

Board of Governors

Chair's minutes of the meeting held on 26 March 2014

Present:

Mr Milan Shah (Chair)

Miss Haviour Chen

Mrs Clare Colacicchi

Mr Richard Davies

Ms Helen Flach

Mrs Sylvia Hughes

Dr Ron Mendel

Mr Mark Mulcahey

Mr Martin Pettifor

Prof Nick Petford

Mr Nick Pitts-Tucker (via telephone as shown)

Mr Nick Robertson

Mr Andrew Scarborough

Mr David Watson

Apologies:

Ms Ann Gilbert

In attendance:

Mr Nick Allen (OVC Executive Officer) for items minuted as M64 to M67; Mrs Jane Bunce (Director of Student & Academic Services) for items minuted as M57 to M61, Mr Bob Griggs (Waterside Project Manager) for item minuted as M61, Mr Mark Hall (Director of Finance), Mrs Delia Heneghan (Director of Advancement) for item minuted as M63, Alice Hynes (Clerk), Mrs Deborah Mattock (Director of Human Resources) for item minuted as M62, Mr Terry Neville (Chief Operating Officer), Mr David Prynn (Assistant Clerk), Prof Ann Shelton-Mayes (Executive Dean of the School of Education) for item minutes as M58 and M59 and Mr Robin Thomas (Morgan Thomas) for item minutes as M63.

M54/14 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, the Northampton Heritage Gateway Strategic Project Board and most recently on the Northampton County Council Project Angel Steering Group.

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).

M55/14 Minutes of the meeting held on 26 February 2014

The minutes and the reserved minutes of the meeting held on 26 February 2014 (Paper A and AR) were approved as a true record of the meeting.

M56/14 Matters Arising

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

56.2 Further to M190/13, M29/14 and M51/14: The Board voted and resolved unanimously to provide the Chancellor and Pro Chancellor with Board of Governors Chairs minutes and key Board papers and to provide the Chief Operating Officer and the Director of Finance with Remuneration Committee minutes.

Action: Clerk

56.3 Further to M30.4/14: The Board voted and resolved unanimously to appoint Mr Nick Pitts-Tucker as Chair of the Advancement Group.

Action: Clerk

56.4 On M40.8/ 14: The Chair reported that he had met with the Chancellor to speak about a possible extension to her current appointment. Discussions were positive and included the possibility of greater involvement by the Pro Chancellor including at future ceremonies to give further support in the future.

56.5 The Board voted and resolved unanimously to offer the Baroness Falkner of Margravine an extension to her current appointment as University Chancellor for a period of up to 4 years to 28 February 2019.

Action: Chair and Clerk

56.6 The Board voted and resolved unanimously to approve the amendment to Byelaw 7.4 enabling the Pro Chancellor to preside at University ceremonies by inserting "Pro Chancellor" after "Vice Chancellor".

Board Work Plan

56.7 Further to M43.2 and M48.3, the Clerk presented paper BI, comprising the Board of Governors Work Plan for approval. She informed members that, assuming the Effectiveness Review confirmed support for the current work pattern, schedules would follow that of the previous year and as proposed in February, with two exceptions. Firstly the summer Court was scheduled for 8 May 2015, now known to be the day after the General Election, so alternatives would be investigated and the September induction was being brought forward by one week to 11 September. Members sought clarification of the item "Framework ref salaries" to be discussed at the April Board and were informed that it related to the deep dive activity on the theme of Human Resources - in the case of each theme the link to the revised Instrument and Articles was checked.

56.8 Members asked about the Joint PAC and Audit meeting and were informed that a suitable date was still being sought. Members enquired when the further changes to the Financial Regulations would take place, and hearing the explanation that this would be in September as previously, members more urgent action was requested. It was reported that the HEFCE revised financial memorandum, when received, could also usefully be linked to review of Financial Regulations. Members considered the request from KMPG auditors to attend a Board meeting in April as part of the work on the Internal Audit of corporate governance; such observations were standard practice. The Chair informed the Board that Chair's Action had been taken to approve the changes to the guidance on gifts and hospitality.

