

Board of Governors

Chair's minutes of the meeting held on 20 November 2013

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 Robertson
Mr Andrew Scarborough
Mr David Watson

Apologies:

Ms Ann Gilbert
Mr Nick Pitts-Tucker

In attendance:

Mr Nick Allen (Executive Officer) for items minuted as M230/13 to M234/13, Mrs Jane Bunce (Director of Student and Academic Services) and Mr Bob Griggs (Waterside Project Manager) for items minuted as M228/13, Mr Mark Hall (Director of Finance), Miss Alice Hynes (Clerk), Mr Leon Mayfield (PWC External Auditors) for items minuted as M207 /13 to

M218/13, Mr Damian Pritchard (Deputy Director of Finance) for items minuted as M207/13 to M227/13, David Prynn (Assistant Clerk).

M207/13 Welcome and Apologies

207.1 The Chair welcomed Mr Leon Mayfield and Mr Damian Pickard to their first attendance at the Board. The Chair also welcomed Mr David Prynn as the new Assistant Clerk who had begun work in the Clerk's Office in November.

207.2 Apologies were received from Mr Terry Neville who was receiving an honorary award from the University of Hertfordshire; members congratulated him in his absence.

M208/13 Declarations of Interest

Declarations of interest were noted for Mrs Hughes as County Councillor, Professor Petford as Board member of Northampton Enterprise Partnership (NEP) and South East Midlands Local Enterprise Partnership (SEMLEP); Dr Mendel as Branch Secretary UCU, Mr Scarborough as District Councillor and Mr Shah, Board member of Northampton Enterprise Partnership (NEP).

M209/13 Minutes of the meeting held on 23 October 2013

The minutes and the reserved minutes of the meeting held on 23 October 2013 (Paper A and AR), following spelling corrections were approved as a true record of the meeting.

M210/13 Matters Arising

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:

On M191/13, the Chair encouraged members who were interested in the work on fundraising to put themselves forward for the Group.

Action: The Clerk

M211/13 Strategy and Strategic Planning

211.1 The Chair and the Vice Chancellor presented Paper BI and appendix 1, comprising proposals for an outline process for the development of strategic planning and a copy of the current plan Raising the Bar (RtB). It was confirmed that RtB had stood the test of time and the KPIs remain those to be pursued. It was however recognised the ways forward would need to incorporate work in hand now which would feed in more significantly to the plan after RtB. The work developing the changemaker values, reviewing the portfolio and the preparation for the Waterside meant it would not be a neat process, indeed the Vice Chancellor acknowledged that the transition would be "messy" with distinctions between future plans and business as usual work blurring. Members spoke of a "double helix" to describe the interplay and spoke of the "enabling lever" of the Waterside developments. The new campus would endure for decades beyond the next plan. Members were keen that the range of "soft" issues was explored in the Awayday. There was keenness to engage with ideas now and not to wait to 2015 before ideas were developed. The time in January however should be used for depth and not to surface skim too many areas.

211.2 The Board resolved to endorse the proposals in the paper, and give particular focus in the Awayday Conference to Internationalisation.

Action: The Chair and the Clerk

M212/13 Consolidated Annual Report & Financial Statements: 2012-13

212.1 The Director of Finance presented Paper CI, comprising the Consolidated Annual Report & Financial Statements: 2012-2013. He explained that audited accounts were in line with the Period 12 material previously presented, but included adjustments following approval for the Innovation Centre building programme and an increase in NHS income. He drew the Board's close attention to the material in the annual report

regarding public benefit which described a range of educational research and also community work undertaken by the University.

212.2 He also clarified, in the context of public and sector concerns about pensions, that the University had very small exposure to USS pension, it was supporting 4 schemes and that the FRS 17 adjustment to the income and expenditure account was shown at £976K. The range of Local Government pension valuations in the past had stretched between £16million to £25million creating impact on the accounts. New internal rules would also create changes in the future. The Chair of Audit reported that the Committee had spent time on the pensions issue and considered that it would be beneficial for a paper on pensions and the changing FRS and accounting practice context to be presented to the Board.

212.3 Members queried staffing costs which had risen by 5% while head count had reduced by 5% with concern expressed were this to be a trend. The Director of Finance explained that there were a number of factors in play including staff turnover, redundancies, balance of temporary to permanent staff and further detail could be provided. Members also noted the information in the report on student employment and the difference with graduate level employment recognising this had been used as a key marketing position.

