

Board of Governors

Chair's minutes of the meeting held on 23 July 2014

Present:

Mr Milan Shah (Chair)
Mr Victor Agboola
Mrs Clare Colacicchi
Mr Richard Davies
Ms Helen Flach
Ms Ann Gilbert
Mrs Sylvia Hughes
Dr Ron Mendel
Mr Martin Pettifor
Prof Nick Petford
Mr Nick Pitts-Tucker
Mr Andrew Scarborough
Mr David Watson

Apologies:

Mr Mark Mulcahey
Mr Nick Robertson
observer Mr Steve Egan (HEFCE).

In attendance:

Mrs Jane Bunce (Director of Student & Academic Services) for items minuted as M152- 154, Dr Ian Brooks (Executive Dean Northampton Business School) for item minuted as M155, Mr Bob Griggs (Waterside Project Manager) for items minuted as M152

M154 and Mrs Delia Heneghan (Director of Advancement) for item minuted as M161, Miss Alice Hynes (Clerk) and Mr David Prynn (Assistant Clerk).

M148/ 14 Welcome and Apologies

The Chair explained that no HEFCE colleagues were able to observe on this occasion and it was understood attendance would depend on agenda items and availability.

M149/14 Declarations of Interest

Standard Declarations of interest were noted for members:

Mrs Sylvia Hughes, as County and Borough Councillor for East Northamptonshire and Irthlingborough respectively;

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).

And for those in attendance:

Mr Terry Neville, as Governor of Moulton College, member of the Enterprise Zone Executive, the Northampton Heritage Gateway Strategic Project Board and the NCCs Project Angel Steering Group;

Mrs Jane Bunce, as member of NCC's Project Angel Group.

M150/14 Minutes of the meeting held on 25 June 2014

150.1 The Chair presented Paper A, the minutes and Paper ARa the reserved minutes of the meeting held on 25 June 2014. A tabled amendment to Paper A was circulated. The Board was directed to amendments to the wording of M136.1 on key performance indicators and staffing changes where further detail was added.

150.2 The Board resolved to agree the corrected minutes and reserved minutes Paper ARa as a true record of the meeting held on 25 June 2014 after the proposed adjustment to M136 as tabled.

M151/14 Matters Arising

151.1 Paper B was received, comprising updates on matters arising and noting items being considered elsewhere on the agenda.

151.2 On M128.2: The Chair informed members a letter had been issued to the Chancellor on 13 July completing her extension of tenure process.

151.3 On M128.4: Governors involved in the tender panel on 6 August were reported as the Chair Designate, the President of the Students' Union and the co-opted member from the University Professional staff.

151.4 Redacted under section 42 (legal professional privilege) of the Freedom of Information Act 2000. Contains legal advice.

151.5 On M134.5: The Director of Finance gave an oral update on the Capital Budget for Waterside. He reported that the budget was not ready to be presented as both contractors, Turner and Townsend and Mace, were dealing with the uncertainty over the requirements for work on the Bridge at Waterside. The Chief Operating Officer informed members that more detailed explanation of the Bridge work was given in the Waterside materials to be discussed later and both the Chief Operating Officer and Director of Finance assured members that the additional detailed budget breakdown information would be obtained and presented to the September meeting. (Redacted under section 43 (commercial interests) of the Freedom of Information Act 2000. Would reveal details of budgetary planning.

151.6 The Board agreed to consider the detailed capital budget for the Waterside at its September meeting, noting the overall figure included in the forecast to HEFCE.

Action: Director of Finance

151. 7 On M136.2: The Vice Chancellor updated members on one recent staffing change. He explained that (redacted under section 40 (personal information) of the Freedom of Information Act 2000) and leaving the University after detailed work developing a plan for future fundraising and having given considerable service to the University on international and

marketing activities. Members expressed concern that the relationships (redacted under section 40 (personal information) of the Freedom of Information Act 2000) had established over her time at the University would have to be carefully managed and nurtured after her departure. It was explained that the advancement plan that had been developed in partnership with Morgen Thomas would facilitate this development and clarify the requirements for a future appointment.