56.9 The Board resolved unanimously to approve the revised work plan
Action: Chair and Clerk

Mrs Jane Bunce (Director of Student and Academic Services) and Professor Ann Shelton-Mayes (Executive Dean of the School of Education) joined the meeting

M57/14 Applications, recruitment and academic portfolio review

57.1 The Director of Student and Academic Services presented Paper CI, comprising the data on the current position for the 2014 intake. She explained that the data showed the current position was stable and broadly in line with the position in previous years with 280 points being a standard offer. She reminded members that comparison was difficult due to the changes year on year in number caps and the timing of data returns. Members were informed that more offers had been made this year. The introduction of a paperless processing system had also significantly improved efficiency over last year, but as a consequence making "point in time" comparison difficult. Until enrolment had occurred the data provided a best estimate only and she highlighted the need also to manage early withdrawals by sufficient initial recruitment.

57.2 Members discussed the data and the significant rise in interest in the School of Education was noted, due in part to the recent introduction of a BA Education Studies programme. Members asked about the academic portfolio changes undertaken and were informed that work continued to remove programmes with poor recruitment or where courses were scoring below the NSS mean. The Director of SAS pointed to the University's increasing convergence on numbers of programmes with other comparable Universities and reaffirmed that this was a gradual and annual process integrated with the review and revalidation process.

57.3 The Director of SAS reported on a recent visit from the Head of UCAS who had explained the University's data in comparative terms. She had highlighted the good position of UoN given its large intake of students with BTEC qualifications, - 69%, which was an area of growth compared to the block of students taking A Level where there was increasing competition as some more elite universities expanded their intake and the number of students with the highest grades was reducing. Members sought to understand the decline in interest in joint honours awards, which had previously proved highly popular. It was explained that this

affected a small number to date, with no obvious explanation at this time, however it would be monitored going forward.

57.4 Members further enquired about the proportion of insurance offers that were taken up and what work was in train to improve the conversion of offers to firmly accepted places. It was explained that insurance offers made up around 5% of intake each year and that a focus had been given to conversion, recognising also the future changes and the student number cap removal. Members discussed the measurement of the effectiveness of marketing work and the success of current conversion practices to move offer to acceptance. They were informed that all declined offers were surveyed with the major reason given for refusal of the offer being unhappiness with Northampton itself as a location and not the University. Members suggested that Waterside developments and an urban campus may help address this issue longer term but considered that further consideration was needed. The need to understand why success was success was also highlighted and the point at which softer data on conversion either flagged concern or gave strong enough confidence. Further information was requested on how the effectiveness of marketing was judged.

57.5 The Board received and noted the update on applications, recruitment and academic portfolio review and The Board requested further information on conversion rates and effectiveness of marketing.
Action: Director of Student and Academic Services

M58/14 Academic quality context

58.1 The Executive Dean of the School of Education presented Paper C2, comprising an update on local and national quality assurance arrangements and appendices. She informed the Board that the Northampton Quality Assurance Framework shows how closely aligned the University was with the QAA framework. The future QAA review was noted and its importance for the University's reputation.

58.2 The Board received and noted the update on the Academic Quality context.

Mr Nick Pitts-Tucker (via telephone) joined the meeting.

M59/14 Annual Report to Senate

59.1 The Executive Dean of the School of Education presented Paper C3 and detailed appendix, comprising the annual report to Senate on academic quality and standards including a range of KPIs. She highlighted trends on achievement by BME students which merited investigation and improvement. This sparked a discussion of the possible explanations on BME academic performance. Members sought further clarification on the equality data on page 46 of the report to Senate and how action was being taken forward. The Executive Dean of the School of Education explained that due to improved recording systems better data had been available for this year. Where there was a variance of + or - 10% this would trigger further investigation and would identify an area of focus for the AQSC to address. Thereafter an action plan would be developed.

Members were assured that the variances were under investigation where the parameters indicated concern and work continued to ensure such issues were embedded into the University's quality assurance framework.

