

## **Board of Governors**

### **Chair's minutes of the meeting held on 26 February 2014**

#### **Present:**

Mr Milan Shah (Chair)  
Miss Haviour Chen  
Mr Richard Davies  
Ms Helen Flach  
Ms Ann Gilbert  
Mrs Sylvia Hughes  
Dr Ron Mendel  
Mr Mark Mulcahey  
Mr Martin Pettifor  
Prof Nick Petford  
Mr Nick Pitts-Tucker Mr Nick Robertson  
Mr Andrew Scarborough

#### **Apologies:**

Mrs Clare Colacicchi and Mr David Watson; and Mrs Jane Bunce.

#### **In attendance:**

Mr Mark Hall (Director of Finance), Mr Stuart Hodgson (Deputy Director of IT) and Mr Rob Howe (Head of Learning Technology) for items minutes as M31, Miss Alice Hynes (Clerk), Mr Terry Neville (Chief Operating Officer) and Mr David Prynn (Assistant Clerk).

### **M27/14 Welcome and Apologies**

The Chair welcomed members and colleagues to the meeting, noting apologies for early departure of Ms Chen and Mr Mulcahey and late arrival due to teaching of Dr Ron Mendel.

### **M28/14 Declarations of Interest**

Standard Declarations of interest were noted for:

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

Dr Ron Mendel, UCU Branch Secretary;

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

Prof Nick Petford, as Board member of Northampton Enterprise Partnership (NEP) and South East Midlands Local Enterprise Partnership (SEMLEP);

Mr Andrew Scarborough, as Borough Councillor Wellingborough;

Mr Milan Shah, as Board member of Northampton Enterprise Partnership (NEP).

### **M29/14 Minutes of the meeting held on 22 January 2014**

The minutes and the reserved minutes of the meeting held on 22 January 2014 (Paper A and AR) were approved as a true record of the meeting.

### **M30/14 Matters Arising**

30.1 Paper B was received, comprising updates on matters arising and noting the Chair's actions and items being considered elsewhere on the agenda.

30.2 On MS.2/14: The Chief Operating Officer informed members that the expected cuts to the widening participation funds were not announced in the BIS grant letter to HEFCE for 2013-14, but it appeared that any

changes were being pushed forward into 2014-15. Aside from previously reported items, there had been therefore no significant change to the University's risk profile. Members were informed that a report would be made to the March Board once the University had received its own grant letter from HEFCE. This would be under embargo until 27 March, the day after the Board met.

#### Advancement Group and Campaign Board ToRs

30.3 On MII.4/14: The Chair presented Paper BI, comprising the terms of reference of the Advancement Group and the Waterside Campaign Board for approval. The Chair highlighted some further proposed changes to paras 4.3 and 7 of the Group. Members discussed implications of 4.3 as currently worded for the formation of further campaigns in fields such as social enterprise. They supported the point that the scope should be widened to cover work beyond Waterside. Discussion continued on the proposal on 7 to remove the constraints it put in place on those eligible to be appointed by the Board as Chair. Members recognised the benefit of flexibility and noted the position of the Group as a committee of the Board, although with close connection to Court but with the governor involvement being significant. In considering the Campaign Board it was recognised that similar to the Search Committee, the Board of Governors would approve specific terms of reference in light of the particular target of the proposed campaign.

M30.4 The Board resolved to approve the terms of reference of

- a) the Advancement Group after changes to para 4.3 to read  
"To oversee the work of the Waterside Campaign Board (and any other Campaign Boards set up by the Board of Governors) and to receive regular updates on such work".  
and to 7 to remove the phrase " ... and is normally an officer of the University or an experienced member of the University Court".  
And
- b) the Waterside Campaign Board, noting future such Boards would be set up in relation to any other future campaigns.

Action: Clerk and Director of Advancement

Mr Stuart Hodgson (Deputy Director of Information Technology) and Mr Rob Howe (Head of Learning Technologies) joined the meeting

### **M31/14 Theme: Information Technology**

Information technology progress review

31.1 The Director of Finance introduced Deputy Director of Information Technology and Head of Learning Technologies to the meeting. He prefaced the discussion by confirming that the Information Strategy continued to be developed under the structure of RTB with significant aspects of forward planning being brought on through the specific work stream within the Waterside project. The Deputy Director of IT presented Paper CI, comprising information technology strategy and developments. He highlighted the changes to personnel within the department and an increase in customer care approach. He further explained that Windows 8 and cloud computing technology had been put into place for students and improvements to remote access for staff and students was under development through the use of an application called Citrix.

