

Board of Governors

Chair's minutes of the meeting held on 25 February 2015

Present:

Mr Andrew Scarborough (Chair)

Mrs Jill Ainscough

Prof David Baker

Mr Richard Horsley

Ms Helen Flach

Mrs Margaret Gardner

Dr Ron Mendel

Mr Martin Pettifor

Prof Nick Petford

Mr Nick Pitts-Tucker

Mr Nick Robertson

Mr David Watson

Apologies:

Mr Victor Agboola, Mr Mark Mulcahey and Mrs Sylvia Hughes

In attendance:

Mr Nick Allen (Executive Officer) for items minuted as M35/15 and M36/15, Mrs Jane Bunce (Director of Student and Academic Services), Mr Robert Griggs (Waterside Project Director) for items minuted as M26/15 to M32/15, Mr Mark Hall (Director of Finance), Miss Alice Hynes (Clerk), Mrs Kathryn Kendon (Deputy Director of Student and Academic Services) for items minuted as M35/15, (Mr Terry Neville (Chief Operating Officer), Mr Damian Pickard (Deputy Director of Finance) for items minuted as M36/15 to , Mr David Prynn (Assistant Clerk).

Colleagues from the architectural team on the Waterside project were present for pre-meeting questions and for items minuted as M26/15 to M30/15, namely Mrs Stephanie Boak (Executive Assistant to Chief Operating Officer), Mr Murdoch Cameron (Moses Cameron Williams), Mr Colin Moses (Moses Cameron Williams), Ms Helen Groves (Atkins), Mr Philip Watson (Atkins).

M26/15 Welcome and Apologies

26.1 The Chair welcomed Murdoch Cameron (Moses Cameron Williams), Helen Groves (Atkins), Colin Moses (Moses Cameron Williams) and Philip Watson (Atkins) to the meeting. He noted the absence of Mrs Sylvia Hughes and Mr Victor Agboola who were attending the ASHOKA U conference in the USA.

26.2 Members were informed of the death of student Mr Robbie Warner who had passed away on campus in his hall of residence. It was reported that the Police were not treating the death as suspicious and the cause of death had not yet been identified. Condolences had been sent and support arrangement put in place.

M27/15 Declarations of Interest

27.1 Standard Declarations of interest were noted as follows for members: Mr Andrew Scarborough, as Borough Councillor Wellingborough and Chair of Rowan Gate Primary School (Special Education); 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.

27.2 Mr Andrew Scarborough also declared an interest, in relation to health commissioning and the new CIC (see minute 34.5 below), as he received remuneration for conducting Mental Health Act hearings from Northamptonshire healthcare NHS Foundation Trust.

M28/15 Minutes and reserved minutes of the meeting held on 21 January 2015

28.1 Papers A and AR, comprising the Minutes and Reserved Minutes of the meeting held on 21 January 2015. The Clerk noted that upon approval open minutes would be published on the web at the earliest opportunity, noting the change of balance between items held as open and as reserved minutes. She informed members that previous minutes for 2014 had been reviewed for redaction as appropriate given commercially sensitive information.

28.2 The Board resolved to approve the minutes and reserved minutes as a true record of the meeting held on 21 January 2015.

Action: Clerk

M29/15 Matters Arising

29.1 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.

29.2 On M240/14, it was noted that invitations to Audit Workshop 4 March had been circulated; with a change of focus from an IT/HR focus to give detailed attention to student recruitment and associated risk management.

29.3 On M279.3/14, the Chair noted the absence of the President of the Student Union and explained that students in the St John's Halls of Residence had expressed concerns they were not receiving free transport between their Halls and campuses in the way available to students housed on Park and Avenue campuses. The Chief Operating Officer explained that he had discussed the matter with the President and that

the rationale was fairness to students housed elsewhere in the town and that the cost of making all buses free (as against the £1 subsidised fare) was prohibitive. The St John's Halls were a few minutes walk from the stop from which the University free buses operated, and that students were aware of the location of St John's Halls, with the advantage of their being in the town centre, when they accepted their tenancy agreements. Members supported the current travel arrangements and considered they were adequate given the close proximity of the subsidised bus stop.