59.2 Members sought clarification over scales used on page 22 in terms of external examiner satisfaction and the nature of its measurement. It was explained that the scale used the range 1-5 with the lowest score being the most positive with the range of data captured measuring the responses of external examiners to a range of questions covering both quality and most importantly the calibration of the standards of the University of Northampton with the subject and HE sector. With a score of 1-1.7 the University was gaining high recognition from its external examiners for its performance. Members indicated the value of seeing the responses to recommendations and how useful it was to have material summarised into a range of high level dashboards.

59.3 Members discussed the assurance the University could take on the standards achieved and that, given the extended period over which the University had earned its accreditation, quality had been woven into its DNA. Some concern was expressed about how this ethos compared with institutions recently gaining University status in a more woven manner and their approach. There was potential concern about the cost of quality assurance to the University. The Executive Dean of the School of Education highlighted the severe reputational cost if quality and standards were not suitably supported. She detailed the work undertaken to ensure review was a continuing process that was carefully managed to ensure it was not a barrier to progress; rather it was suitably adaptable and could give a competitive advantage (especially internationally) whilst not opening the process to any unnecessary risk. Members sought clarification of quality ownership at partner institutions and were reminded that the University was solely responsible for its programmes quality management no matter where they were being delivered. Discussion turned to the HE steering group and members sought clarification that review was not conducted for QAA purposes only. The Executive Dean explained that quality assurance work was directly integrated with the University mission and given the student experience was at the heart of what was to be done, quality remained the focus with continual review as a priority.

59.4 The Board received the report and noted the future action through the Senate and

The Board requested responses to recommendations be included in future reports alongside summary data for quality dashboards and external examiner comments.

Action: Executive Dean

M60/14 Complaints and OIA analysis and review

60.1 The Director of Student & Academic Services presented Paper C4, comprising the report on student complaints, academic appeals, academic misconduct and termination appeals including historical data. She

explained that the data covered only formally reported complaints. Members sought to establish whether students could be being discouraged, at the informal stage, from taking matters further. She explained that the process for complaints was transparent and well publicised and supported also through the Students' Union, so this was not seen as a particular risk. Members expressed concern looking at the data from an equality and diversity perspective. There appeared to be particular peaks of activity with higher numbers associated with some groups of students; however this was not commented on in the review. Members were informed that data was comparable to previous years and was similar to the sector with ongoing monitoring in process. Work would continue on the more complex complaints on fitness to practice. Some areas matched to sector wide issues and upheld appeals would also receive further attention.

60.2 The Board received and noted the report and appendices and endorsed the proposal to investigate trends relating to upheld appeals and analysis of institutional policy with its relation to fitness to practice issues, requesting a further update to the Board in due course.

Action: Director of Student and Academic Services

Prof Ann Shelton-Mayes (Executive Dean of the School of Education) left the meeting. Mr Bob Griggs (Waterside Project Manager) joined the meeting.

M61/14 Waterside

Waterside Update

61.1 The Chief Operating Officer presented Paper D, the Waterside update paper. He highlighted that Couch Perry Wilkes had been appointed as Mechanical and Electrical service advisors. He informed members about the local consultation on planning permission at Park Campus. He highlighted the decision of Nationwide with respect to the enterprise zone

and the further work undertaken on site reconfiguration by the master plan architects which gave the University greater flexibility longer term.

61.2 The Board resolved to approve the Waterside project update report for March, noting the additional information on the site configuration and future opportunities further to the public decision of the Nationwide.

Action: Chief Operating Officer

Outcomes of HEFCE consideration 13 March 2014

61.3 The Chair presented Paper D1, comprising the report from BDO to HEFCE, the response from the University, the response from HEFCE and a further holding response from the Chair. The Chair explained there were four key areas on which the HEFCE Board requested further clarification. It was noted that, for speed, HEFCE had offered to use an ad hoc sub group to consider the University's response and the Board welcomed this offer which could permit a decision prior to the next meeting in April. The next HEFCE Board was also 30 April. Members discussed the importance of a good working relationship with HEFCE going forward. The Board also wished to register their appreciation of the support and guidance received from HM Treasury which had been outstanding and demonstrated a clear understanding of the issues and opportunities and an engagement in explaining them to others. The contribution to process had been greatly appreciated by the University.