31.2 Members sought clarification of improvements for Governors in terms of on line papers and were informed that work would be developed through web solutions. The Chair explained that the Tundra system had been trialled briefly in 2012 but was less user friendly and a Board Books option had also been considered but currently set aside due to cost levels and the expectation a University wide SharePoint deployment. The Deputy Director of IT explained the scope of work which SharePoint could provide in the near future. Members queried the trialling process for new systems and the extent to which new ideas were brought in. The University IT and learning technology staff were specifically tasked to search out and experience systems and practice outside the University to assist with the development of systems. Members asked about the student perception of the services and how their voice was heard. The President of the Student

Union confirmed there had been positive interaction. It was recognised that feedback was sought, although not all requests could be resolved; the personal preference of some students for branded technologies was the most common reason for negative feedback.

31.3 Members discussed the potential opportunities should the Waterside development go ahead noting the IT work stream. There was guidance from the sector, through the Joint Information Systems Committee (JISC) and HEFCE which was used. The Chair also queried the connectivity at present and for Waterside and was given assurance that the University was providing the site with 10 gigabit cabling and it was being connected to SuperJanet in its latest stage of development. This far exceeded the connectivity in the local area.

Web technologies

31.4 An Appendix to Paper CI was tabled providing a summary of the approach to web changes which segmented the current site into Student Portal, Staff Intranet and Public University web space. The Deputy Director of IT also highlighted the use of the SharePoint platform; provision of international availability and complete reduction of down time with a near to 100% service record, confirming its stability as a platform for development. Members were updated on progress to streamline the University web site with over 300 pages having been removed to make access to information much more straightforward. The change would allow better tailoring to the Student Portal and in the creation of an intranet there would be access to better document sharing, instant messaging and web conferencing facilities.

31.5 The Board confirmed their support for the strategic approach taken to information technology and congratulated the team led by Mr Hodgson on their work and the considerable progress made over such a short period.

Action: Director of Finance

Mr Stuart Hodgson (Deputy Director of Information Technology) left the meeting

### Learning technologies

31.6 Mr Rob Howe presented Paper C2, comprising an update on learning technologies. He explained to members the progress on University systems and the impact made on learning delivery. He highlighted recent interest from JISC on the assignment submission/feedback system that had been developed. He explained further the use of CAieRO exercises to improve course content and structure. It was reported that about 40 had been carried out last year and members considered this to be a useful performance measure. It was estimated because the method was becoming a compulsory feature of course review that 80-90 would take place in 2014-2015 and 110-120 by 2015-2016 as it became the norm.

31.7 Progress on setting up arrangements for Board members to observe a CAieRO were checked and further action to secure dates was required so that Governors who wished could be observers in the near future.

Members sought clarification in terms of capacity and resources for 24/7 support and heard that NILE, the University's student learning environment, had 24 hour support through its outsourced provider and that HE provided systems such as NORMAN could be utilised to support other areas out of normal hours. Members recognised that sustained improvement had been made, but sought measures about the impact on students and how outcomes were assessed. Members were informed of research within Midwifery relating the impact of course changes.

31.8 The Board confirmed their support for the strategic and collaborative approach taken to learning technologies and congratulated the team led by Mr Howe on their work; recognising the key connectivity to the creation of the virtual university at Waterside as well as the physical one.

31.9 The Board endorsed the proposal that members take the time to sit in as observers at a CAieRO exercise and agreed that a calendar of events be circulated to members.

Action: Clerk with Director of Student and Academic Services

#### Topic Data and KPIs

31.10 Members sought further information on the sector comparable data to judge the University's performance on its information technology. The good scores in the NSS were highlighted and the benchmarking material available through JISC data was also noted. Information in the Key Information Set was also highlighted as a source for comparable analysis of different learning modes provided for students. It was explained that JISC, previously the Joint Information Systems Committee was a sector owned body which supported IT and learning communications activity. There was considerable benchmark data available and good practice exchanges through the organisation across the sector and it was the support for the major underpinning JANET broad band network. The governors queried the interaction and relationship between the IT infrastructure and the learning technologies, and were informed these were planned to remain linked but under separate directors and that a new Head of IT was currently being recruited. Members also expressed interest in identifying suitable more specific KPIs to measure the University's ICT work and progress to agree outcomes within an overarching university strategy, noting especially the work towards solutions for Waterside. It was also appreciated that this area was the most fast moving.

