

Board of Governors

Chair's Open minutes of the meeting held on 29 April 2015

Present:

Mr Andrew Scarborough (Chair)

Mr Victor Agboola

Mrs Jill Ainscough

Prof David Baker

Mr Richard Horsley

Ms Helen Flach

Mrs Margaret Gardner

Mrs Sylvia Hughes

Dr Ron Mendel

Mr Mark Mulcahey

Mr Martin Pettifor

Prof Nick Petford

Mr Nick Pitts-Tucker

Mr Nick Robertson

Mr David Watson

Apologies:

No apologies were received

In attendance:

Mrs Jane Bunce (Director of Student and Academic Services);

Mr Robert Griggs (Waterside Project Director) for items minuted as M86/15 to M88/15; Mr Mark Hall (Director of Finance); Miss Alice Hynes (Clerk); Mrs Deborah Mattock (Director of Human Resources); Mr Terry Neville (Chief Operating Officer); Mr Rob Palfreman (Head of IT Services)

for items minuted as MB0/15 to M85/15 and Mr David Prynn (Assistant Clerk).

Clerk's Note: Prior to the meeting members received a presentation on University branding and its development and discussed their views with an external consultant commissioned by the marketing team. It was understood that this was a limited review to establish whether and to what extent, the University's material needed refreshment.

M80/15 Welcome and Apologies

The Chair welcomed members and colleagues to the meeting.

M81/15 Declarations of Interest

Standard Declarations of interest were noted as follows for members: Prof David Baker, as a member of the Board of the University of South Wales, Mrs Sylvia Hughes, as District Councillor, East Northamptonshire Council and County Councillor, Northamptonshire County Council; Mr Andrew Scarborough, as Borough Councillor Wellingborough and Chair of Rowan Gate Primary School (Special Education);

and for those in attendance: Mrs Jane Bunce, as member of NCC's Project Angel Group and the Cultural Quarter Programme Board, NEP Enterprise Zone Executive Group; Mr Mark Hall, as Governor at Northampton College; Mr Terry Neville, as Governor of Moulton College, member of Northampton Enterprise Partnership (NEP) Board, the Northampton Heritage Gateway Strategic Project Board and the NCCs Project Angel Steering Group.

M82/15 Full minutes of the meeting held on 25 March 2015.

82.1 The Chair tabled a revised Paper A, comprising the minutes of the meeting held on 25 March 2015, including reserved minutes. Members were directed to an amendment on M66, specifically the addition of M66.2. The reserved minutes were highlighted in grey and were reviewed

to confirm their status and it was noted that this would be the continued practice for Board minutes into the future.

82.2 The Board resolved, with the addition of M66.2, to approve the minutes and reserved minutes, as a true record of the meeting held on 25 March 2015.

Action: Clerk

M83/15 Matters Arising

83.1 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.

Committees

83.2 On M54.7 and M 54.10, it was reported that the Treasury Committee would have its first meeting on 12 May and the next Advancement Committee meeting would be on 13 May.

Senior staff Recruitment

83.3 On M54.10/15, the Vice Chancellor explained that long-listing for the post of Director of Corporate Affairs was to take place on 11 May followed by shortlisting on the 21 May with interviews scheduled for 8 June. Recruitment for the post of Head of Student Recruitment had been delayed due to the restructuring within the Admissions Department and the current marketing activity. The process would be resumed in time to secure a member of staff for the start of the new academic year and the next student recruitment cycle.

OFFA Submission

83.4 On 68.4/15, The Director of Finance informed members that the submission to OFFA had been made on 24 April 2015. He explained that the OFFA routinely sought clarification on the calculation methods that had been used however, the report was accepted and confirmation was awaited.

Chair's Action

83.5 The Chair informed members that Rt Revd John Holbrook, Bishop of Brixworth, and Mrs Margaret Pratt had been appointed as Court members of the Nominations Committee with an initial 2 year period of appointment. He also reported that the University had been offered a gift of £10k from Barclaycard for the procurement of theatrical lighting through a deed of gift. He asked for endorsement of the Board for Chair's action on the signing under seal alongside the Vice Chancellor in order to receive the gift and meet the conditions and criteria to which Barclaycard were required to adhere.