61.4 The Board noted the progress made in the interaction with HEFCE and the view taken to date by the HEFCE Board; and The Board voted and resolved unanimously to authorise the Chair on advice from the Chief Operating Officer to approve the material to be submitted to HEFCE as a response to the four remaining issues indicated in their letter of 14 March 2014; with copy provide to the Board subsequently.

Action: Chair, Vice Chancellor and Chief Operating Officer

Borrowing

61.5 The Chief Operating Officer presented Paper D2, comprising the work in progress drafts of agreements for PWLB loans. The Chair explained that, given members past concern at only seeing finalised text, this documentation was provided in order to give sight of the formation of the loan agreement that would be presented to Governors in the near future. A member gave advice that the PWLB loan agreement should not be viewed in isolation from the complete picture on borrowing and it was explained that further information on the package for the project would be provided at the next meeting. Members sought clarification that the University's lawyers, Mills and Reeve were reviewing the document in detail and should any areas of concern be identified they would be investigated. It was explained that this was the case and with the use of the Treasury Guarantee against the loan rather than use of alternative forms of security, the agreement wording ought to be much simplified. Members were encouraged to convey directly to the COO any further queries or comment.

61.6 The Board received the draft agreements, noting their work in progress status and that any areas of concern should be made known to the COO. Action: Chief Operating Officer

PAC Minutes

61.7 The Chair of PAC presented Paper D3, comprising the PAC minutes of the meeting held on 18 March 2014. Following the recommendations of the KPMG audit, PAC had discussed but had not supported the proposal that the Chief Operating Office discontinue chairing one or other of the senior Waterside project groups.

61.8 The Board received PAC Minutes and endorsed the decision to retain the status quo on committee arrangements at present.

Action: Clerk

Phase 2 Remediation Works contract

61.9 The Chief Operating Officer presented Paper D3, appendix 2 which was tabled and related to material in the Update and the PAC Minutes, comprising details of the proposed continuation of the appointment of Hydroc into the second phase of remediation works, taking place on the Avon side of the site. He explained that in the original tendering process the proposals were requested for prices for the second phase of remediation permitting the firm appointed for phase one to be retained further if deemed acceptable. The price proposed through the tender process, for phase two was deemed competitive.

61.10 Members sought clarification of the tender process, noting a new exercise was not being undertaken for Phase 2 and they were reminded that it had been specifically written into the Phase 1 tender so that Phase 2 casting's would be provided, enabling possible progression to Phase 2 with the same contractor once appointed. Members were reminded also of the cost of further tendering and the impact on the timetable. The Waterside Project Manager confirmed that this process complied with OJEU procurement rules.

61.11 The Board voted and resolved unanimously, further to their earlier tender, to appoint Hydroc to proceed with the Phase 2 work on remediation.

Action: Chief Operating Officer and Waterside Project Manager

Clerk's Note:

The detailed presentation, questioning and discussion associated with items minutes above is held in Reserved Minutes 61.12 to 61.20 given the commercial confidentiality of the material.

Mr Bob Griggs (Waterside Project Manager) and Mr Nick Pitts-Tucker left the meeting. Mrs Deborah Mattock (Director of Human Resources) joined the meeting. The Chair left the meeting handing over to the Deputy Chair from this point.