212.4 The Board voted and resolved unanimously to approve the Consolidated Annual Report and Financial Statements for the University of Northampton for the year ended 31 July 2013, including the material on public benefit and after certain corrections; namely Mrs Colachicci's status as an independent governor, removal of charitable reference on iCon East Midlands and relevant alterations of Governing Council to Board of Governors.

212.5 The Board asked for further analysis from the Director of Finance on the year end position on staffing costs and numbers.

Action: The Chair and the Director of Finance

M213/13 University of Northampton Enterprises Ltd Annual Report and Financial Statements

213.1 The Director of Finance presented Paper C2a, comprising the financial statements of the University subsidiary - University of Northampton Enterprises Ltd as at 31 July 2013. The outcomes were in the consolidated accounts and would be considered and approved by the UoN Enterprises Board. It was noted that there was reliance placed on the audit of Uno Buses undertaken by Grant Thornton.

213.2 The Board voted and resolved unanimously to endorse the Annual Report and Financial Statements for University of Northampton Enterprises Ltd for the year ended 31 July 2013.

Action: The Director of Finance

M214/ 13 iCon East Midlands Annual Report and Financial Statements

214.1 The Director of Finance presented Paper C2b, comprising the financial statements of the University subsidiary - iCon East Midlands, Annual Report and Financial Statements as at 31 July 2013. The outcomes were in the consolidated accounts and would be considered and approved by the iCon East Midlands Board.

14.2 The Board voted and resolved unanimously to endorse the Annual Report and Financial Statements for iCon East Midlands for the year ended 31 July 2013.

Action: The Director of Finance

M215/13 iCon Operations Annual Report and Financial Statements

215.1 The Director of Finance presented Paper C2c, comprising the financial statements of the University subsidiary - iCon Operations Annual Report and Financial Statements as at 31 July 2013. The outcomes were in the consolidated accounts and would be considered and approved by the iCon Operations Board.

215.2 The Board voted and resolved unanimously to endorse the Annual Report and Financial Statements for iCon Operations Ltd for the year ended 31 July 2013.

Action: The Director of Finance

M216/13 Business Planning and Letters of Support for Subsidiaries

216.1 The Director of Finance tabled Paper C2d, comprising details of the going concern position and business plans for the University of Northampton Enterprises Ltd, iCon East Midlands and iCon Operations Ltd. This material supported the Paper C1 Appendix 2 of letters of support through which the subsidiaries were able to be audited as going concerns. The Director of Finance presented evidence that the 3 companies were operating sustainably and were all operating profitably. He explained that in the case of iCon East Midlands a revaluation could be considered during 2013-14 now that occupancy had moved up to over 70%, which would impact positively on the balance sheet.

216.2 He also highlighted that the mechanism used through iCon Operations Ltd had permitted VAT saving of £300K on the recent building works at St John's residences. Members discussed the extent of support being provided and the Director of Finance explained the charitable as well as the accounting context stating the University would place limits on the time to reach profitability. The Chair of Audit Committee explained the further review that had been undertaken of the letters of support and understanding it was not a guarantee and was limited a year at a time.

216.3 The Board confirmed the position on its subsidiaries that, were their sustainability to be called into question, their status would be reviewed and if necessary they would be closed.

216.4 The Board voted and resolved unanimously to authorise the Chair to sign the letters of support for the University of Northampton Enterprises Ltd, iCon East Midlands Ltd and iCon Operations Ltd for the 2013-14 financial year.

Action: The Chair and the Director of Finance

M217/13 Management Representation Letters

217.1 The Director of Finance presented Paper C3, comprising the Management Representation Letters. The material was largely technical but covered the range of annual reports and financial statements being placed in front of the Board.

217.2 The Board of Governors resolved to authorise the Chair and Vice Chancellor to sign the Management Representation letters and to endorse similar action for those of the subsidiaries.

Action: The Chair, Vice Chancellor and the Director of Finance

M218/13 External Auditors' Key Issues Memorandum 2012-13

218.1 The External Auditor presented Paper C4, comprising the External Auditors' Report 2012-13. The External Auditor explained that PWC were able to issue an unmodified audit opinion and he congratulated the University and the Finance team on a good result for the year. He also thanked the Finance team for a smooth audit process; this was the second year working together and matters had been straight forward compared to the previous occasion. For the future, however, he highlighted the consequences for the balance sheet of the valuation and writing down of the current sites once the Waterside decision was finally concluded.