31.11 The Board sought to receive further data benchmarking the University's work on information technology and the establishment of some clearer KPIs in relation to its outcomes;

Action: Chief Operating Officer, Director of Finance and Clerk

Mr Rob Howe (Head of Learning Technologies) left the meeting

Clerk's note: Following the meeting the Deputy Director IT and the Head of Learning Technologies provided some members with a demonstration of a number of the areas described in the meeting, including a sense of the agile methods required to rebuild the IT infrastructure while ensuring the

business as usual structures were maintained, developing web pages, and the range of services student could receive through NILE and an example of a recently launched SOOC on learning skills.

### **M32/14 Waterside**

Waterside update paper

32.1 The Chief Operating Officer presented Paper D, the Waterside update paper. He highlighted the week spent with BDO who were preparing a report for the HEFCE Board and the submission to Moodys for credit rating.

32.2 The Board resolved to approve the Waterside project update report for February, to support the progress made on site, and to endorse the action taken on expenditure of circa £55K as detailed in para 2.6 of the report.

Action: Chief Operating Officer

Procurement and Appointment of Project Advisors

32.3 Further to minute 192.12, following a tender process, interviews had taken place for project advisors on Technical Project Management and Mechanical and Electrical Engineers. It was noted that Turner Townsend, who had made an unsuccessful bid, would be handing over to Mace in early March.

32.4 The Board voted and resolved unanimously to appoint the following as advisers to the University within its project team, namely

As Technical Project Managers - Mace

As Mechanical and Electrical Engineering advisors - Couch Perry Wilks

Action: Chief Operating Officer

Dr Ron Mendel joined the meeting

Submission to HEFCE in support of borrowing approval



32.5 The Board received Paper D1 and D2, comprising the submission made to HEFCE to support the University's request for approval of its borrowing proposals. In introducing the material, Chief Operating Officer reminded members that Chairs action had been authorised in the previous meeting to submit this material HEFCE. The documents were written to address the specific criteria as requested by HEFCE. In addition a set of 80 or so questions had been raised by HEFCE which the team were responding to specifically; the majority of which were addressed in the submission. Members were informed that following pressure from the Vice Chancellor a visit to Waterside was due to take place the following day by the HEFCE Chair and its new Chief Executive, together with the Head of Infrastructure from the Treasury and a key contact from Lloyds Bank.

32.6 Members congratulated the Chief Operating Officer and the project team on the quality and comprehensiveness of the material produced. They emphasized that the submission to HEFCE was understandably a snapshot in time and for a specific purpose, however it helpfully articulated a number of unresolved questions in the material it highlighted, which should be used to inform further Board discussion and decision-making. A member sought clarification that points being raised by HEFCE had been responded to and the Chief Operating Officer confirmed that the Executive had confidence that all relevant material had been provided.

32.7 The Board endorsed the action by the Chair and the Vice Chancellor and congratulated Professor Petford on gaining the attention of senior HEFCE decision makers.

32.8 The Board congratulated the Chief Operating Officer on the quality and comprehensiveness of the material brought together for the "snapshot" of achievement to date and the arguments presented to HEFCE to give the rationale for the borrowing.

32.9 The Board confirmed that the key issues highlighted through D1/D2 for further clarification and decision concerned: borrowing; residences; architectural design and layout; and ongoing budget.

Action: Chief Operating Officer

Revisions to business plans/previous decisions

32.10 Points were raised about future decisions and the consolidation of material in Papers D1 and D2; the Chief Operating Officer had no further changes to report.

Clerk's Note:

The detailed presentation, questioning and discussion which then followed is held in Reserved Minutes 32.11 to 32.18, given the commercial confidentiality of the material including consideration of items minuted as 32.19 to 32.24 below.

Budgets and Forecasts

32.19 The Director of Finance presented the Waterside section on page 4 of Paper F, the period 6 management accounts showing project expenditure and forecast against budget. Members were informed that spending was in-line with budgets and that regular updates would continue through the monthly reports.