83.6 The Board noted the Chairs' action to appoint Rt Revd John Holbrook Bishop of Brixworth and Mrs Margaret Pratt as Court members of the Nominations Committee with an initial 2 year period of appointment to 30 April 2017.

Action: Chair of Nominations Committee and Clerk.

83.7 The Board voted and resolved to endorse Chair's action to sign under seal the gift of £10k from Barclaycard

Action: Chair and Clerk.

M84/15 Human Resources Annual Report

84.1 The Director of Human Resources presented Paper C, comprising the Human Resources Annual Report together with a number of data appendixes. The report followed a format similar to previous years and members were directed to trend comparisons. She explained that since the new Human Resources (HR) system had been embedded, the reporting mechanisms had been improved alongside the ability to share data with management as detailed in section 2.2 of the report.

84.2 There had been a slight growth in academic staff numbers and a slight reduction in numbers of professional services staff. The age profile of the University continued to be monitored and showed significant percentage in the older quartile including over 50% of academic *staff* over

45, with 8% over 65. Particular attention had been given to the area of sickness and absence during the past year. It was gratifying to see the drop in instances and the Board was reminded also of the considerable work being undertaken under Health and Wellbeing initiatives with the University. The Director of Human Resources explained the context of changes in the figures; recognising that some staff who were now employed by First Degree. She spoke further of the improvements to the system of collecting ethnicity, gender and disability data, which would provide more robust data for analysis in this area in the future. Members asked further about the action being taken on the equality and diversity data for example on disabled *staff* and it was explained that they were a relatively small number so the analysis and trends were difficult to present.

84.3 On turnover it was explained that 110 people had left the University in 2014, however the figure was not inclusive of changes to roles and promotions. It was explained that the development of the HR system would allow future reports to be inclusive of this data. Members sought clarification of turnover under section 5.2.6 when compared to the global figures presented in the appendix. It was explained that the data captured was classified against different criteria over time and that work had been undertaken to ensure a detailed analysis could be provided in the future but for historical reporting the data was limited to the criteria input at the time when less detail had been included. The question of churn was raised and further information sought for future reports in relation to the staff satisfaction levels of leavers; noting that there was also staff survey data on the topic. Members sought clarification of the reporting of grievances by members of staff. Members were informed that an employment tribunal case against the University had not occurred for some time and that the few instances of grievances reported were at a level comparable or lower than other institutions.

84.4 Members requested further analysis on academic staff characteristics, including a further breakdown of staff across different

grade levels over time, the numbers and spread of professorial staff and the gender context in order to identify details of any gender pay gap. In addition members queried section 5.2.4 where information on female staff was analysed and requested similar information for disabled and ethnic minority staff. It was explained that support existed to encourage the aspirations and career development of disabled and minority staff in existing policies. The small number of those with a disability and the diverse range of disclosed conditions meant that analysis was difficult, however the improved data capture methods that were being applied would provide greater opportunity to support employees disclosing disability in the future. It was also noted that the Board be undertaking further consideration of equality and diversity matters in July and the work indicated in para 5.2.4 was especially welcomed.

84.5 Members sought clarification of the number of staff with doctoral qualifications and the impact of KPIs on certain schools, with the School of Education given as an example. It was explained that the School of Education had met its 2010 targets. Nonetheless, the nature of the programmes offered in that School and others in the University, presented opportunities for the University to acquire very well qualified teaching staff as educationalists who provided the best skills in support for student learning, but who had not necessarily pursued doctoral studies. The benefit of teaching input from the associate lecturers who were practitioners in their subjects was also highlighted.

84.6 The use of zero hour contracts and the figure of 27% temporary staff were queried by the Board. It was explained that the zero hour contracts were an important tool for the University where programmes in areas such as the arts, were taught by practitioners. This made such contracts a useful solution for both parties. The Director of Human Resources explained that significant work had been undertaken to ensure such contracts were not misused and that the employment of temporary staff on fixed term contracts was primarily applied to work geared to funding contracts, such as NHS contracts where staff resources were

contracted for fixed periods of time in relation to commissioned periods. Members were informed that the increase of research at the University was likely to increase the temporary staff figure however, if research bids were successful. Presently, the figure remained comparable to similar Universities. There was also confirmation from the Executive that requests for replacement academic staff had been treated supportively with no requests being denied.