218.2 The Board of Governors resolved to approve the report for 2012-13 from its External Auditors PricewaterhouseCoopers LLP (PWC).

Action: The Director of Finance

Mr Leon Mayfield (External Auditor PWC) left the meeting

M219/13 Internal Audit Annual Report: 2012-13

219.1 The Chair of Audit Committee presented Paper CS, comprising the Internal Audit Annual Report: 2012-13. The report from KPMG had given

positive assurance on work seen during the year. The Board's attention had been drawn to the weak classification in relation to the Agresso system upgrade; there was confidence that matters were being addressed and further confirmation of progress was provided by the Deputy Director of Finance, based on recent project board meetings. The Chair of Audit Committee had been surprised that KPMG had seen it necessary to include material on the UUK student residences audit given that was primarily in 2013-14 however given the relationship to student health and safety it was recognised as an important compliance expectation. The Director of Finance confirmed work was in train to remedy points raised and the final report would be submitted before Christmas and be seen by the Committee in March. The Chair of Audit Committee also indicated that both Internal and External Auditors had received positive endorsement in the Committee's self-evaluation exercise.

219.2 The Board of Governors resolved to approve the report for 2012-13 from its Internal Auditors KPMG.

Action: The Director of Finance

M220/13 Audit Committee Annual Report: 2012-13

220.1 The Chair of Audit Committee presented Paper C6, comprising the Audit Committee Annual Report: 2012-13. The Chair of Audit Committee wished to record thanks to the Committee members and staff team supporting the work of the Committee. She highlighted the range of work covered during the year and in particular the time spent on risk management topics. She asked the Board to recognise that this had been a transition year and that there were still matters to be resolved in terms of clarification of role and the balance of work conducted by the Committee and by the Board. It was recognised there were fewer "cracks" or overlaps with fewer committees, but it would be especially important to dovetail work alongside the Project Assurance Committee where the distinction and overlap were likely to be less simple to resolve than just "business as usual" compared to "project activities". She highlighted the

development of the tender for the future Internal Audit Service and she pointed out the work concerning other sources of assurance. She emphasised the confidence the Committee had was based on the areas it had been able to examine during the year.

220.2 The Board of Governors resolved to approve the Annual Report from its Audit Committee for 2012-13.

Action: The Director of Finance

M221/13 Going Concern and Liquidity Risk Annual Report 2013

221.1 The Director of Finance presented Paper D, comprising material analysing the position of the University as a Going Concern and its Liquidity Risk - 2013. The Director of Finance explained the requirement for the report and highlighted that it drew particularly on the income data and the strength of the student numbers. The format of the document was based on Guidance for Directors of UK Companies 2009 and the respective responses gave evidence for the Board to take confidence in the future and provide robust response to the auditors.

221.2 The Board of Governors resolved to approve the Annual Report 2013 confirming the position as a Going Concern and the Liquidity Risk.

Action: The Director of Finance

M222/13 Annual Report on Subsidiaries 2012-13

222.1 The Director of Finance presented Paper E, comprising the Annual Report on Subsidiaries 2012-13. He had explained the business context in M216 and he highlighted the performance of Goodwill Solutions. He reported the 50% increase in student journeys through UNO which had made it a victim of its success with less room for general public and larger vehicles being put on the routes. He reported that work with Exemplas for Inspire2 Enterprise would convert in the future to a University of Northampton company and similarly the poor performance of Coco Careers was being reviewed and alternative delivery under consideration.

222.2 The Chair queried how the different companies were positioned in relation to the University's charitable status and it was noted that improved setting up analysis was planned alongside existing due diligence work. The Deputy Director of Finance had been asked to take greater responsibility in monitoring the subsidiaries. The Chair of Audit queried the extent to which the suggestions for additional independent membership of the Boards of subsidiaries had been taken forward. The Director of Finance described the contact with Norman Critchlow but acknowledged that there had been slow progress in creating a general holding company as previously planned and approved by the Board. A greater role for Nominations Committee was suggested.