32.20 The Board confirmed satisfaction with forecast position.

Action: Director of Finance

PAC Minutes

32.21 The Chair of PAC presented paper D3, comprising PAC minutes from the 18 February meeting. He highlighted the PAC consideration of flood risk in the context of recent extreme wet weather in early 2014 nationally, noting that no impact on the site had occurred. The previous defence work appeared to be functioning and, seeing some photographs from Estates staff of the Nene in full spate, the Board could take some comfort from this recent natural testing that had taken place. He also spoke of an initial sight by PAC of further material from the architects. Recognising the broader interest and responsibilities of the Board, there would need to be an opportunity for the Board as whole to see and take

decision on the design material from the team of Architects. The Clerk would liaise with the Chief Operating Officer on timings and they would set up a dedicated Board session around this topic as soon as suitable material was available.

32.22 Members noted that PAC had had initial discussion of the KPMG project audit (which had put forward some process improvements) and that a number of items had been addressed before the report had been received. The material would be processed through PAC using a similar recommendation tracking system as used in Audit Committee. The Chair of PAC drew attention to two particular items which were questioned, one proposing change to the chairing load on the Chief Operating Officer and the other that PAC should be a sub-committee of the Audit Committee. On the former, PAC wished to discuss the matter at the next meeting when the Chief Operating Officer could contribute to the discussion. On the latter, a member confirmed the preference for the current arrangement which was able to closely monitor on-going risks; driving the process via a Committee that met four times a year would be unacceptably slow. The PAC's direct link allowed it to feed issues in quickly to the Board. Governors did not consider there was benefit in changing the current position at this time but would further consider views on the matter from PAC.

32.23 The Board received the PAC Minutes from February 18 2014 and the Board confirmed its current position on the report lines of PAC and Audit Committee.

32.24 The Board resolved to seek a further additional meeting to give more detailed attention to the material from the team of architects on their strategic brief and the development of the detailed building designs for the Waterside and confirm its approval of the material concerned.

Action: Chair, Chief Operating Officer and Clerk

Mr Mark Mulcahey left the meeting

### **M33/14 Key performance indicators**

33.1 The Chief Operating Officer presented Paper F, comprising an update on the 2013-14 Key Performance Indicators. He explained that this year where individual School international targets had not been met fines had been applied and budgets reduced accordingly. These cuts had been discussed with respective Deans and their teams in meetings with the Vice Chancellor and a formal letter was issued raising these performance concerns. Members questioned the response forthcoming from Schools to these measures and it was clarified that the response had been positive. Work would be undertaken to re-assess future targets and the budget cuts were proportionate to the failure to reach additional spending targets. Members sought clarification on the employability position for the School of Health and were reminded that since previous outcomes had been high due to the vocational nature of the programmes, even though it had fallen due to the dip in NHS recruitment, the School remained the best performing in the University.

33.2 The Board received Paper F, the 2013-14 Key Performance Indicators. Action: Chief Operating Officer

### **M34/ 14 Period 6 Management Accounts**

34.1 The Director of Finance presented Paper F, the Period 6 Management Accounts and reported a surplus to date. He explained the outcomes of a recent Office of Fair Trading report which advised against using academic processes in terms of stopping course progression or holding back certification as leverage in relation to student accommodation debt. He informed members that changes in practice would be required but the University had been pursuing student debts of more than £200. The performance to date meant the University was on track to meet the target surplus which would permit the replenishment of reserves in line with Waterside planning. He also reported on the pension position of First Degree noting that the pension statement had been received and that there was a surplus, a most unusual situation in his opinion.

The Vice Chancellor left the meeting

34.2 Redacted under sections 40 (Personal information) and 43 (commercial interests) of the Freedom of Information Act 2000.

Clerk's Note:

The detailed questioning and discussion which then followed is held in Reserved Minutes 34.3, given the commercial confidentiality of the material

The Vice Chancellor rejoined the meeting

34.4 The Director of Finance reassured members that the surplus could be achieved particularly given most recent estates projects had been completed, aside from Waterside and the Innovation Centre. Members queried the benchmarks used by others and were informed that HEFCE was now recommending 9% to 10% surpluses from 3% to 4% previously. With the University on track to meet its 8% target it was positioned well within the sector, noting a typical percentage was currently 4% to 5%. Members were informed that there was scope within expenditure to make further savings should this be necessary. Members requested information regarding sector benchmarks and were informed of a Grant Thornton publication giving such material, which would be shared more widely.