151.8 In response to a question the Vice Chancellor explained that the two executive deans that had left the University were to be replaced with internal appointments. Members sought clarification on the support that would be given to the promoted internal candidates and it was explained that similar promotions had taken place in the School of Health when the Executive Dean left and that additional support would be provided following formal discussions on agreed objectives. It was also noted that the University had previous experience of successfully managing the removal of an entire management layer of Pro Vice Chancellors. Members sought clarification on the potential additional pressure on Deputy Deans and how the senior level work would be accomplished. It was explained that this approach of internal promotion had been successful before and that the previous experience of Deputy Deans was fundamental to the new roles they would be undertaking.

151.9 Some members pointed out that the Board had sought improvements from the executive to address issues previously raised in certain Schools where there was short fall on expectations. There was recognition and support for the action from the Vice Chancellor to resolve matters he judged needed attention.

Mrs Jane Bunce and Mr Bob Griggs joined the meeting.

M152/14 Waterside Update

152.1 The Chief Operating Officer presented Paper C2, comprising the Waterside update. He confirmed to members that the planning application

for Park campus was to be heard on the 29th July. The Waterside Project Manager explained issues arising around the plans for the proposed bridge. (Redacted under section 41 (information provided in confidence) and 43 (commercial interests) of the Freedom of Information Act 2000 – on going process with external bodies).

152.2 It was also explained that the further demand study report from DTZ on student residences supported even more strongly the quantity and mix of student residences being proposed, confirming the suggestion that the Bassett Lowke residential building on Avenue Campus should be retained. There was update on the academic programme of work including the formation of two new work streams.

152.3 The proposed arrangement for leather technologies was discussed with members seeking assurance on the provision of an integral element of the University's identity being accommodated. It was explained that revised plans were being made to incorporate the leather manufacturing process. The plans would be within the scope of the funding envelope with recognition to the presence of leather technologies to the identity of the University and the benefit of related studies such as the Arts in understanding materials.

Clerk's Note: The detailed discussion on the Waterside Project Update is held in Reserved Minutes 152.4 to 152.6 given the commercial confidentiality of the material.

152.7 The Board resolved to approve the Waterside project update report for July.

Action: Chief Operating Officer

M153/14 PAC minutes July

153.1 The Chair of PAC presented Paper C3, comprising the PAC minutes of the meeting held on 15 July 2014 and he highlighted the formation of two new work streams on the working environment and social impact, which would respond to a number of issues and ideas being raised by

staff. He also noted the next phase of detailed work on costing and relevant value engineering and asked the Board to appreciate that not all the solutions and images being considered in RIBA Stage 2 would in the event be affordable and the plans would develop over time.

Clerk's Note: The detailed discussion of the PAC Minutes is held in Reserved Minutes 153.2 and 153.3 given the commercial confidentiality of the material.

153.3 The Board received PAC Minutes of 15 July, noted the risks highlighted to the Board.

Action: Chair of PAC and Chief Operating Officer

M154/ 14 Waterside RIBA Stage 2

154.1 The Chair explained that RIBA Stage 2 material, provided by the architects at this meeting represented the main outline concept and governor input was appreciated as work developed to Stage 3 and the submission of detailed planning by October. There would be ongoing interaction with the architects as the plans developed. Members viewed further drawings and sought clarification to various queries in discussion.

Clerk's Note: The detailed of discussion of the Waterside RIBA Stage 2 is held in Reserved Minutes 154.3 to 154.5 given the commercial confidentiality of the material. Part way through the consideration of this item the Board members visited a presentation of material on the plans and had further discussion with the architects.

154.6 The Board voted and resolved by twelve votes in favour and one abstention to approve the designs put forward for RIBA Stage 2.

Mrs Jane Bunce and Mr Bob Griggs left the meeting and Dr Ian Brooks joined the meeting.