29.4 On M4.4/15, the Board resolved to confirm the appointment of Martin Pettifor as Chair of the Project Assurance Committee (PAC) from 1 March and of Jill Ainscough as a governor member PAC.

Action: Clerk

29.5 On M4.7/15, Update on Senior Staffing, the Vice Chancellor presented Paper B1, comprising the summary of plans for two new senior staff posts highlighted at the Awayday. He explained that the job description was being finalised for the post of Director of Corporate Affairs with a view to advertising in the near future and he welcomed involvement from the Board in the interview process. The new Director role working at strategic level would focus on brand, PR and internal/external communications and seek to improve University engagement further explained that the Director post would be a main support for the advancement work of the University, liaising with champions from other academic areas of the University.

29.6 The Vice Chancellor also confirmed the importance of the new Head of Student Recruitment, as it would draw into one accountable role the different teams associated with recruitment of students, recognising the keen market forces now applying in both the UK as well as the international environments. Members queried the distinction between strategic marketing and the delivery of course level marketing and recruitment, seeking clarification over the positioning of the Head of Student Recruitment reporting to the Director of Human Resources who

was also retaining a marketing oversight. They expressed concern that the proposed arrangements would create overlapping responsibilities and expertise. The Executive stressed that there were two different zones of marketing activity one student focussed and one more on stakeholders, and acknowledged the value of resolving any perceived lack of clarity from the start.

29.7 Members queried whether the suggested inclusion of change management responsibilities in the new Director role would work, considering the scale of activity and expertise required, and suggested this should be removed from the remit of the role. The Vice Chancellor informed members that fundamentally change management was the responsibility of all of the management team and that the post would improve communications and support the detailed and complex work that was already in progress.

29.8 The Board received the update on senior staffing and resolved ask the Vice Chancellor to circulate the job descriptions and recruitment information and to include at least one governor on the interview panel for the Director level post, noting that the Director of Corporate Affairs would have the change management specific material removed.

Action: Vice Chancellor and Clerk.

29.9 The Board resolved to request that further consideration take place about the best way to support effective culture change required to implement the Strategic Plan and the Waterside project expectations.

Action: Vice Chancellor and Chair.

29.10 On M4.20/15, The Chair presented Paper B2 comprising summary notes from the meeting on 16 February between some members of the Board of Governors and representatives of the UCU Executive Committee. He informed Governors that there had been no direct criticism during the meeting of the individuals named in the letter received in December 2014 and that there had been recognition that internal communications had

improved somewhat since the summer, however further progress was sought. The Board members also supported greater internal transparency. The Board was informed that members of the UCU had been pleased with the structured format of the discussions and the visibility of the Governors thanking the Chair for organising the earlier meeting.

29.11 It was proposed that there would be further engagement opportunities for the Board with staff and students during the year alongside the communications events being set up in March/ April by Mr Hugh Davenport for 20-25 people with 3 or 4 Governors.

29.12 The Board received the summary report and noted further dates to be confirmed for meetings in March and April and over the remainder of the year.

Action: Chair, Clerk and all Governors.

29.13 On M15.6/15, Byelaws and proposed Amendments to Committee Handbook, the Clerk presented Paper B3, comprising the proposed revision further to revised extract from the Byelaws and proposed amendments. This followed up the discussion in the January Board on minute availability. She explained the changes related to the faster publication of open minutes, the calculation of quorum for Board and Committees, the circulation of Board papers and the confidentiality of papers. Members requested the Handbook be further amended to reflect approval of committee chairs for the circulation of committee papers.

29.14 The Board voted and resolved unanimously to approve the amendments to the Byelaws and the Committee Handbook including further addition to clarify that authorisation of Committee minute release would be by the respective Committee Chair.

Action: Clerk.

M30/15 Waterside - Architecture and Design

30.1 The Chief Operating Officer tabled Paper C1 from the Architects, comprising materials on the most recent detailed designs. Key images

had also been displayed for governors to look at prior to the meeting and were subsequently circulated as C1a. Members were informed there were few changes to the designs presented in October 2014, and those included a reworking of space for a main equipment room, further work with the Student's Union on the designs for the "Engine Shed" and work to maximise the efficient use of space in the creative hub.