34.5 The Board voted and resolved unanimously to approve Period 6 Management Accounts;

voted and resolved with one abstention to approve the budget variance for 2013-14 to support additional staff development activity by the Vice Chancellor and

noting that more benchmarking material would be made available to members including the annual Grant Thornton report.

Action: The Director of Finance

### **M36/14 Honorary Awards**

36.1 The Chair of Honorary Awards Committee presented Paper G, comprising recommendations for Honorary Bachelor of Science awards to 16 individuals in light of discussion at the Honorary Awards Committee and the establishment of a mechanism to clarify achievement in the Leather Industry.

36.2 The Board voted and resolved unanimously to approve the recommendations for Honorary Bachelor of Science awards as proposed.

Action: Chair of Senate

### **M37 / 14 Annual report on investments**

37.1 The Director of Finance presented Paper H, comprising the annual report on investments 2012-13, with details in Appendix 2 on Charity Commission guidance on investments. Members were informed that rates available at 1 % - 1.4% had been on the low side compared to the past. Work was in train to review the Treasury Management Policy to incorporate a greater flexibility and range of risk appetite to potentially improve performance. Members were informed that in light of borrowing decisions on Waterside, the arrangement concerned could give scope for better deals on the larger sums involved and the cash being held. Members noted reference in the Commission guidance to the need to maximize values from investment but that there was also scope for "mixed motive" investment that aligned to charitable mission.

37.2 The Board resolved to approve the annual report on investments 2012-

13

Action: Director of Finance

Ms Haviour Chen left the meeting

## **M38/ 14 Code of Conduct for Governors and Special Committee TOR**

38.1 The Clerk presented Paper I, comprising as Appendix 1 a first draft of a Code of Conduct for Governors and as Appendix 2 and 3 the terms of reference for the Special Committee. She explained to members that the Code was drawn from practice elsewhere in education, together with Charity Commission and other more commercial guidance. It was presented as an approach but could be adapted depending on Board reaction. Members indicated a recognition of the value of the material on balance. They were reminded that the inclusion of officers meant the Chancellor and the Pro Chancellor were covered by the material and it extended to expectations on the senior post holders beyond the staff code of conduct. The material gave the University some leverage of those who were not Trustees or Governors and thus not subject to the same legal frameworks.

38.2 The Chair alerted members to the arrival of a draft of the major revision to the Committee of University Chairs (CUC) guidance with the creation of a Higher Education Code of Governance; preparation being undertaken by Allan Schofield, whose work was well known to the Board. The draft Code of Conduct would also need to be calibrated against this CUC document. He explained that in contrast to the previous CUC materials, in this Code various legal compliance aspects were taken as read, not least because they were different across jurisdictions and institutional constitutions. The approach from CUC had been to simplify material, removing procedural detail and establishing a set of principles and positions. There was the opportunity, by the end of March, to respond to the draft material, a copy of which would be circulated to members.

38.3 The Clerk explained to members that the Appendix 3 was updated wording based on previous documentation approved by Governing Council (see also minute 16.2/14 January Board). Aside from disaggregating the procedure from the terms of reference, the updated material now also covered the governors, external member and officers. Members sought

clarification of the name 'Special' committee and were informed that this was a historical name that could be changed at a later date if a more appropriate name were found.

38.4 The Board confirmed the development of a University of Northampton Code of Conduct and requested Board members and others to provide the Clerk with further comment noting that further cross checking would be made with the draft CUC Code for Governors.

Action: Clerk

38.5 The Board noted the preparation of a new CUC Higher Education Code of Governance and requested Board members and Executive to provide the Clerk with any comment on the CUC material noting that further cross would be made with the draft University Code for Governors.

Action: Clerk

38.6 The Board voted and unanimously approved the terms of reference for the Special Committee, noting that an alternative name could be considered in the future.