M155 International activity update

155.1 The Executive Dean Northampton Business School presented Paper D, comprising a progress review and appendix giving material and data on recruitment, agents, national context and example work plans. Dr Brooks explained the range of work being undertaken and global reach. He highlighted the significant change for Northampton and across UK HE on the recruitment of students from India and the consequences of the Home Office rules on visa control but also the impact of the loss of the post study work period previously in place. (Redacted under section 43 (commercial interests) of the Freedom of Information Act 2000. Release would enable competitors to under-cut our arrangements with contacts in overseas institutions).

155.2 The material Dr Brooks had provided on partnerships demonstrated the direction of travel to deliver trans national education through partner organisations abroad with a recent example being work that was being developed in (Redacted under section 43 (commercial interests) of the Freedom of Information Act 2000. Release would enable competitors to under-cut our arrangements with contacts in overseas institutions).

There was 150 or so staff operating as "flying faculty" supporting international delivery. He explained the material on partnerships had been produced in the context of the upcoming QAA visit noting their particular interest in the management of quality and standards on awards universities delivered through other organisations. Members queried the current position on 2014 recruitment and Dr Brooks explained that he was unable to give clear information on the position until two month's time once it was clearer where visa applications had been successful. He also explained that in making offers the University had sought to maintain and if possible increase the GPA score it was expecting from incoming international students.

155.3 Members expressed some concern about the coherence and content of the material provided given previous questions about targets, areas of focus, and actions plans to achieve the desired outcomes. There

was strong interest in what was being put in place to allow the University to be successful in this key area of work; and a need to understand what the University wanted to look like for its international work in five year's time and the actions that were needed to get there. The example of Coventry's international work was quoted and Dr Brooks explained that achievements on the international scene required building up over time. The Chair reminded members that the material sought to follow up discussion and concerns expressed in the Away day in January; as the next strategic plan was developed the position of an international strategy would be further explored.

155.4 Longer term Dr Brooks anticipated the University would work with a smaller number of partners but with whom there would be stronger relationships and connections across the University with a number of its Schools. In some ways the Business School, given its larger range of activity could act as a door way to these wider relationships. In the future he anticipated that it would be better to move to a more integrated University level strategy rather than having separate plans per School. (Redacted under section 43 (commercial interests) of the Freedom of Information Act 2000. Development of programme offerings to international markets).

155.5 The Board resolved

- a) to thank Dr Brooks and his colleagues for the range of work being undertaken on international recruitment and internationalisation;
- b) to ask the Vice Chancellor with the Executive Dean to clarify in greater detail in the work on the strategic plan the position of the University's international activity and the place of internationalisation in the University.

Action: The Executive Dean for NBS, and the Vice Chancellor

M156/14 Period 11 Management Accounts

156.1 (Redacted under section 43 (commercial interests) of the Freedom of Information Act 2000 releasing this information would provide

competitors with commercially sensitive information about University's finances).

156.2 (Redacted under section 43 (commercial interests) of the Freedom of Information Act 2000 releasing this information would provide competitors with commercially sensitive information about University's finances).

156.3 The Chair commended the entire University team for their performance in setting a trajectory whereby the necessary surpluses could be secured and the plans for Waterside and its budget expectations could be met. Secure reserves alongside the borrowing would mean real scope for future developments.

156.4 The Board resolved to approve the Period 11 Management Accounts.

Action: The Director of Finance

M157 /14 HEFCE Financial Forecast 2014-15

157.1 The Director of Finance presented Paper F, comprising the HEFCE Financial Forecast to 2015-16 and its appendices. He explained that the base data used in Paper F was the same as that used by KPMG to produce previous forecast material provided earlier to HEFCE, BDO, and the Treasury and underpinned the ongoing modelling. He explained that there was on-going discussion with PWC as External Auditors on the correct treatment of the book value of the Estate in the balance sheet once there was a sufficiently formal decision on the Waterside project and the future location of the University with consequent departure from the Park Campus. The preference of the University would be to deal with the change in one year as a major adjustment to take place before the implications for writing off capital grant came into force under the FRS 102. However the PWC advice was that the process should be a phased write down over a 4 year period, which the Director of Finance explained would make it appear on the books that the University was taking a year on year loss. Even though the action did not impact on the very strong

cash balances the University held, the way capital grants were treated under FRS102 would mean their lack of visibility in the P&L. Care would be needed to ensure that HEFCE and the Treasury and potential lenders fully understood these book adjustments. However he would continue to discuss solutions and presentation further with colleagues from PWC.