84.7 The Board welcomed the helpful analysis, and had indicated in its discussion items for further exploration and/or inclusion on a future occasion, with further analysis as the improvements in data collection permitted. Members sought the inclusion of a fuller concluding summary which took an overview of the work in hand and identified those topics, judged by the Director and Executive, as being the priorities for the coming period. This would enable the review of the year in future to understand better the progress made.

Clerk's Note: In terms of an overview of future plans members were referred to the conclusions in section 7 of the report and were requested to alert the Director of Human Resources to any further points for attention in the coming year.

84.8 The Board received the Human Resources Annual Report, thanking the team for their excellent work and the achievements secured during the period and requesting for the 2016 report further analysis as indicated and supported the indication of plans for future topics of attention in the conclusions of the report.

Action: Director of Human Resources.

M85/15 IT Services Update

85.1 The Head of IT Services presented Paper D and appendixes, comprising the update on IT Services and future plans on digital transformation and IT at Waterside. He began by providing a PowerPoint

presentation to members, (lodged as Paper D Appendix 7), which summarised the work that had taken place and informed the Board of plans to enhance the experience for current students whilst preparing for the move to the Waterside campus. He highlighted his concern at some current and some future risks and the scale of the distance the University needed to travel in making improvements to IT services and staff development. He confirmed his confidence however that with the right staff and resources, the aspirations were both feasible and necessary. He shared the conclusions of the analysis undertaken by expertise from PWC which confirmed his own views as an incoming head of service. The material helpfully provided guidance on priorities and action plans.

Clerk's Note: Further discussion of the item is held in Reserved Minutes 85.2 to 85.5 given the commercial confidentiality of the material.

85.6 The timetable for IT resources development and the lead time on skills improvement for current staff and students was discussed. Members related input from some of the Governor and Staff meetings, where issues with the current system was making staff question the ability of the University to deliver the technological solutions at Waterside. Members were informed that the question was set in the context of a positive response to the move to Waterside, and enthusiasm to improve staff skills and make best use of the IT resources available. There was interest in the creation of the virtual entity of the University as well as its physical one. Reassurance was given to the Board that there would be improvements in IT services, some of which would be visible by the start of the next academic year and that there was an ongoing programme in place endorsed by the analysis in the PWC report.

85.7 The Student Governor informed members that he had worked with the Head of IT Services through various engagement activities with students to provide the views of students on current issues and for inclusion in the ongoing development of plans leading to Waterside. He

asked however that the Department provide greater feedback on the matters that were being undertaken and where items had been resolved which could increase confidence in the IT service and allow students (and staff) to have a better sense when matters of concern to them were likely to be resolved. It was helpful to give a message that progress was being made, where that was the case.

85.8 The Chair of Audit Committee explained that the Committee was in receipt of assurance on internal processes through audit reports which had raised issues and recommendations in the past which, for the reasons highlighted, had been taking considerable time to resolve. It had been intended that further focus on IT would be part of the last Audit Workshop but that had been superseded by attention on student recruitment risks. A suggestion was made the topic of IT risks and risk appetite be one for the joint Audit Committee and PAC meeting in July. The Chair of PAC explained that the Committee had undertaken an initial review of the IT work streams for Waterside at the April PAC.

85.9 The Chair proposed that a regular IT update to the Board would provide assurance of continuing progress, given the criticality of both the work in train for current students and the targets of digital transformation within the upcoming Strategic Plan. The Head of IT Services explained that business as usual had been a full time activity and that the culmination of work to identify and manage better the IT resource in the current plan of action would allow better opportunity to plan and deliver what would be needed for IT services delivery at Waterside and improve the services concerned in the process.

85.10 The Board received the IT Services Update, thanking the Head of IT Services and his team on their work and requesting a timetable of regular IT updates for future Board meetings and confirming the need for close attention from both PAC and Audit Committee.