30.2 A memorial garden was being set up on the river island which the University also owned. Trees planted to commemorate staff of the University on existing campuses would be moved to this dedicated quiet space or replaced there. Members queried the plans for the key examples of artwork on the existing campuses and it was confirmed that the transfer of artwork had been discussed in detail with relevant benefactors and trustees of those who had donated the pieces. It was explained that the right location of the different pieces at Waterside site had been carefully considered and the artists had also been consulted with support given from a reconstituted Sculpture Committee. It was also noted that the relocation of the orchids on the Waterside site had taken place.

30.3 It was explained that the sports hub was a multi-use space with moveable tiered seating being able to provide 350 seats, 220 examination spaces and the mezzanine area used for catering and hospitality. This would be used for one off events and large meetings with students at enrolment and induction. The suites on the upper levels would hold smaller classes and well as areas of the open studio space on the ground floor.

30.4 Members sought clarification on the use of work space in the Learning Hub, noting the plan was for no personal office space. The open plan areas for staff were on 2nd and 3rd floors; with workspace was likely to be configured around tasks or subjects in light of comment from the working group. There were meeting rooms alongside the open plan areas. The ground floor was the largest open and mixed use area and therefore workspace was modelled outside of this area to eliminate noise. On the 4th floor work space was functional and adjacent to the cafe facilities.

Members were reminded that the ground floor of the research hub was a designated quiet area for postgraduate use which could also be used for staff workspace.

30.5 In response to a question about wifi facilities and server backup, it was confirmed that Waterside would have wifi access throughout all buildings and in as much outside space as was possible. Hardwired internet connections were also included in the designs alongside power connections at outdoor locations designed for mixed use and "pop-up" spaces. It was noted that the majority of the server space was currently offsite and would remain so on completion of the move to Waterside. However there was now further provision in a main equipment room on the upper floor of the Learning Hub where server and data management hardware would operate.

30.6 The Director of Student and Academic Services updated members on a day of discussions with architects and department heads about the space requirements for specialist equipment from the arts, sciences, fashion, music and the performing arts. Members were informed that a similar exercise had taken place with Mr Stuart Allen and relevant staff regarding the laboratory requirements. Both events had been valuable in working through the designs to accommodate the specific needs.

30.7 The Board voted and resolved unanimously to approve the RIBA stage 3 Plans and thanked the Architectural team for the considerable progress made.

Action: Chief Operating Officer and Waterside Project Manager

Mr Murdoch Cameron (Moses Cameron Williams), Mr Colin Moses (Moses Cameron Williams), Ms Helen Groves (Atkins), Mr Philip Watson (Atkins) left the meeting.

M31/15 Update on Waterside Project February

31.1 The Waterside Project Director presented Paper C2 and its appendices, comprising the update on Waterside project for February. He

confirmed that the academic building designs presented for planning permission had been approved on 17 February 2015. Positive discussions with commercial users of Avenue Campus Portfolio Centre had taken place and they had appreciated being given the length of notice for vacation of the property, as well as the possibility of transfer, for some, to the University Innovation Centre by the railway station. It was noted that public consultation for outline planning permission on the Avenue site was scheduled for the 16 March 2014.

Clerk's Note: Further discussion of the item is held in Reserved Minutes 31.2 to 31.6 given the commercial confidentiality of the material.

31.7 The Board resolved to approve the Waterside update for February and to authorise Chair's action for the signing of the pre-construction service agreement for the Infrastructure works on recommendation following final negotiation; thanking the Project Team for their continued detailed work.

Action: Chair, Chair of PAC, Waterside Project Director and Clerk

M32/15 PAC minutes October

32.1 The incoming Chair of PAC presented Paper C3, comprising the minutes of the PAC for the 17 February 2015 meeting. He noted the new governor member Mrs Jill Ainscough and that work was ongoing to appoint an external member.

32.2 The Board received PAC Minutes of 17 February 2015 and noted the appointments and ongoing membership issue.

Action: Chair of PAC, Chair of Nominations Committee and Clerk

Mr Robert Griggs (Waterside Project Director) and Mrs Stephanie Boak (Executive Assistant to Chief Operating Officer) left the meeting.