157.2 Members were alerted that this year's forecasting had been seen by three auditors, BDO, Mazars and KPMG through scrutiny already by HEFCE and from the Treasury due diligence processes. Members sought clarification that potential lenders in the bond markets would not be affected and were informed that as the adjustment did not affect the strong cash position and clear explanations could be given they should not be deterred.

157.3 Members were asked to confirm the outline budget in Appendix 1 where a (Redacted under section 43 (commercial interests) of the Freedom of Information Act 2000. Release would provide sensitive financial information to competitors). Members sought clarification of when the budget would begin and it was confirmed this was 1 August with the start of the new financial year.

157.4 The Board voted and resolved by eleven votes in favour and two abstentions to approve the HEFCE Financial Forecast 2014 for submission to HEFCE, which included an overall envelope for Waterside capital expenditure for 2014-15 of £20m.

M158/14 HEFCE Memorandum of Assurance and Accountability

158.1 The Director of Finance presented Paper G, comprising the HEFCE Memorandum of Assurance and Accountability and its appendices. He explained that the Memorandum was a standard document issued alongside a tailored letter to each HEI with respect to its annual funding. In addition HEFCE would issue an opinion of the risk status and the appendices gave more information about the context and actions HEFCE would take where it saw a university "at higher risk". The updated memorandum contained a greater emphasis on HEFCE's role as a

protector of student interests. Members were informed that HEFCE were yet to issue the University with the 2014 risk letter. The Chief Operating Officer also highlighted that the description of arrangements for the approval of borrowing, did not apply as the University had already gained approval under the previous rules. The metrics to be applied remained under discussion to seek to have a common arrangement for both the Treasury and the HEFCE.

158.2 The Board resolved that the University accept the terms of the HEFCE

Memorandum of Assurance and Accountability, authorising the Vice Chancellor as the Authorised Officer to take necessary actions.

(Action: The Vice Chancellor and Director of Finance)

M159/14 Risk Appetite

159.1 The Chief Operating Officer presented Paper H, on Risk Appetite and Appendix from PWC. The material had been developed from the Audit Workshop discussion, had been considered at the informal Audit Committee and 18 June and was recommended for consideration by the Joint meeting of Audit Committee and PAC on 15 July. The issues for the Board were usefully articulated in the well written PWC advisory document. An initial summation of a risk appetite statement for the University was presented with a range of propositions on the acceptable threshold in different areas of the University's work. In the recent committee discussion a distinction had been made between the need to have a low appetite for putting at risk the University's financial performance but a higher appetite in seeking to improve income generation.

159.2 Members generally commented that they found the threshold material data was helpful but some found the summary statement less valuable and material that would need further work. It was acknowledged that this was work in progress and that as with the risk profile, circumstances might change and the appetite accordingly but the

threshold provided the Board and the Executive with a confirmation of common perspective on the current position. Members offered to give further support to the revision of wording on the overarching risk appetite statement.

159.3 The Board voted and resolved by eleven votes in favour and two abstention to approve the first version of the risk appetite statement and thresholds and to request the Audit Committee consider further refinement to the risk appetite statement in light of member comment.