Action: Chair, Clerk and Head of IT Services.

Mr Rob Palfreman (Head of IT Services) left the meeting and Mr Bob Griggs (Waterside Project Director) joined the meeting.

86/15 Strategic Plan to 2020 and Balanced Scorecard

86.1 The Vice Chancellor presented Paper E, comprising the new Strategic Plan and its confidential appendix with balanced score card metrics. He informed members that aside from some minor changes to the layout and some typographical amendments, the Strategic Plan Transforming Lives, Inspiring Change plan was presented for approval. He explained that the Plan was built on the work in Raising the Bar and provided continuation of that strategic approach giving a 10 year programme. It was in an understandable format with which 97% of staff had identified and the continuity between the Plans was also conveyed in the graphics. Staff and Governor feedback had been incorporated in the update from the previous draft. He highlighted the challenges identified were shown in the introduction on page 6 and were used as a way to foreground risks being faced, which would then be mitigated in the strategic responses to them as shown. This allowed for the inclusion of the ideas previously presented in the two positive and negative scenarios. He explained that the Plan was aiming for clarity and to reduce the complexity so that it was understandable by a wide audience.

86.2 The integration of the strategy through the Critical Success Factors was demonstrated on pages 7 and 8, with the colour coding used to link each response to the balanced scorecard in appendix 1. He explained that the figures were to be removed from the balanced scorecard to obviate the commercial sensitivity of the appendix and allow its content to be integrated in the Plan for publication. He noted that feedback from the Governors Away day had been included in terms of orienting the locally based activity around the global impact of the University and preventing the risk of seeming parochial.

86.3 Members requested that abbreviations such as REF be given in full to ensure the wider audience could understand the document. Members queried whether the term "winners and losers" was appropriate and

understandable. The topic was discussed and the messages it sought to convey were deemed legitimate given the context of the HE and Global environments of competitive activity. In the future political climates it was judged that some HEIs would be allowed to fail. The involvement of the Board in the ownership of the business operational plan was also raised. The value of the inclusion PAC alongside the reference to the Audit Committee on page 10 was suggested. Members were supportive of the consistent clear messaging and brand image between the previous and proposed Plan and the explicit place of the values at the heart of the University's image and its Changemaker commitments. In light of the conversation about University branding prior to the Board meeting, this was helpfully anchored.

86.4 A member queried how understandable the Plan would be to the wider audiences and how it might be received. It did not seem to show how it would be enabled and how it would be delivered. The Vice Chancellor explained that the document had received wide circulation and had had input from staff and students and it had been discussed at the Senate, with opportunity previously for departmental level discussions with Deans and their teams ensure an input from academic staff. The business operational plan would give greater clarity on how staff would contribute to the delivery but the Board acknowledged that there had been more opportunity to shape the development of the emerging Strategic Plan than its predecessor. The Vice Chancellor informed the Board that a short video representing the message of the plan was being created and would be used to support to launch of the plan to staff and students.

86.5 The metrics of the balanced scorecard were discussed, noting the gradual filtering processed that had been undertaken, with members requesting inclusion of a clearer metric on staff engagement to be included. It was explained that this was felt to be encompassed within the metric on Intellectual Capital on "% staff achieving SMART objectives agreed through the PDR process". It was suggested that further

discussion should take place to resolve the concerns recognising that there were also other Board discussions when more detailed metrics would be considered as part of the "regular deep dive activity" such as occurred in M84/15 above.

86.6 In light of the focus on the concept of Changemaker, a member queried the plans for the leadership and overview of the AshokaU relationship as it was understood Sue Allen would be leaving the University in the autumn. The Vice Chancellor confirmed the University's intention to seek renewal of the membership of AshokaU and that the business operational plan would include detail on how the Changemaker work would be progressed.

86.7 The Board voted and resolved to endorse the current work in progress on the Strategic Plan and to authorise Chair's Action to approve the final version of the Strategic Plan on the basis of the refinements to the revised wording, typographical and layout amendments, including the integration of the 2 side appendix with the strictly confidential items on the final balance scorecard removed.