Action: Clerk

### **M39/14 Freedom of information and data protection updates.**

39.1 The Clerk presented Paper J, comprising a 2014 update on the Freedom of information and Data Protection activity in the University. She reported that the policy, attached as Appendix 1, was under review and would be brought to the Board in the normal way when completed. She explained that aligned with the theme of the meeting the opportunity was taken for the Board to consider associated compliance issues, in this case relating to data access. She also highlighted issues at another university where there was a dispute with the Information Commissioner about the time taken to make minutes public and the aspects which could be deemed commercially confidential.



39.2 The Board approved the update on the University's work on Freedom of Information and Data Protection and thanked the staff in the unit concerned.

Action: Clerk

#### **M40/14 Court Business**

40.1 The Clerk presented Paper K, comprising recommendation to appoint a Pro Chancellor, an alert to the Board about the term of office of the Chancellor and details of the Spring Court.

Pro Chancellor

40.2 Members were informed of the interview process for the Pro Chancellor position with four high calibre candidates being considered by the Search Committee. It was the recommendation of the Search Committee that the Board approve the appointment of Mr David Laing, who had strong connections to the University, the local community and extensive experience in the commercial world.

40.3 The Board voted and unanimously approved the appointment of Mr David Lang as the University's first Pro Chancellor, for an initial period of office of three years from 1 March 2014 to 28 February 2017.

Action: Chair and Clerk

Chancellor

40.4 The Chair explained to the Board that formally the Chancellor's current term of office would end in February 2015. Consideration was given to the consequences and forward planning.

Clerk's Note:

The detail of discussion is held in Reserved Minute 40.5, 46.6 and 40.7, given the personal, reputational and commercial confidentiality of such an appointment.

40.8 The Board authorised the Chair to discuss the matters further with the Chancellor and take her advice.

Action: Chair

40.9 Members were informed that Spring Court provided the opportunity to introduce the new Pro Chancellor and would be have a "business related" focus. The local business organisations were being alerted but the event would be lower profile.

40.10 The Board endorsed the coverage of Spring Court.

Action: Clerk

#### **M41/ 14 Board evaluation and effectiveness.**

41.1 The Senior Independent Member and the Clerk presented Paper L comprising an approach proposed to the Board Evaluation and Effectiveness Review required in 2014. Members were reminded that it was CUC practice to have a 5 year review, the last having taken place in 2009. Due to the scale of change in the University, a number interim evaluations had occurred, such as the report from Allan Schofield. Given the scope and intensity of review and change that had occurred, as well as the external scrutiny expected during 2014, it was proposed to collate the existing data, with some additions, which would be considered by the Senior Independent Member. At the June meeting there would be an opportunity for members to reflect and contribute; having undertaken a similar paper exercise to 2013, in May, regarding the review of the Chair. Members were again alerted to the new draft Code of Governance being put forward by the CUC and an analysis against that material would be prepared. The draft material from CUC suggested such reviews should be on a three year cycle for the future.

41.2 The Board voted and unanimously approved the recommendation for the conduct of the Board Evaluation and Effectiveness Review 2014

Action: Senior Independent Member and Clerk

## **M42/ 14 Board procedures and guidance**

42.1 The Clerk presented Paper M on Board procedures and guidance. Members were informed that this material took forward items from the Governing Council documentation relating to Staff and Student Governors and Board member expenses. It was largely changes to correct reference to Governing Council and align to new Byelaws and process. It was proposed that the remaining other areas should be updated by the Clerk and passed for detailed consideration as appropriate to Board Committees and with action to approve final versions undertaken by the Chair of the Board under Chair's Action. This would facilitate web updating and limit the procedural detail coming to the Board.

42.2 The Board unanimously resolved to

- a) approve the Board procedures and guidance on staff and student governors and Board expenses;
- b) refer relevant items to Audit, Nominations and Remuneration Committees and
- c) authorise the Chair to take action to approve the final versions of documents once completed.

Action: Chair of Board, Chairs of Audit, Nominations and Remuneration Committees and Clerk.

## **M43/14 Board and Committee meetings**

43.1 The Clerk presented Paper N, comprising the draft calendar of Board meetings for 2014/15. Members noted a correction to the 17 June 2015 where the Honorary Awards Joint with Senate and Audit had been incorrectly labelled together.

43.2 The Board received the draft calendar of Board meetings for 2014/15 subject to stated amendments.

Action: Clerk

#### **M44/ 14 Funding letter from BIS**

44.1 The Director of Finance presented Paper O comprising the Funding letter from

BIS to the HEFCE (see also minute 30.2).