Action: ALL MEMBERS, Chair of Audit and Chief Operating Officer

M160/14 Recruitment and Decliners Survey

160.1 The Vice Chancellor presented Paper I, on the Recruitment and Decliners Survey, including Appendix 1 on responses from those who had declined an offer from the University. Appendix 2 was not provided as the Vice Chancellor gave an oral update on current numbers. He explained that the level of acceptance of offers had dropped by around 4% but was mitigated in terms of the overall position by a significant growth in the NHS numbers. He confirmed that the University would need to go into clearing and would be seeking more students than the previous year; he did not consider that this discrepancy between the University's league table position as a top 50 University and its recruitment was acceptable and close attention would be given to improve the situation.

160.2 The Vice Chancellor explained further the information in Appendix 1 highlighting views of applicants on the quality of the campus thus further confirming the action required by the University on Waterside and the opportunity it gave to resolve some of the issues being raised. The issue was, however, not only the University's offering in terms of location and campus quality but the fact that there was such improvement in the student environment of other competitor Universities. The arrival of the new St John's accommodation would be a help but there was more detailed work to be undertaken to understand why those who did so were turning the University down. The Vice Chancellor drew the Board's

attention to a concerning factor in the increasing trend of certain respondents preferring the course content at their firm choice. Action was being taken on the refreshment of the course portfolio as well as the detailed course content.

160.3 Members discussed the percentage changes and trends shown. There was recognition of the need to dig deeper into the information and it was suggested that there should also be a better understanding of the reasons for acceptance and a query on the response rate. It was reported that about 40%-50% of those who were eligible did complete the decliners' survey; the message needed to be heard by staff, as complacency was unhelpful. There was further work to be undertaken to improve Open Days, the web presence and response turn round times. Members commented that the rural draw of Park campus which some years ago was seen as a good asset appeared to have shifted, yet some staff were not perhaps sufficiently aware of this applicant perception. The wider dissemination of the data might strengthen their positive engagement with Waterside developments.

160.4 Noting the overall statistic, members questioned whether any particular courses or subjects stood out from the survey as being outliers. It was explained that the data was there for analysis and measures were being investigated to look at ways courses are marketed at open days.

160.5 The Board noted the report from the Vice Chancellor and the issues of concern it raised, seeking further updates in due course.

Action: The Vice Chancellor and Chief Operating Officer

M161/14 Financial Regulations

Redacted under section 42 (legal professional privilege) of the Freedom of Information Act 2000. Contains legal advice.

Mrs Delia Heneghan joined the meeting.

M162/14 Winding up of the Foundation

162.1 The Director of Advancement presented Paper K and its appendices, comprising documentation on the winding up the Foundation and the care of relevant funds and associated distribution. She explained that closure of the Foundation and a revised strategy for advancement and fundraising had been previously approved by the Board. Work had now been undertaken with the Foundation trustees to formally close the Trust and for the University through the Board to absorb its work.

(Redacted under section 42 (legal professional privilege) of the Freedom of Information Act 2000. Contains detail of legal advice received). The appendices showed current funds and it was being suggested that, in order to achieve a greater return on the investment, the opportunity might be taken in the future to combine funds under a revised Treasury Management policy and move away from the use of Brewin Dolphin given the costs and performance. Members were given assurance of the work undertaken, through the Director of Advancement to give careful consideration to past contributors to ensure that they were consulted on the planned changes and remained engaged with the University. She also explained that there had been conversations with a number of key past members of the Foundation to give assurances on future commitment and that past donations would be protected.

162.2 Members queried the status of the donation with respect to restrictions on their use and their segregation within the funds managed by the University. Some surprise was expressed that the details of the restrictions and donor expectations were not appended to the material being passed on and approved. The Director of Finance confirmed that the funds had been shown separately in the University's published accounts and that the present arrangements on investment could remain. Members wished to ensure in formally accepting the responsibility that donor restrictions and any permanent endowment restrictions would be explicitly upheld and a list of such arrangements could be committed to by the

Board as part of the process. It was explained that this had been and would continue to be the practice and part of the future strategy. The Chair proposed additional wording to ensure there was a regulatory structure to underpin the fundamental decision to accept the responsibilities from the Foundation.