M33/15 Strategic Plan and Balanced Scorecard metrics

33.1 The Vice Chancellor presented Paper D, comprising the updated Strategic Plan as Appendix 1 and balanced scorecard metrics for consideration in Appendices 2-5. He explained that the Strategic Plan was in second draft for comment and included outcomes of the discussions and feedback from the January Away day. Members were invited to give views and were especially asked for guidance on the metrics to be reported in the document.

Clerk's Note: Further discussion of the draft Strategic Plan material is held in Reserved Minute 33.2 given the commercial confidentiality of the material.

33.3 The Vice Chancellor explained the balanced scorecard metrics, indicating that 60 plus measures across the four critical success factors had been identified through discussions with the Executive and Senior Management Staff team. Views on range and focus of these metrics from members were requested, noting some were in frequent flux but others such as the NSS gave an annual snapshot. Members expressed a preference for a much smaller set of significant metrics to be reported on regularly to the Board, with those that were clearly linked to the student experience having regular attention by the Board and as prominent features in the Strategic Plan. It was also confirmed that the Executive would be using the wider range of metrics in any case and they would be considered on a cyclical basis as a deep dive scrutiny of the different CSFs came to the Board.

33.4 The Chair requested volunteers for a small working group to work with the Executive team to reduce the measures presented to a smaller number that would go into the Strategic Plan and act as an indication of Universities priorities.

33.5 The Board of Governors received the second draft Strategic Plan and

supported the progress made but requested a reorientation of the positive and negative scenario section, and The Board resolved to form a small group of Mrs Margaret Gardner, Dr Ron Mendel and Prof David Baker to support the Executive to establish a final set of key metrics.

Action: Vice Chancellor, Governors and Clerk.

Mr Damian Pickard (Deputy Director of Finance) joined the meeting.

M34/15 University Subsidiaries

34.1 The Deputy Director of Finance presented Paper E, comprising an update on performance of University Subsidiaries. He explained the Paper was presented as a follow up to the annual report on Subsidiaries discussed at the November 2014 Board meeting. The current position was shown.

Clerk's Note: Further discussion of the subsidiaries performance is held in Reserved Minutes 34.2 and 34.3 given the commercial confidentiality of the material.

34.4 Members noted the guidance from the new CUC HE code detailing the responsibilities of governors in the management of subsidiaries. Members asked about the underlying strategy that the University had for its subsidiary activity. It was explained that the University had developed its subsidiaries and joint ventures, with a growing social impact focus since 2011, linked to HEIF funding and there were differing aims and ambitions across the set. The potential for subsidiaries to support the work of the University and provide opportunities for student and social enterprise was endorsed by members who requested mapping of each subsidiary against the strategic objectives of the University and with reference to the charitable position. Members noted the opportunity to refine this further with the new Strategic Plan.

34.5 Members sought clarification on the appointment of a company secretary for the subsidiaries. It was explained that a job description had been drawn up and that the grading of the post was currently being reviewed by the Human Resources department based upon its HERA evaluation. The current representation of senior staff members as company directors was discussed with members expressing concern that the level of time required in addition to their current duties could increase.

34.6 The plans for the new CIC, the Northampton Health and Wellbeing, were explained. Members sought clarification on the impact upon other voluntary organisations. It was explained that the CIC would be acting as an umbrella organisation that would bring together non GP funding and have its own powers to employ its own staff.

34.7 Members queried if there was further guidance on the implications of the new HMRC financial rules with respect to using gift aid to transfer subsidiary profits to Universities. It was explained that no further update had been received but advice was being sought through auditors.

34.8 The Board received the update on Subsidiaries, thanked the Director of Finance and his team for the analysis, and requested a mapping to the Strategic Plan and an associated clearer statement of the position on subsidiaries.

Action: Director of Finance and Deputy Director of Finance.

34.9 The Board endorsed the decision to set up Northampton Health and Wellbeing CIC.

Action: Director of Finance and Deputy Director of Finance.

Mr Nick Allen (Executive Officer OVC) and Mrs Kathryn Kendon (Deputy Director of Student and Academic Services) joined the meeting.

M35/15 Student Recruitment

35.1 The Deputy Director of Student and Academic Services presented Paper F, comprising the update on student recruitment and it was also noted that the risk workshop provided an opportunity for further deep dive activity on this topic.

