, comprising of the confidential Minutes of the Honorary Awards Committee 22 October 2014, key recommendations having been covered earlier; see M235/14.

273.2 The Board received the Minutes of the Honorary Awards Committee of 22 October 2014.

Action: The Chair of the Honorary Awards Committee and the Executive Officer OVC.

### **M274/14 Minutes of the Nominations Committee**

274.1 The Chair of Nominations Committee presented Paper U, comprising the Minutes of the Nominations Committee 22 October 2014, key recommendations having been covered earlier; see M236/14.

274.2 The Board received the Minutes of the Nominations Committee of 22 October 2014.

Action: The Chair of Nominations Committee and the Clerk.

### **M275/14 Minutes of Senate**

275.1 The Vice Chancellor presented Paper V, comprising the Minutes of the Senate meeting on 5 November 2014.

275.2 The Board received the Minutes of the Senate meeting of 5 November 2014.

Action: The Vice Chancellor.

### **M276/14 Minutes and Reserved Minutes of the Audit Committee**

276.1 The Chair presented Papers W and WR (tabled), comprising the Minutes and Reserved Minutes of the Audit Committee 5 November 2014. The Minutes of the Private Business meeting Paper WP would follow.

276.2 The Board received the Minutes and Reserved Minutes of the Audit Committee meeting of 5 November 2014.

Action: The Chair of Audit Committee and the Clerk.

### **M277/14 Update on Foundation and overview of Scholarships**

277.1 The Chair of Advancement Committee presented Paper X (which was tabled), comprising the update on Foundation and an overview of scholarships further to M162.4/14 and M 162.5/14. He thanked the Clerk for her work completing the winding up of the Foundation in the absence of a Director of Advancement. He highlighted the various endowments and restricted funds. He asked members to consider renaming the Chancellor's Fund to the Chancellor's and Governors' Fund and each making an undisclosed donation according to means to continue the good work that this fund had supported; helping students achieve in their studies.

277.2 He noted the continuing temporary cover arrangement for the Director of Advancement and asked that the view of the students and the staff on the University's areas of key need, where the Advancement Committee should be focusing its efforts. Members suggested that the academic and support representatives make a request in RtB for ideas and suggestions. In light of a donors preference for a level of anonymity, it was proposed that the fund title of The US Study Award be used rather than the names of the sponsor.

277.3 The Board received the Update on Advancement work, noting the request for views of staff and students for future areas for the attention of Advancement and that there would be a request for donations from the Board to a renames Chancellor's and Governors Fund.

Action: The Chair or Advancement and Clerk.

### **M278/14 Update on Calendar and Board of Governors Activity**

278.1 The Chair of the Board presented Paper Y, comprising a calendar and listing of events.



278.2 The Board received the Calendar.

Action: The Clerk.

### **M279/14 Any Other Business**

Chair

279.1 The Chair spoke of the opening of the School of Health's Competency Testing Centre which he had attended. The innovative facility and good use of space was providing an excellent new opportunity for the University, where it was first in the field in the UK to provide a national service. This service would help the NHS with the skills of its international staffing base and give further connections for CPD.

Vice Chancellor

279.2 The Vice Chancellor reported that the Northampton Business School was under consideration for a national award at the Times Higher event in November.

President of the Student Union

279.3 The President reported on his visit to the Daventry University Technical College and the students' interest in linking to Students' Union. He also spoke of the concerns of students based at St John's that they had to pay for bus journeys to the University and the deterrent that this was to a full involvement on campus. He confirmed that there was discussion scheduled with the COO on the topic.

### **M280/14 Confirmation of Availability of Papers**

The following papers were declared confidential to the Board and other key senior staff involved:

- Reserved Minutes AR, ARR; T, and WR, Paper C on Waterside; Paper P on Honorary Awards; Update on Foundation and Scholarships X re donor.
- The other Papers A,AA, B,B1,D1 – D6,E,F,G,H,I,J,L,M,M2,N,O,P,R,S,U,V,W and Y were public and available on request.

- There was no Paper B1, Q or WP.

### **M281/14 Date and time of next meeting**

It was confirmed that the Board would meet at its Away Day conference in the New Year from 15.00 15 January to 15.30 15 January 2015 at Sedgebrook Hall. The next normal meeting of the Board would be on 21 January 2015 at 10.15 in the Sunley Conference Centre; followed by a visit to the new Innovation Centre on Black Lion Hill Northampton.

### **\*\* Clerk's Note**

Decisions in minutes M259 to M277 subject to ratification due to meeting quorum.