162.3 (Redacted under section 42 (legal professional privilege) of the Freedom of Information Act 2000. Contains detail of legal advice received). It was suggested that the Board receive explicit information on the restrictions associated with the funds transferred from the Foundation and relevant sections clearly included in the revised Financial Regulations. (Redacted under section 42 (legal professional privilege) of the Freedom of Information Act 2000. Contains detail of legal advice received). The Board questioned their duties as trustees of the University and if this would create an additional trust fund following the closure of the Foundation. It was explained that, where there were restricted funds or permanent endowment the University would need to comply with the relevant restrictions but the funds would be held under the exempt charity status of the University. The acceptance of the clause 3, given the changes in higher education funding, allowed for a regulatory structure being formed to manage the funds transferred going forward, but within the context of past agreements made with donors.

162.4 The Board voted and resolved unanimously to approve the winding up the Foundation, being satisfied that

1. the purposes of the Foundation can be effectively carried out by the University;
2. the University can comply with the restriction contained in clause 3.3 of the Charity Deed; and
3. the University is a suitable body to receive the Trust Fund and has as its objects the support or furtherance of education within Northamptonshire.

And the Board hereby resolved as follows:

1. to receive the Trust Fund from the Foundation and to hold the Trust Fund for the support and furtherance of the charitable objects of the University;
2. to observe the provision in clause 3.3 of the Charity Deed as set out in Recital E of the paper; and
3. to establish regulations for the due administration of the Trust Fund.

Action: Director of Advancement and Clerk

162.5 The Board resolved, in light of its decision in 162.4 above, urgently to request that suitable regulations be drafted and presented to the Board for consideration in September for the management, investment and allocation of funds received from the Foundation and to comply with any donor restrictions or permanent endowment requirements.

Action: Director of Advancement and Clerk

Mrs Delia Heneghan left the meeting.

M163/14 Authority for Chair's action

163.1 The Chair explained that there were chairing vacancies and positions on committees to be filled and the incoming Chair would need to resolve these matters over the summer including with the new members about to join the Board. Approval for Chair's action was there sought in order to have arrangements in place for the start of the new round of business in September.

163.2 The Board resolved unanimously to authorise the incoming Chair to discuss interests with current and new Board members and approve the appointments to Committee and positions as Chairs or Deputy Chairs.

Action: Chair, Incoming Chair and Clerk

M164/14 Board / Chair Evaluation and Effectiveness Review Update

164.1 The Clerk reported that the Senior Independent member was reviewing the material that had been submitted under the Review of the Chair survey; thanking those who had submitted she requested final material. She also reported that under the arrangements for the formal 5 year Effectiveness Review of the Board all Board members and other colleagues were being issued with a web- based survey - based on the documentation provide by the Leadership Foundation. Depending on the extent of comment as well as choice buttons it might take colleagues different times to complete the 10 sections.

164.2 The Board noted the report and the request to complete the effectiveness survey. Action: ALL MEMBERS

M165/14 Senate Minutes

The Vice Chancellor gave an oral update on the Senate meeting held on 2 July 2014, noting that that there were no urgent matters for consideration.

M166/14 Honorary Awards Committee

166.1 The Chair of the Honorary Awards Committee presented Paper M and M1 comprising the minutes of the meeting held on 25 June 2014 and the Committee terms of reference. He explained that the changes to the ToR were to include two members of University Court to enable greater interaction between the Committee and the wider University Community.

166.2 The Chair thanked Mr Richard Davies for his service as Chair of the Committee and the contributions he had made during this time.

166.3 The Board resolved

- a) to support the changes to the terms of reference of the Honorary Awards Committee, including amending membership to include two members of the University Court, and

- b) to receive the minutes of the Honorary Awards Committee Meeting from 25 June 2014.