222.3 The Board of Governors resolved to approve the Annual Report on Subsidiaries Action: The Director of Finance

M223/13 Annual Report on Procurement:2012-13

223.1 The Deputy Director of Finance presented Paper F, comprising the Annual Report on Procurement: 2012-13. He explained that savings had been made of around £688k as a consequence of effective procurement. The sector used a number of framework agreements to comply with the OJEU rules and being in the Southern Universities Purchasing Consortium was valuable. Additional features of the new finance system would help further purchasing control. The arrangements in the University had been benchmarked to understand how to improve local practices. The Vice Chancellor highlighted the importance of effective procurement and the need for higher profile of its work within higher education. He pointed out the future scale of energy costs and the need for effective purchasing arrangements. Changing that cost was a key feature of the move to Waterside. Members queried also the extent to which the University could make positive use of local suppliers and the value from a community and sustainability aspect. The importance of the University's consumer base was highlighted from an ethical perspective.

223.2 The Board of Governors resolved to approve the Annual Report on Procurement.

Action: The Director of Finance

M224/13 Annual Report on Value for Money: 2012-13

224.1 The Director of Finance presented Paper G, comprising the Annual Report on Value for Money: 2012-13. He explained that the report linked to the procurement work. Audit Committee had been additionally interested in the ways in which savings obtained were then used either creating more activity in a given area or providing funds to contribute to the planned surplus.

224.2 The Board of Governors resolved to approve the Annual Report on Value for Money

Action: The Director of Finance

M225/ 13 Annual Report on Fraud, Corruption and Bribery: 2012 - 13

225.1 The Director of Finance presented Paper H, comprising the Annual Report on Fraud, Corruption and Bribery: 2012 -13. He explained there had been no example of fraud, bribery nor whistleblowing taking place in the previous period. The testing undertaken by PWC also gave some comfort that electronic trend analysis was also not identifying potential fraud. He did alert the Board to the close care taken by the University in checks and follow up when a supplier indicated they were changing bank details. This had been a type of commercial fraud reported recently.

225.2 The Board of Governors resolved to approve the Annual Report on Fraud Corruption and Bribery.

Action: The Director of Finance

M226/13 KPIs - Sustainability metrics, FSSG and ASSUR

226.1 The Deputy Director of Finance presented Paper I, comprising material on the KPIs and sustainability metrics as shown in the new

Annual Sustainability Assurance Report - ASSUR from the Financial Sustainability Steering Group (FSSG). In responding to a question about the move to 8% in terms of the historical cost surplus, the Director of Finance reconfirmed that the financial targets on surplus and cash flow remained achievable and were taken from previous forecast material. There was a query about the viability of some of the targets, such as research income, and the Vice Chancellor reconfirmed that these were derived from staff proposals and would remain in place. Members also pointed out the need for care to distinguish employability from graduate employability.

226.2 The Board noted the material on KPIs and voted and unanimously resolved to approve the ASSUR report, confirming the confidence of the Board in the University's sustainability, authorising the Chair to issue the report to the HEFCE.

Action: The Chair and the Director of Finance

M227/13 Students' Union (UNSU) Annual Report and Accounts: 2012-13

227.1 The President of Students' Union presented Paper J, comprising the Students' Union Annual Report and Accounts 2012-13. The President explained the range of activities that had taken place during the past year. She highlighted new roles in relation to representation and the Student Voice and concerning student complaints. She spoke of the success in the Best Bar None awards, the real success and benefit of have free sport and the increased numbers involved with the clubs and societies and those involved in volunteering and in enterprise work. Members spoke of the continuing progress of the Students' Union, the consequences of the investment by the University and the Union's closer alignment with the University vision and mission, as well as its importance in delivery of a positive student experience. The footfall in the catering and commercial area remained of concern and although this was a feature across higher education it was an area for continuing attention.

A member spoke very positively of his recent visit to the Students' Union and how much progress was being made; he strongly recommended for other governors to see for themselves.

227.2 The Board of Governors resolved to receive the University of Northampton Students' Union (UNSU) Annual Report and Accounts for the year ending 31 July 2013 and to encourage further interaction with the University to improve the commercial activity of the organisation.

Action: The Director of Finance

Mr Damian Pickard (Deputy Director Finance) left the meeting

Mr Bob Griggs (Senior Project Manager- Waterside) and Mrs Jane Bunce (Director of SAS) joined the meeting.

M228/13 Waterside

Waterside Project Update

228.1 The Chair highlighted the conflict of interest of members involved with NEP, SEMLEP, and local authorities in the context of the Public Works Loan arrangements being explored for the Waterside Programme and the Board confirmed that those concerned were approved to remain and take part in discussion.