44.2 The Board received the BIS funding letter noting that further update would be made to the next Board when it received its letter from HEFCE.

Action: Chief Operating Officer and the Director of Finance

#### **M45/14 Senate Minutes**

45.1 The Vice Chancellor presented Paper P, comprising the Senate minutes. The Chair highlighted the value to Board members of understanding the thinking on a number of academic matters visible from the Senate minutes. The Vice Chancellor highlighted the appearance on BBC 3 of the University in a series on the learning experience of Junior Paramedics.

45.2 The Board received the Senate Minutes.

Action: Vice Chancellor and Clerk

#### **M46/14 IMAC Minutes**

46.1 The Chair presented Paper Q, comprising the IMAC minutes, noting the appointment of Margaret Gardner.

46.2 The Board received the IMAC Minutes and noted the acceptance of her

appointment by Mrs Margaret Gardner.

Action: Clerk

#### **M47 / 14 HEFCE Assurance Visit Report - January 2014**

47.1 The Clerk presented Paper R, comprising the HEFCE Assurance Visit Report. Members noted the positive comments contained in the HEFCE officer's report and the importance of ensuring discussions are fully minuted was recognised. In some cases members considered matters had been covered in discussion but were insufficiently evidenced. The Chair

highlighted the proposal that some material should come to the Board for endorsement and comment rather than later just for receipt; however care had to be taken on best use of Board time.

47.2 The Board received the HEFCE Assurance Report and referred it for detailed consideration to the Audit Committee.

Action: Chair of Audit Committee and Clerk

#### **M48/14 Governance away day follow up/Board work plan**

48.1 The Clerk presented Paper S, comprising the updated work plan for the 2014 year, as at February. The Clerk reported that this was work in progress and a number of missing items had been highlighted to her. Fundraising was now being planned for April, and some items previously proposed for April might need to move to May to allow for time for Waterside considerations during March and April. Although there had been a desire to have follow-on discussion further to issues raised at the Away Day, members recognised the benefit of reviewing non critical items as well as the potential for additional meetings with a single focus to their agendas.

48.2 The Board received the work plan and would feedback any further comments to the Chair and the Clerk.

Action: Chair and Clerk

#### **M49/14 Update on Board Calendar**

49.1 The Clerk presented Paper T, comprising the update on Board activity Calendar and it was pointed out that the next Audit Committee had been omitted. A member also highlighted the Congress to Campus event on 5 March and an associated lecture by a Board member. It was confirmed that dates would be checked to seek to avoid the overlap in the future of the Congress event with the Audit Workshop and Committee.

49.2 The Board received the update on Board activity with addition of date of Audit Committee on 18 June.

Action: Assistant Clerk

## **M50/14 Any Other Business**

Vice Chancellor

50.1 The Vice Chancellor reported that the University had been shortlisted for the Sustainability Project category at the Guardian Awards and the Midlands Enterprising University of the Year category at the Midlands Business Awards. On a more concerning note he highlighted the recent attention paid by the Office of Fair Trading (OFT) to the university sector in terms of competition and concerns about pricing and market behaviours. A key report on the topic was due out in March. The Vice Chancellor would represent the institution as one of a small number of universities on a trade delegation with David Willetts visiting Singapore and Indonesia the following week.

Chair

50.2 The Chair reported that he had been invited by the CEO and Chair of HEFCE to a small dinner in April to discuss the role of universities as "anchor institutions" or "place makers" in cities.

Mr Mark Hall, Mr Terry Neville left the meeting under current rules for conduct of Board business.

## **M51/14 Confidential Report from Chair of Remuneration Committee from 22 January 2014 meeting**

51.1/ 51.2 Redacted under section 40 (personal information) and Section 43 (commercial interests) of the Freedom of Information Act 2000.

## **M52/14 Confirmation of Availability of Papers**

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

- Paper AR - Reserved minutes,
- Papers D, D1, D2 and D3 on Waterside,
- Paper G on Honorary Leather Diplomates
- Paper Kon Court matters including the Chancellor

**M53/14 Date and time of next meeting**

It was confirmed that the next meeting of the Board would take place on Wednesday 26 March 2014 at 10.15 to 13:00 in the Sunley Conference Centre followed by lunch.