M87/15 Update on Waterside Project - April

87.1 The Waterside Project Director presented Paper F1, comprising the April Update on the Waterside Project. The Project Director explained that there had been slight changes to the plans for residences and the footbridge which were in discussion with the Borough Council planners. He reported that substation work by WPD was complete and it was now operational and that the first and second phases of remediation were now virtually complete.

Clerk's Note: Further discussion of the item is held in Reserved Minutes 87.2 to 87.4 given the commercial confidentiality of the material.

87.5 The Board voted and resolved to confirm the appointment of Volkerfitzpatrick as the recommended contractor for the Infrastructure works at the price indicated in the tender.

Action: Chief Operating Officer, Waterside Project Director.

M88/15 PAC minutes April

88.1 The Chair of PAC presented Paper F2, comprising the minutes of the PAC for the 21 April 2015 meeting. Following the detailed discussion relating to matters recorded in M87 /15, there was no further action to report.

88.2 The Board received PAC Minutes of 21 April 2015.

Action: Chair of PAC

Mr Robert Griggs (Waterside Project Director) left the meeting.

M89/15 Period 8 Management Accounts 2014/15

89.1 The Director of Finance presented Paper G, comprising the Period 8 Management Accounts 2014/15. He highlighted that the University remained on track to achieve the planned surplus for the year. In response to a query he explained the differential profiling of HEFCE income.

Clerk's Note: Further discussion of the item is held in Reserved Minutes 89.2 to 89.4 given the commercial confidentiality of the material.

89.5 The Board of Governors resolved to approve Period 8 Management Accounts

Action: Director of Finance

M90/15 Key Performance Indicators

90.1 The Chief Operating Officer presented Paper H, comprising the Key Performance Indicators, noting that there were no significant changes

since the last meeting; two Schools were providing almost all the international student recruitment and research and enterprise income remained limited. He noted that professional services departments were securing more bid funding than academic Schools.

90.2 The Board received the Key Performance Indicators.

Action: Chief Operating Officer

M91/15 Maternity Leave Policy

91.1 The Director of Human Resources presented Paper I, comprising the Maternity Leave Policy and its appendix. She explained that the policy was part of a suite of family friendly policies that were being updated. The policy incorporated legislative changes, had been through the normal Trade Union consultations and was to go to the next JCNC meeting in May 2015. The legislative changes provided a timely opportunity to also strengthen the guidance for staff. The significant change to the policy was to increase the time required to have been worked from 13 to 26 weeks before a staff member was eligible to receive sickness benefits. Members were informed that this was in line with the sector norm.

91.2 The Board resolved to approve the Maternity Leave Policy and authorise the Chair to take action to approve a final version were there to be minor changes proposed through JCNC.

Action: Chair and Director of Human Resources.

M92/15 Flexible Working Policy and Procedure

92.1 The Director of Human Resources presented Paper J, comprising the Flexible Working Policy and Procedure. She explained that the policy incorporated legislative changes, had been through the normal Trade Unions consultations and had been confirmed by a previous JCNC meeting. The policy and procedure was now in the standard format and easier for users to access. A change to the policy was the inclusion of material on the recording of conversations; a policy approved at the March 2015 Board.

92.2 The Board resolved to approve the Flexible Working Policy and Procedure

Action: Director of Human Resources.

M93/15 Board of Governors Calendar 2015-16 and Work Plan 2015

93.1 The Clerk presented Paper K, comprising the Board's work plan for its major business for 2015 and the final calendar of date for the 2015-16 period. In light of M85/15 on the Information Technology and Digital Transformation agenda it was suggested a further review of progress be scheduled for the Board.

93.2 The Board resolved to approve the Calendar and Work plan with the addition of a progress report on IT in September.

Action: Chair and Clerk

Clerk's Note: Following the meeting a further adjustment was made to the date of the Autumn Audit Committee meeting, now scheduled for Monday 9 November 2015.

M94/15 Minutes of Senate

94.1 The Vice Chancellor presented Paper L, comprising the minutes of the Senate meeting on 18 March 2015. He noted the Senate endorsement of the draft Strategic Plan.