Action: Clerk

167 /14 Audit Committee Meeting

167.1 The Chair of Audit presented Paper N, comprising the minutes of the quorate 15 July 2014 meeting. She informed members that the meeting of the Audit Committee on 18 June was inquorate due to there being no External Committee Member present, however given pressure of business it had proceeded as an informal meeting. She explained that Paper N2 and Paper NR2, being presented to the Board, comprised minutes and reserved from the informal meeting on 18 June which were considered by the quorate meeting and relevant decisions formally made on 15 July, based on the earlier detailed discussion.

167.2 She explained that due to the circumstance which led to the inquorate meeting the Committee had reviewed its arrangements for quoracy and members were seeking approval to a change in the Terms of Reference to limit any recurrence. Rather than extend the number of External Committee Members, it was proposed that the constraint on the membership of the quorum, specifying that an External Committee Member be present, be removed.

167.3 The Board resolved a) to receive the minutes of the quorate Audit Committee Meeting from 15 July 2014;

- b) to receive the minutes and the reserved minutes from the informal Audit Committee meeting on 18 June 2014;

- c) to change the terms of reference of the Audit Committee, and specify the quorum as any three of the five Committee members.

Action: Clerk

168/ 14 Joint Audit Committee and Project Assurance Committee 15 July

168.1 The Chair of Audit presented Paper R, comprising the minutes of the Joint Audit Committee and PAC Meeting held on 15 July 2014. She explained that the meeting covered several key discussion points, noting the context of the HEFCE letter approving borrowing. There had been review of various audit reports and a key discussion of risk appetite which had been explored earlier (see M 159). The Audit Committee would take a greater role in addressing the non-Waterside project and estates areas monitoring risk and business as usual activity. The meeting provided assurance to members of both committees that were acting effectively and in a complementary way within their TOR. It was proposed that there be such a joint discussion annually.

168.2 The Board received the Joint Audit Committee and PAC Minutes from 15 July 2014.

Action: Clerk

M169/14 Nominations Committee

169.1 The Chair of Nominations Committee presented Paper O, comprising the Nominations Committee minutes and Paper OR the reserved minutes of the meeting held on 4 July 2014. The Board acknowledged the support of retiring external Court members on the Committee, Lady Jenny Harper and Sir Patrick Walker, on completion of their five year appointments. They had made a considerable contribution to the development of the Board and its continuing effectiveness through the scope of new appointments they had helped make.

169.2 The Board received the Nominations Committee Minutes and Reserved Minutes from 4 July 2014.

Action: Clerk

M170/14 Independent Members Appointment Committee

170.1 The Chair of IMAC gave an oral report on the meeting of the IMAC and its decisions. Information on those considered was also visible in Paper OR, showing the successful candidates for vacant Board positions. He explained that each of the candidates met the particular requirements specified in the recruitment criteria, were local to Northampton and showed a clear commitment to contribute to the Board. The appointed candidates had been confirmed as follows. Ms Jill Ainscough was taking the position in January 2015 and observing meetings from September owing to commitments as an existing executive board member elsewhere until her retirement in the New Year from Ofcom. Mr Richard Horsley had considerable audit experience as well as a breadth of Board level and charitable work. Mr James Jordan had a broad range of legal experience and as company secretary; the conflict of interest that could exist, given his employer Taylor Wimpey, had been discussed and had been identified as manageable given timescales and business focus.

170.2 The Board noted the appointment of Mr Richard Horsley and Mr James Jordan from 1 August 2014 and Ms Jill Ainscough from 1 January 2015.

Action: Clerk

M171/14 UUK and Election preparation

171.1 The Vice Chancellor presented Paper P, comprising the UUK update on the HE sector's key arguments to be presented in the run up to the general election. He spoke further on his perspective on the recent Cabinet reshuffle. He informed members that he was due to meet the new Minister for Universities and Science, Greg Clark MP who replaced David Willetts MP. Mr Clark would continue with his remit for the regeneration agenda and cities, which was a helpful context given the University's aspirations for the Waterside project and its relationship with the enterprise zone and the town. The Vice Chancellor also highlighted that the new Minister for Education, Nicky Morgan MP had moved from the

Treasury and therefore might have some knowledge of the University's campus development project.