M62/ 14 Performance and Development Review policy and procedures

62.1 The Director of Human Resources presented Paper L, comprising the Performance and Development Review (PDR) policy and procedures. She informed members of progress which stood at over 96% of staff having received PRD training over the last 12 months. Members discussed the progress that had been made and were reassured by the Professional Staff Governor that having both received and managed PDR it was clearly linked to the University mission. Members sought clarification on points 7.11 and 7.12 and links to remuneration. It was explained that PDR could be used as evidence when it was proposed a staff member move beyond the current pay band or to hold progression through a pay band in relation to poor performance. Members discussed points 7.19 and 7.20, recognising the need in a work portfolio and a project environment to have input from more than one line manager. It was reported that this was feasible as well as being good practice for information to be shared beyond the immediate review/reviewer where appropriate. The Chair highlighted the progress that had been made in this area.

62.2 The Board voted and resolved unanimously to approve the updated PDR policy and procedures.

Action: Director of Human Resources

Mrs Deborah Mattock (Director of Human Resources) left the meeting and the Chair returned to the meeting with the Deputy Chair handling back to him. Mrs Delia Heneghan (Director of Advancement) and Mr Robin Thomas (of Morgan Thomas) joined the meeting.

M63/14 Fundraising Strategy

63.1 The Director of Advancement presented Paper K and its appendices comprising the fundraising and feasibility report 2014. The Director of Advancement explained that the funding requirement would be over an initial 3 year period for a private phase of work and a further equivalent

sum for the second public phase of the campaign, with a specific, calculated fundraising target to be achieved by 2020.

63.2 Mr Robin Thomas further explained that this was the first step by the University in a step change in its advancement work. He confirmed that Waterside was a key vehicle to assist with the process, however it was clear from feasibility conversations with possible donors that whilst donations for bricks and mortar were possible, it was more likely that their interest would be for the activities happening within the buildings. He highlighted that the existing estates had benefited from previous philanthropy; it would be important to deal appropriately and carefully with past as well as prospective sponsors as the advancement work developed.

Clerk's Note:

The detailed presentation, questioning and discussion associated with items minutes above is held in Reserved Minutes 63.4 to 63. 7 given the reputational and commercial confidentiality of the material.

63.8 The Chair gave thanks to the Director of Advancement and Mr Robin Thomas for their work and noted the significance of beginning such a project at a relatively new University that will benefit the Students, the University and Northamptonshire for many years to come.

63.9 The Board voted and resolved unanimously to approve;

- a) the approach to fundraising proposed;
- b) the specific 15 recommendations in the Feasibility Report described on pages 38 and 39 of the confidential Appendix 1 to Paper K, recognising that recommendation 15 was approved in principle at this stage;
- c) the Advancement Group of the Board to take forward the implementation of the recommendations;
- d) the commitment of governors to the fundraising efforts within the auspices of the University, including its Court;

- e) the allocation of a designated budget over a 3 year period for the first private phase of an overarching campaign.

Action: Clerk, Director of Advancement and Director of Finance

Mrs Delia Heneghan (Director of Advancement) and Mr Robin Thomas (Morgan Thomas) left the meeting. Mr Nick Allen (OVC Executive Officer) joined the meeting.

M64/ 14 Risk Register

64.1 The Chief Operating Officer presented Paper E, comprising the Risk Register. He highlighted concerns over KPIS on social enterprise which had been raised through the Schools and added to the Risk Register.

64.2 The Board resolved to approve the updated Risk Register

Action: Chief Operating Officer

M65/14 Audit Workshop

65.1 The Chair of Audit Committee Presented Paper F, comprising the Audit Workshop notes. She informed members of the key points covered during the workshop, noting the opportunity for governors to indicate top down perspectives on risk, especially exploring their range of concerns about the Waterside project. She highlighted the perceived differences of risk appetite from Governance and Executive teams. Members who had been unable to attend, indicated that they found the report helpfully informative. It was reported that work was proceeding to define a risk appetite statement.

65.2 The Board resolved to approve the material from the Audit Workshop. Action: Chair of Audit Committee and OVC Executive Officer

M66/14 Period 7 Management Accounts

66.1 The Director of Finance presented Paper G, the Period 6 Management Accounts. He explained that the financial position was stable, highlighting that the Student Union had been paid a month in

advance for scheduling reasons, the School of the Arts spending would come in line by the end of the financial year and 1st Degree were completing the transfer across of staff resources in house from contractors so that budget area was also stabilizing.