94.2 The Board received the minutes of the Senate meeting of 18 March 2015.

Action: Vice Chancellor.

M95/15 Report on Governor Meetings with Staff

95.1 The Clerk tabled Paper M, comprising the draft summary report of the meeting of Governors and Staff. She explained that the bullet points captured the questions and points raised, over the three meetings to

date, that groups of Governors had had with staff, as part of the University's communications activity with respect to the Waterside project. Members commented positively on the quality of the discussions, with thoughtful and frequently positive contributions having taken place. Governors present had found especially valuable the opportunity to understand better the areas of staff concern and considered that staff had also appreciated the conversation. The draft was confirmed as a fair record and declared an open paper.

95.2 There was a general view that such interactions should continue with a schedule to tie in them into milestone events in the Waterside project. The opportunity for similar contact with students was being sought. The importance of the correct channels of communication with students was reinforced alongside the involvement of the Students' Union for directing student queries.

95.3 The Board received the Report on Governor Meetings with Staff and resolved to schedule further meetings with governors and students through the Students' Union and linked to milestone events on the Waterside development.

Action: Chair, Clerk and President of the Students' Union.

M96/15 Update on Calendar and Board of Governors Activity

96.1 The Chair of the Board presented Paper N, comprising a calendar and listing of events. A Staff Governor invited two to three Governors to attend the Research Poster Exhibition and Competition on the 13 May 2015 and to be part of the judging panel; with interest to be expressed via the Clerk's Office.

96.2 The Board received the updated Calendar and noted the Research Poster exhibition and competition on 13 May 2015.

Action: Clerk

Clerk's Note: The Chair and the Deputy Chair planned to attend the Research event.

Ms Helen Flach and Mr Nick Pitts-Tucker left the meeting

M97/15 Any Other Business - Vice Chancellor and COO

97.1 The Vice Chancellor presented Paper O, comprising the Vice Chancellor and Chief Operating Officers' Report April 2015. He reported that in the first published league table of the year, the Complete University Guide, the University had fallen 10 places. He explained that his team was already closely analysing the results to understand the changes, clarify why the drop had occurred and set in train appropriate actions to be taken. He noted that it contained the latest information from the REF. He also explained that there were significant differences as to how league tables were calculated each year. It was often the case that the range was quite flat and a fraction of a percentage could have a significant change in league positioning. He noted the University was rated 12th in the country for student satisfaction.

97.2 The Board received the Vice Chancellor and Chief Operating Officers' Report April 2015.

Action: Vice Chancellor

M98/15 Any Other Business- President of the Students' Union

98.1 The President of the Students' Union presented Paper P, comprising the Students' Union Officer Action Plan and Report and the NUS Returning Officer's Report on the recent election of sabbatical officers in the Students' Union. Members welcomed the report for the President as helpful and informative. In the report from the NUS, the Board noted, the clear mandate for the election of those concerned, although there had been a fall in numbers participating. The President explained that there was ongoing work to continue to encourage participation in student elections.

98.2 The Board received the President of the Students' Union's Report.

Action: President of the Students' Union

M99/15 Any Other Business -Director of Student and Academic Services

The Director of Student and Academic Services informed the Board that she had received confirmation from the strategic partners in Nepal that, despite the tragic events following the earthquake, all of their students and staff were unhurt.

M100/15 Any Other Business -Governors

100.1 A member put forward a proposal that there should be a lead on the Board for the work on Ashoka who would keep the activity under review, update members and act as a form of sponsor. The Chair reminded the Board that the system of linking Governors to areas of work had been actively eliminated as a way of working to improve inclusivity of Board discussions. He suggested the topic would benefit from further discussion given the importance of Ashoka U, to secure both the best way in which members could receive appropriate Ashoka updates but also how its strategic significance could be retained within the sight lines of the Board.

100.2 The Board resolved to discuss the proposal about a Board level identified governor in relation to Ashoka and Ashoka U work, recognising the continued question of linked governors.

Action: Chair and Clerk.