171.2 Members noted that this might give a focus on the economic, enterprise, research and development aspects of the work of Universities but the UUK material made little mention of students or teaching and learning which ought to be seen as the core business of the sector.

171.3 The Board received the update on UUK and Election preparation, and the recent Government reshuffle.

M172/14 Update on Board Calendar

172.1 The Clerk presented Paper Q, comprising the update on the calendar of Board activity.

172.2 The Board received the update on Board activity.

M173/14 Any Other Business

Students' Union President

173.1 The Students' Union President informed members that over the forthcoming year the Student Union would be focusing on various aspects of the student experience. He explained that the new sabbatical team had been looking at their own strategic aims for University of Northampton students as against attending national NUS training events. He indicated that society membership would be free to encourage greater participation. He also explained that efforts would be focused upon the students improving the student experience at weekends and encouraging those remaining in Northampton to make the campus a more vibrant environment for students.

173.2 The Board received the update on the Students' Union activity.

Chair of Board of Governors

173.3 The Chair of the Board congratulated the Clerk on her being awarded a Fellowship of the ICSA. He then thanked the Board and the Executive team for their support during his time as Chair. He paid particular tribute to the retiring Governors - Haviour Chen, Clare

Colacicchi, Ann Gilbert and Richard Davis, individually thanking them in turn for their hard work and commitment over their terms of appointment. He highlighted the extent of change that they had been part of in the University.

173.4 In recognising the important contribution from the President of the Students' Union, the Chair noted the focus on the economy in the UUK election material but he acknowledged that the motivation for most of those involved in governing bodies and in the broader staff team of the University was driven by the University mission to transform lives of students. He considered his views were summed up by the CUC commentary, which he had originally shared with the Board at the start of his tenure in 2011: "What unites University [Governors], in spite of the disparity of their backgrounds and the diversity of their institutions, is a passionate belief in the value of higher education in its own right and because of the beneficial impact it has on the wider world. What inspires [Governors] to give so freely and extensively of their time as unpaid non-executive governors and council members is their recognition of the contribution that universities make in extending educational opportunity, transforming lives and career prospects, advancing and disseminating knowledge and in applying knowledge to the solution of problems for the benefit of business, industry, society at large and local communities."

173.5 The Board expressed their deep appreciation of the Chair and thanked him for his considerable contribution to Board and the previous Governing Council during his time as its Chair.

M174 /14 Confirmation of Availability of Papers

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

- Papers AR, N2R, OR, R being Reserved minutes,
- Papers CI, C2 and C3 Waterside and associated Appendices,
- Papers H, I, and K.

M175/14 Date and time of next meeting

It was confirmed that the next meeting of the Board would take place on Wednesday 24 September 2014 at 10.15 to 13:00 in the Sunley

Conference Centre followed by the Remuneration Committee

Mr Terry Neville, Mr Mark Hall left the meeting

M176/14 Further Reserved Business

Chair's report

176.1 Paper ARb the reserved minutes of the meeting held on 25 June 2014 was tabled. The Chair noted the changed circumstances and, when invited, no members sought to comment further.

176.2 The Board resolved to agree the reserved minute, Paper ARb, as a true record of the discussion.

Professor Nick Petford left the meeting

Remuneration Committee

176.3 The Chair of the Remuneration Committee reported on the discussion in the Committee which had confirmed that for 2014-15, in line with agreed practice, the Vice Chancellor, the Chief Operating Officer and the Clerk would receive the same 2% pay rise as the other staff of the University. She also confirmed that of the 7 targets set, based on the strategic plan, 5 had been met and that basis would be used for bonus calculation for the senior post holders and relevant other senior managers. There had been discussion of the objectives for 2014-15, and the target setting process, as well as the contracts for senior post holders on which further consideration would take place in September. It was anticipated that similar mechanisms to 2013-14 would be used related to the Raising the Bar KPIs and more detailed review occur alongside the development of the new strategic plan and whatever KPIs and targets were thereby established .