228.2 The Senior Project Manager presented Paper K, comprising the update on the Waterside programme to November together with associated appendices 1 to 6 on project structure, VAT adviser appointments, changemaker work streams and communications plans. He reported on the work in progress with outline planning, site demolition, contact with HEFCE, residences, contact with possible commercial tenants. There was discussion about progress on financial solutions review of affordability and refreshment of the business plans. Members queried the timing of budget approval and it was confirmed that revised details would be presented in December.

228.3 The Director of SAS reported that there was a major exploratory piece of work being undertaken by Dr Sue Allen. Members confirmed the

need to extend the awareness of staff about the changemaker work and to secure their input and involvement; the organisational structure of School meetings, Field boards, etc. could draw in the active contribution of colleagues. The Director of SAS also explained that the work on the portfolio was being presented to the Senate but while material was being made more coherent there was no radical reconfiguration or identification of either cuts to major areas nor significant new topics being put forward at this stage.

Clerk's Note:

The detailed presentation, questioning and discussion which then followed is held in Reserved Minutes 228.4 to 228.8, given the commercial confidentiality of the material including consideration of items minuted as 228.11 to 228.14 below.

228.9 The Board resolved to approve the Waterside Project update report, to note work on the sub station, the environment, planning and the academic work streams; and to endorse the action taken on expenditure of circa £500,000 as detailed in para 3.7 of the report.

Action: The Chief Operating Officer

228.10 The Board noted that a number of key developments in terms of affordability, updated business planning and financial solutions were being drawn together and the project was approaching a further gateway decision on the best way forward, thus a further Board meeting on Waterside issues was proposed for 18 December 2013.

Action: The Chief Operating Officer and Senior Project Manager
VAT Advisors

228.11 The Senior Project Manager explained, with reference to Appendix 2, that proposals had been received for VAT advisers for the project. Pricing was provided in the Appendix.

228.12 The Board voted and resolved unanimously to appoint the Davis

Mayers as VAT advisers to the University within its project team.

Action: The Chief Operating Officer and the Director of Finance

Project Assurance Committee

228.13 The Chair of PAC presented paper K2 comprising the Project Assurance Committee Minutes of 12 November. Noting material already covered, the Chair of PAC highlighted the work planned with KMPG, the attention to the Innovation Centre, the importance of the discussion in December and the concerns about Section 106 demands. He confirmed the reassurance that major changes to educational character were not coming forward as part of the Portfolio Review.

228.14 The Board received the Project Assurance Committee Minutes 12 November 2013 and noted the potential for further audit expenditure during the 2013-14 period.

Action: The Chair of the PAC and the Chief Operating Officer

Mr Bob Griggs (Senior Project Manager- Waterside) and Mrs Jane Bunce (Director SAS) left the meeting.

M229/13 Period 3 management accounts 2013/14

229.1 The Director of Finance presented Paper L, comprising the Period 3 management accounts 2013/14. He explained that there was a positive position in terms of higher than expected home student income and the overall target for overseas student income. He reaffirmed the slippage in areas other than the Business School. He emphasised the attention on cost control in order to continue to keep to the budget targets.

229.2 The Board of Governors resolved to approve Period 3 Management Accounts and noted the income levels achieved.

Action: The Director of Finance

Mr Nick Allen (Executive Officer) joined the meeting

M230/13 Governor Insurance and Annual Insurance Report

230.1 The Director of Finance presented Paper M, comprising the Governor Insurance and Annual Insurance Report. He explained the breadth of the normal insurance and highlighted the report provided by Aon, which it was appreciated suggested areas for attention. Members noted that for the level of claim the University appeared to be paying considerable premium and it was noted that being in the purchasing group had some disadvantage when others had more claims. Annual checks were made to ensure value for money. In reviewing the cover for Directors and Officers, members queried the terminology based on company activities as against the University as a charity and HEC. It was explained that the cover used was common across the HE group and a sector norm. Members wished to better understand the specification of the indemnity provided for them by the University and continued to query the level of cover at only £10 million. It remained unclear as to the cover for those who were neither staff nor trustees.

230.2 The Board of Governors resolved to approve the Annual Report on Insurance and request further work on the specification of Indemnity for Trustees and the scale and coverage of insurance for governors given they were an HEC not a company and sought further clarity on the position of other volunteer contributors.