66.2 The Board resolved to approve the Period 7 Management Accounts

Action: Director of Finance

M67 /14 Key Performance Indicators

67.1 The Chief Operating Officer presented Paper G1, comprising an update on the 013-14 Key Performance Indicators. He confirmed that overall results, in both international recruitment and on research and enterprise, were on target but there remained major imbalance across the different Schools with the successes in the Business School and the School of Education explaining the outcomes.

67.2 The Board resolved to approve the current report on Key Performance Indicators.

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

M68/14 Student Union Mid-Year Accounts 2013-14

68.1 The Director of Finance presented Paper H, comprising the Student Union mid-year accounts 2013-14. He explained that the accounts only showed a (redacted under Section 43 (commercial interests) of the Freedom of Information Act 2000. Release would reveal details about the financial position of the Students' Union) and, although there continued to be a challenge in the bars and catering, the overall control and position had improved compared to earlier years. The President of the Students' Union also reported that membership participation had significantly increased and action was underway to address the commercial trading gap going forward.

68.2 The Board resolved to endorse the Student Union Mid-Year Accounts 2013-14.

Action: Director of Finance

M69/14 Draft Budget 2014-15

69.1 The Director of Finance presented Paper I, comprising the Draft Budget for 2014-2015. (Redacted under section 43 commercial interests of the Freedom of Information Act 2000. Release would provide details of the University's operating position providing competitors with a commercial advantage). He explained that pay costs and inflation would also impact on the expenditure, reminding members that there were also pension and NI increases to be accounted for.

69.2 Members asked that the budget ensure sufficient spending was planned for the current student experience, even though capital spending was more limited on the current site. They also requested assurance that the surplus required could be secured, and queried how spending on Waterside was included. The Director of Finance explained that the surplus targets for £Sm were on track and that Waterside spending remained separated as a capital budget. The anticipated spending on Waterside in 2014-15 would also be submitted for approval as part of the overall budget for the year. In previous years Waterside expenditure had had to be recognised in the profit and loss account and written off as the final decision to proceed had not formally been made. Once that occurred, items would be written back into the balance sheet. A more detailed explanation of the various movements would be provided to the Board as the position became clearer on the project and also on the borrowing.

69.3 It was also confirmed that the decision on a fundraising budget made earlier (see M63) had not been presumed nor included in the figures presented and other budget rebalancing would have to occur to accommodate the change. The final budget would be presented to the Board in June for approval and any further comments in the preparation period were welcome.

69.4 The Board approved the assumptions and approach proposed for Budget 2014-15.

Action: Director of Finance

M70/14 Change to Subsidiary Companies

70.1 / 70.2 Redacted under section 43 commercial interests of the Freedom of Information Act 2000 – contains information about the commercial interests of the University and others.

Action: Director of Finance

M71/14 OFFA New Guidance and Other Market Issues

71.1 The Director of Finance presented Paper M, comprising material on the setting of tuition fees and the updated guidance from the Office of Fair Access (OFFA) together with a new report from the Office of Fair Trading (OFT) regarding competition in higher education. It was recognised that with the cap on fees at £9000 the Board's opportunity for further decision-making was minimal having previously agreed to charge the highest fee. The Vice Chancellor highlighted the unsustainability of that cap remaining in place; it seemed unlikely however that action would be taken before elections in 2015.

71.2 He also reported on follow up action further to the OFT's earlier OFT report on student residences - see M34/16. He informed members that the new guidance sought to prevent Universities imposing academic penalties, such as prevention of re-enrolment, for outstanding residences rental payments. The approach to be taken was to treat all cases individually, rather than giving a blanket ban, and to raise the threshold from £200 to £400. It was considered this would achieve compliance with the guidance on the basis of interpretation from a sector wide legal commentary. He alerted the Board that until tested in practice the approach could still be open to legal challenge, however it was considered a better way forward for students and academic retention compared with early action on eviction and debt collection from external enforcement agencies.