M101/15 Confirmation of Availability of Papers

The following papers were declared confidential to the Board and other key senior staff involved: Full Minutes and Papers A2; D, E, F1 and F2. The Open Minutes and Papers B,C,G,H,I,J,K,L,M as revised, N,O,P and Q were available on request.

M102/15 Date and time of next meeting

The next meeting of the Board would be on 20 May 2015 at 10.15 in the Sunley Management Centre.

Clerk's Note: Prior to the meeting there would be a photography session for those newer governors whose images were not yet on record in preparation for the revised biographical web pages.

M103/15 Report on Remuneration Committee 27 April 2015

103.1 The Chair of Remuneration reported on the meeting of the Remuneration Committee on 27 April 2015. She explained that the meeting had received confirmation that the Vice Chancellor had signed a 5 year contract and that the continuing impact of his Harvard studies was being monitored. There had been confirmation of the senior post holder objectives, and measures in relation to potential bonus payments, with confirmation of the inclusion of advancement achievements in future year's objectives for the Vice Chancellor. There was further discussion of their individual contracts for senior post holders and some further adjustment was planned, recognising the next use would be for an incoming Clerk to the Board. The Committee had given initial consideration to the intended retirement of the Clerk see M 102.3/15 below.

103.2 There was discussion on the benchmarking of the salaries for the Vice Chancellor and the Chief Operating Officer given 2015 was the three year review point. A check on the remuneration of other Chief Executives of major local public sector organisations eg in local government and NHS etc was being undertaken, the Committee having had an initial scrutiny of the comparative data from the higher education sector. The Committee also considered both the relevant sections of the CUC HE Code of Governance and also the first CUC Illustrative Practice note which offered guidance with respect to the operation of Remuneration Committees. This included a proposal that the operation of the Remuneration Committee be subject to regular scrutiny through the Audit Committee. The University appeared largely in line with sector practices and the Clerk had been asked to develop material in a few areas for further consideration in July.

103.2 The Board resolved to support a review of the Committee's work in light of CUC Code and practice materials and request Audit Committee consideration of the Remuneration Committee's work as appropriate within its timetable of audit work.

Action: Chair of Remuneration Committee, Chair of Audit Committee and Clerk.

103.3 The Chair of the Board presented Paper Q and its appendixes, alerting the Board to the resignation to take retirement from full time work, of the Clerk to the Board of Governors, Miss Alice Hynes. He stated that it was a source of regret to the Board that she had come to this decision, which he understood was for domestic reasons concerning the health of her partner. He had recognised this was the right decision for her and considered she would receive full Board support. He considered it important however for smooth transition, that there should be a swift recruitment process, noting that it was the expectation that a search committee was required. It was suggested that a candidate, sought from within the higher education sector would be preferable and to that end the Chair was planning to involve the current Clerk in the process and proposed that Prof David Baker be asked to join the Search Committee given his experience and networks. It was proposed that a further governor be identified to support the process and volunteers were requested. The chair also confirmed the intention to remain with Clerk post which was independent of the University Executive team.

103.4 It was also recognised that the role supported the University Court and that the Pro Chancellor should also be invited to be involved with the work of the Search Committee. It was recognised that the Vice Chancellor, senior staff and other governors might be involved at interview stages as per previous practice. The Director of Human Resources alerted the Board to a discrepancy between the spot point salary being proposed and the current job description as reviewed under

HERA mechanisms and suggested a further job evaluation process be undertaken.

103.5 The Board resolved to establish a Search Committee, working as a task and finish mode, to support the recruitment of a Clerk to the Board, following the resignation of the current Clerk Miss Alice Hynes; to comprise the Chair of the Board, the Deputy Chair of the Board (as chair of the Search Committee), Professor David Baker and Mr Mark Mulcahey together with Mr David Laing in his role of Pro Chancellor and member of the Court.

Action: Chair, Deputy Chair, Pro Chancellor, Professor David Baker, Mr Mark Mulcahey and Clerk.

103.6 The Board also requested the support for the process of the Director of Human Resources and her staff, including the HERA review of the job description.

Action: Director of Human Resources and Clerk.