Clerk's Note: Further discussion of the recruitment position is held in Reserved Minutes 35.2 to 35.4 given the commercial confidentiality of the material.

35.5 The Board of Governors approved the update on student recruitment, thanking the team for their work in this challenging area and noting the deep dive into the topic of UK student recruitment and retention at the Audit Workshop on 4 March 2015.

35.6 The Board resolved to request an update on plans for Clearing when they were established.

Action: Director of Student and Academic Services and Clerk

Mrs Kathryn Kendon (Deputy Director of Student and Academic Services) left the meeting.

M36/15 Key Performance Indicators

36.1 The Chief Operating Officer presented Paper G, comprising the 2014-15 Key Performance Indicators summary.

Clerk's Note: Further discussion of the Performance Indicators is held in Reserved Minutes 36.2 and 36.3 given the commercial confidentiality of the material.

36.4 The Board of Governors received the update on Key Performance Indicators, thanking the Executive Officer for his contribution and noting that an update on internationalisation was planned for the May

Board meeting.

Action: Chief Operating Officer and Clerk.

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

M37/15 Period 6 Management Accounts 2014/15

37.1 The Director of Finance presented Paper H, comprising the Period 6 management accounts 2014/15. He highlighted that the University remained on track for the planned surplus for the year. Members appreciated the detailed commentary on School performance accompanying the accounts and noted the additional evidence this provided that effective financial management processes were in place.

Clerk's Note: Further discussion of the Management Accounts is held in Reserved Minute 37.2 given the commercial confidentiality of the material.

37.3 The Board of Governors resolved to approve Period 6 Management Accounts.

Action: Director of Finance

M38/15 Draft Budget Issues 2014/15

38.1 The Director of Finance presented Paper I, comprising plans for the Draft Budget 2015/16 indicating the approach being taken to the Budget preparation, for Board comment and support.

Clerk's Note: Further discussion of the budget preparation is held in Reserved Minutes 38.2 and 38.3 given the commercial confidentiality of the material.

38.4 The Board endorsed the approach to the preparation for the 2015-16 Budget.

Action: Director of Finance

M39/15 Redeployment Policy

39.1 The Chair presented Paper J1 comprising Redeployment Policy approved under Chair's action.

39.2 The Board received the updated Redeployment Policy approved under Chair's action.

Action: Clerk.

M40/15 Redundancy Policy

40.1 The Chair presented Paper J2, comprising Redundancy Policy approved under Chair's action.

40.2 The Board received the updated Redundancy Policy approved under Chair's action.

Action: Clerk.

M41/15 Treasury Management Policy and supervisory arrangements

41.1 The Deputy Director of Finance presented Paper J3, comprising proposals for a change to the Treasury Management Policy and its implementation, further to discussion at a small group meeting. The Paper also contained a suggestion for future monitoring and supervision via a new Treasury Committee, with proposed terms of reference.

Clerk's Note: Further discussion of the Treasury Policy is held in Reserved Minutes 41.2 and 41.3 given the commercial confidentiality of the material.

41.4 The Board voted and resolved to approve

- a) the amendment to the University Treasury Policy to place the threshold at
- b) the proposed implementation strategy in respect of the University surplus cash balances and
- c) the creation of a Treasury Committee of the Board, final terms of

reference authorised for approval via Chair's Action.

Action: Deputy Director of Finance and Clerk.

Mr Damian Pickard (Deputy Director of Finance) left the meeting.

M42/15 CUC Higher Education Code of Governance

42.1 The Clerk presented Paper K, comprising the CUC Higher Education Code of Governance. She explained that the University in her analysis was compliant or on track for compliance in almost all areas, however under the convention of "comply" or "explain" the University was choosing not to adopt the approach proposed on multiple sub strategies having a single underpinning Implementation plan below its Strategic Plan, this material also being considered by the Board. It was also highlighted that there was further work required on equality and diversity to reach the expectations of the Code. In many other cases the recommendations raised under the KPMG report on Corporate Governance and the recent Effectiveness Review meant action to achieve compliance was already underway.