71.3 Members sought clarification that the library could still apply fines and penalties and were informed that that this practice remained legal

because it concerned an academic service and the penalty also would affect access to academic activity.

71.4 The Board resolved to authorise the Chair of the Board to approve the final wording on tuition fee proposals, on advice from the Director of Finance and the Vice Chancellor, and with the Vice Chancellor approve the final Access Agreement to be submitted to OFFA by 1 May 2014; The Board also noted the context of the current cap of tuition fees and implications in the OFT report.

71.5 The Board voted and resolved unanimously to support the proposed approach to the collection of student residences debt based on individualized payment planning and associated penalties for default.

Action: Chair, Vice Chancellor and Director of Finance.

M72/14 Governance Matters: University Code of Conduct

72.1 The Clerk presented Paper N, comprising the University Code of Conduct for Governors, Officers and Members, further to consideration in February. Members queried the position of staff Governors regarding the code. The Chair reminded the Board of the information given to Governors on their appointment and the advice available on Charitable Trustees (that the duty to the University took priority over any conflicting duty to a represented constituency) and that further support could be obtained through the Clerk's Office if required. It was confirmed that the Co-opted Professional staff Governor and the Academic Governor nominated by Senate held the same position and accountability as other Governors. The Clerk confirmed that the election process permitted the identification of a name for nomination by Senate or for co-option by the Board, staff being "representative" ie a typical member of their communities but not carrying mandate ie "the representative for".

72.2 The Board voted and resolved unanimously to approve the Code of Conduct for Governors, Officers and Members.

Action: Clerk

M73/14 Governance Matters: Board Membership

73.1 The Clerk presented Paper 0, comprising details of Board membership and its appendices. The Chair explained that four Governors would be leaving in July 2014 and it was proposed that there be no change to the current Board size and the number of independent members should be retained. Work on the identification of the future skills sets and experience required by the Board was being undertaken with material indicated in Appendix 2. A steer from the Board on its preferences was required to inform the recruitment work of the Nominations Committee and show potential gaps and future requirements.

73.2 Members discussed the need for a range of different skills and experience in light of the experienced Governors leaving in 2014 and in succession planning for 2015. It was recognised that there would be a need to replenish the Audit Committee and audit and financial skills were seen as an area of need. Members were concerned at the loss of key legal expertise and saw that as a further key area for consideration.

73.3 The departure of two governors with a range of experience in commerce and business was also recognised. The Chair highlighted that there was a name of an individual who had come forward from the summer 2013 exercise and another member indicated a positive view in support. The Chair of Nominations expressed a preference to spend some further time in reviewing a range of candidates, both previous applicants but also in a new search exercise. Some concern was expressed that good candidates should not be lost. Further concern was also expressed to draw in a wide range of interest and continue to ensure there was diversity within the Board.

73.4 The Clerk highlighted the proposed timetable for the process of securing a future Chair of the Board. She explained that to prevent uncertainty she had put forward a tight timetable but she queried if that gave sufficient time for members to engage together and identify suitable nominations. The option of extending further was raised but not taken

forward and it was observed that this could permit a Chair designate an opportunity to be involved with the recruitment of future Board members.

73.5 The Board resolved to

- a) authorise the Nominations Committee with the support of the Clerk to undertake a round of recruitment for three independent governors to join the Board from August 2014;
- b) authorise Nominations Committee to seek new Board members with experience and skills in audit and finance, in legal matters and across the general commercial sector recognising the position on diversity and the skills mix of the remaining Board members and noting issues of succession planning with respect to future chairing skills;
- c) 6 further to Mr Shah's completing his second period of office as a governor in July 2014 and not taking up a third period of office as a governor, thereby creating a vacancy.

Action: Clerk and all members

M74/14 Senate Minutes

74.1 The Vice Chancellor noted that he was not present at the last Senate but there were no urgent issues that needed to be raised; a position confirmed by Dr Mendel as Senate nominee.