Action: The Director of Finance

M231/13 Recommendations for Honorary Awards

231.1 The Chair of the Honorary Awards Committee presented paper N, comprising of the recommendations of the 16 October 2013 Honorary Awards Committee and 4 December 2013 Senate, was discussed. It was explained that one name that the Board had previously approved had been returned for further consideration for a doctorate in light of the extent of achievements. In response to some suggestions, it was noted that certain

local names had been offered previously but in the event had declined the honour.

231.2 The Board of Governors resolved to endorse the 2 names put forward for DUniv and the 4 names put forward for University Fellowship by the Honorary Awards Committee, noting Senate would also take a view on 4 December 2013.

Action: The Clerk to Honorary Awards Committee to action invitations in light of Senate decisions.

The Chair and the Vice Chancellor left the meeting in light of conflict of interest regarding delegation of authorities in the Financial Regulations; The Deputy Chair took the Chair for the item.

M232/13 Financial Regulations 2013

232.1 The Director of Finance presented Paper 0, comprising the Financial Regulations 2013. He explained, in response to a query, that this further version of the Financial Regulations included a number of additional amendments regarding the delegation of authority. It was explained that these were previously in a general Scheme of Delegation document, some of which material was now in the new Byelaws but in preparing the Byelaws it was considered preferable to place the delegations relating to financial matters within the Financial Regulations. The material was not new but rather repositioned. An adjustment had been made to wording relating to the role of the Clerk regarding contracts which also reflected the practice regarding framework agreements. A member reconfirmed the need to include reference to expenditures being subject to budget approvals for example on 3. 7 and 23.4. The Director of Finance confirmed that the Deputy Director of Finance would be undertaking a deeper review of the document during 2012-13. Members highlighted some areas for further attention including reducing the role of the Board in areas of detail such as expenses mileage (15), and adding more material to clarify ex gratia (32) or special payments (14).

232.2 The Board of Governors resolved to approve the final version of the Financial Regulations for 2013 with further changes to section 3.7 and 23.4 to include reference to such expenditure within approved budgets.

Action: The Director of Finance

The Chair and the Vice Chancellor returned to the meeting.

M233/13 Risk Management Policy

233.1 The Executive Officer presented Paper P, comprising the updated Risk Management Policy for 2013. He explained that there was an annual review process and on this occasion corrections were being made as a consequence of name changes. Members queried whether there was need for greater visibility of the risk management structures for major projects such as the Waterside and the role of the Project Assurance Committee with respect to risk in the updated version of the policy to be operational in 2013-14.

233.2 The Board of Governors resolved to approve the updated Risk Management Policy with the inclusion of clear reference to Waterside Risk Management and the role of the Project Assurance Committee.

Action: The Executive Officer

M234/13 Data Quality and Systems Report

234.1 The Executive Officer and the Clerk presented Paper Q, comprising explanation for the Board of the sources of data, collection processes, the range of returns and checks being made in terms of data quality and systems to provide them. The Vice Chancellor highlighted the large number and range of bodies receiving data and performing scrutiny of the University. Members noted the iterative analysis undertaken by Internal Auditors of different data areas. It was noted also that further staffing expertise had been brought in to the Business Information Management section of central support and the programme of support which was improving the understanding from staff and increasing the accuracy of

their data input thus preventing the waste of resources in follow up corrections. The greater role for the Audit Committee in future regarding data quality was also noted.

234.2 The Board of Governors resolved to approve the Data Quality and Systems Report.

Action: The Executive Officer and the Clerk

Mr Nick Allen (Executive Officer) left the meeting

M235 Byelaws and Constitution

235.1 The Chair of Byelaws Group presented Paper R, comprising the new Byelaws for the University. Members noted that this progressed work following on from the Instrument and Articles and advice had been received from Mills and Reeve in the preparation. The Board thanked Mrs Colaccichi, Mr Watson, the Chair of the Board and the Clerk for their detailed work on this material.

235.2 The Board of Governors voted and unanimously resolved to approve the Byelaws Version 1 2013, further to the approval of the Instrument and Articles in May 2013.

Action: The Clerk

M236/13 Recommendations from Nominations Committee on Board & Committee membership

236.1 The Chair of Nominations Committee presented Paper S, comprising proposals for Chair's action in light of work in train following the Nominations Committee in October. Meetings were taking place with various individuals in the near future.

236.2 The Board voted and resolved unanimously to approve the proposals from the Nominations Committee and to authorise Chair's action on the Education Co-option, the Independent vacancy from August 2014 and the External Committee Members for Remuneration Committee.