42.2 A query was raised on 1.2 of appendix 3 where it stated that the Board undertakes the final approval of policies and procedures. The role of the JCNC was highlighted as being the place where policies were discussed with the Trade Unions and that agreed with the senior management team. It was explained that the Board, under the Articles, the Board was the decision-making body on policies; custom and practice was that such authorisation would occur after the conclusion of the JCNC discussions.

42.3 The Board of Governors voted and resolved

- a) to adopt the CUC Higher Education Code of Governance and
- b) to adopt a revised Statement of Primary Responsibilities and
- c) to authorise the Chair, the SIM and the Chairs of the various Committees to work on the detailed adjustments to policy and practise as deemed necessary.

Action: Chair, Deputy Chair, SIM, Committee Chairs and Clerk

M43/15 Board Meetings Draft Calendar

43.1 The Clerk presented paper L, comprising the draft calendar of 2015/16 meetings. She highlighted that queries had been received previously about changing the date of the week that the Board met. Members found in discussion there were various competing demand on other days, and plans had already been made around the Wednesday time slot. There was also no appetite to change the morning meeting.

43.2 The Board received the Board Meetings Draft Calendar and that no radical readjustment was required.

Action: Chair and Clerk.

M44/15 Meetings of the Court 2015 including Spring Court

44.1 The Clerk presented Paper M, comprising the Meetings of the Court 2015 including the programme for the Spring Court, which would focus on Research.

44.2 The Board received the Meetings of the Court 2015 and endorsed the Spring Court programme.

Action: Pro Chancellor, Chair and Clerk.

M45/15 Minutes of Senate

45.1 The Vice Chancellor presented Paper N, comprising the Minutes of the Senate meeting on 11 February 2015.

45.2 The Board received the Minutes of the Senate meeting of 11 February 2015.

Action: Vice Chancellor.

M46/15 Update on Calendar and Board of Governors Activity

46.1 The Chair of the Board presented Paper O, comprising a calendar and listing of events.

46.2 The Board received the updated Calendar.

Action: Clerk.

M47/115 Any Other Business - Vice Chancellor

The Vice Chancellor spoke of the continued programme of events celebrating the 10th anniversary of gaining University status and the 750th anniversary of the closure of the first University of Northampton. He explained that he wished to make the summer meeting of the Court one of the key events in the planned celebrations. Themes celebrating the University and higher education in the County would be incorporated in the programme.

M48/15 Confirmation of Availability of Papers

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

- Reserved Minutes and Papers AR, AR2; B1, C2, D1, D2, D3, H, I1, I2, I4 and M.
- The Minutes and other Papers A,B,E,F,G,I3,J,K,L,N,O,P and Q were available on request

Mr Mark Hall, Or Ron Mendel, Mr Terry Neville, Prof Nick Petford, Mr David Prynn and Mr David Watson left the meeting

M49/15 Report on Remuneration Committee January 2015

49.1 The Chair reported on behalf of the Chair of the Remuneration Committee who was attending the ASHOKA U Conference. He explained that the meeting had received a report from the Vice Chancellor on his Harvard studies, an update on national pay negotiations and there had been further comment on the objectives for the Vice Chancellor and the Chief Operating Officer. He reported that as Chair he was undertaking mid-year review for the three senior post holders. There had been further consideration of the University bonus scheme with report on the different views of those affected by it.

Members supported that further work to clarify the reward/ incentive aspects and the connection to the revised Strategic Plan and new KPIs would be important.

49.2 The Chair also reported that a final revised contract had been prepared for the Vice Chancellor and that updated contracts were also being provided to the Chief Operating Officer and the Clerk. The Chair considered that contractual detail had been clarified and that there was progress on a number of fronts which gave him confidence in securing the Vice Chancellor for the next 5 year period. Members supported that position while continuing to emphasise the concerns about the leadership and implementation of the changes required within the University and the need to ensure a senior team with sufficient capacity and expertise to responses to the challenges ahead.

49.3 The Board voted and resolved unanimously to authorise the Chair to provide the Vice Chancellor with a further contract of employment based on the satisfactory conclusion to discussions with the Chair.

M50/15 Date and time of next meeting

The next meeting of the Board would be on 25 March 2015 at 10.15 in the Sunley Management Centre.