M75/14 Nominations Committee

75.1 The Chair presented Paper P, comprising the Nominations Committee minutes of the meeting held on 26 February 2014 - comments on the material having already been made in minute 73 on Board membership.

75.2 The Board received Nominations Committee Minutes.

Action: Clerk

M76/14 Audit Committee

76.1 The Chair presented Paper Q, comprising the Audit Committee minutes, Paper Q1 the reserved minutes and Paper Q2 the Private Meeting minutes of the meeting held on 5 March 2014.

76.2 The Board received the Audit Committee Minutes including the Reserved Minutes and Private Meeting Minutes.

Action: Clerk

M77 /14 Spring Court Meeting Summary

77.1 The Chair presented Paper R, comprising the report on Spring Court – summary notes and a draft programme for the Court meeting in May 2014. He noted that Spring Court had been an enjoyable event with a more informal style but with a general positive reaction from participants. Proposals were for the May event to focus on social enterprise.

77.2 The Board received the Spring Court Summary and confirmed the draft programme for the May meeting.

Action: Clerk

M78/14 HEFCE Funding letter for 2014-15

78.1 The Director of Finance presented Paper S, comprising the recurrent grant and other funding proposed for the academic year 2014-15 and detailed background tables in the appendix 1 - his comments on the material having already been made in minute 69 on Draft budget for 2014-15.

78.2 The Board received the funding letter from HEFCE for 2014-15 and associated data.

Action: Director of Finance

M79/14 HEFCE Risk Profile

79.1 It was noted that the letter from HEFCE had not yet been received but it was anticipated that longer term in light of the request to approve

borrowing and the changed financial position of the University the risk profile might increase.

M80/14 Update on Board Calendar

80.1 The Clerk presented Paper U, comprising the update on the calendar of Board activity.

80.2 The Board received the update on Board activity.

Action: Assistant Clerk

M81/14 Any Other Business

President of the Students' Union

81.1 The President of the Students' Union informed members that a new President had been elected and that he would attend the June Board meeting alongside her, that being her last meeting. She informed members that there had been an increase in voting turnout with over 1700 involved, 12% of the student population participating.

Clerks Note: The new sabbatical team comprised Mr Victor Agboola as President Ms Becky Craven as Vice President Student Experience and Mr Tom Hatton as Vice President Engagement and Participation.

Vice Chancellor

81.2 The Vice Chancellor informed members of possible forthcoming industrial action by UCU academic members, where it has been proposed to withdraw labour, affecting the marking of student assessments and potentially their ability to graduate this year. Dr Mendel indicated his willingness to withdraw regarding his conflict of interest but the Board confirmed he might remain and contribute as appropriate to the update. The Vice Chancellor explained that consideration was being given to withholding 100% salary from those taking action. He reported that there were further negotiating meetings taking place between the UCEA (the Employers side) and UCU (the Union side) to seek to resolve matters prior to the proposed point of Union action on 28 April. Dr Mendel confirmed that was his understanding, and that the two planned meeting gave

further opportunity to resolve matters before the deadline. Members queried the consequences of industrial action on students and were assured that contingency arrangements were in place should negotiations not resolve the matter.

81.3 The Clerk informed members that the Pro Chancellor Mr David Laing had been appointed Lord Lieutenant of Northamptonshire and would commence his duties in June 2014. The Board expressed its warm congratulations to Mr Laing.

M82/14 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, DI, D2 and D3 and appendices on Waterside,
- Paper K and appendices on Fundraising,
- Paper S under strict embargo until 27 March

Members handed back Paper K appendices for confidential shredding.

M83/14 Date and time of next meeting

It was confirmed that the next meeting of the Board would take place on Wednesday 30 April 2014 at 10.15 to 13:00 in the Sunley Conference Centre followed by lunch.

Clerks Note: Following the meeting some governors were given a tour of areas in the School of Health and learned about the academic delivery and use of specialist mannequins and video review screens in simulated work practice in areas of Midwifery, Dental Technology and Paramedical practice including the use of a full size ambulance.