Action: The Chair of the Board, the Chair of Nominations Committee and the Clerk.

236.3 The Board noted the advertisement for a Pro Chancellor.

Action: ALL MEMBERS requested to alert potential candidates.

M237/13 Minutes and Reserved Minutes of the Nominations Committee

237.1 The Chair of Nominations Committee presented Papers T and TR, comprising the Minutes and Reserved Minutes of the Nominations Committee 23 October 2013, key recommendations having been covered earlier.

237.2 The Board received the Minutes and Reserved Minutes of the Nominations Committee 23 October 2013.

Action: The Chair of Nominations Committee and the Clerk.

M238 Minutes and Reserved Minutes of the Audit Committee

238.1 The Chair of Audit Committee presented Papers U and UR, comprising of the Minutes and Reserved Minutes of the Audit Committee 6 November 2013, key recommendations having been covered earlier.

238.2 The Board received the Minutes and Reserved Minutes of the Audit Committee 6 November 2013.

Action: The Chair of Audit Committee and the Clerk.

M239/13 Minutes and Reserved Minutes of the Honorary Awards Committee

239.1 The Chair of Honorary Awards Committee presented Paper V, comprising of the confidential Minutes of the Honorary Awards Committee 16 October 2013, key recommendations having been covered earlier.

239.2 The Board received the Minutes and Reserved Minutes of the Honorary Awards Committee 16 October 2013.

Action: The Chair of the Honorary Awards Committee and the Executive Officer.

M240/13 Update on Calendar and Board of Governors Activity

240.1 The Chair of the Board presented Paper N, comprising a calendar and listing of events. A proposal was made for an additional meeting to focus on Waterside affordability and financing issues prior to the Governors' lunch in December. The 24 hour timing of the Awayday Conference confirmed in Sedgebrook Hall was also highlighted.

240.2 The Board received the Calendar noting changes to timing and the additional Board meeting on 18 December 2013 for Waterside business.

Action: The Clerk.

M241/13 Any Other Business

Vice Chancellor

241.1 The Vice Chancellor reported that the Research Excellence Framework submission was being made and that around a 100 staff would be being submitted, which was higher than previously and reflected considerable work on behalf of the staff of the University. The outcome would not be known until a year's time but the impact on reputation would stretch beyond the move to Waterside. He also explained the attention being given to the sector by the Office of Fair Trading and concerns they had about the competitive environment in the Higher Education sector.

241.2 Prof Petford also reported on a very successful event in the House of Commons hosted by Dame Tessa Jowell MP on the work of UNICEF and the internationally significant activity being developed by the early years specialists in the School of Education. He also reminded the Board that on 28 November the University and the Business School were contenders for Times Higher Awards.

Chair of the Board of Governors

241.3 The Chair reported that he and th'e Clerk had attended the HEFCE annual event for Governors and he confirmed that Steve Egan, who was currently Acting Chief Executive of HEFCE, would be attending as the main guest at the dinner of the Awayday Conference. He also reported on the Growth Hub launch in Westminster which had attracted considerable interest in Northamptonshire and at which the significance of the University in the region's development was highly visible.

Chief Operating Officer

241.4 The Director of Finance raised a matter on behalf of the Executive. Paper work for a contract for £17,000 per annum lease for maintenance facilities at Moulton Park for the buses had been received, negotiations having been in train for some time. Although the price was low, as the matter was under deed formal Board approval was required which was therefore requested. Members queried why it was sudden and so urgent. It was explained that there were delays and disruption operating from the current base in Wellingborough so as soon as resolution was available it should be taken up. The leaseholder looked to contract with University and the University would lease on to the Joint Venture subsidiary. The completion of negotiations was not predicted as being in time for the Board, however since contracts had been received on 19 November the matter was being presented.

241.5 The Board voted and resolved unanimously to take out a lease for bus maintenance facilities in Moulton Park for the annual sum of £17,000 with onward charges made to the UNO Joint venture company, and to authorise the Chair to sign the necessary papers.

Action: The Chair and Director of Finance

M242 Confirmation of Availability of Papers

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

- Papers K and K2 on Waterside;
- Paper N on Honorary Awards;

- Reserved Minutes Papers AR, TR, UR and V.

The other Papers A,B,B1,C1-C6,D,E,F,G,H,I,J,L,M,O,P,Q,R,S,T,U,W were available on request along with the other papers.

Clerk's Note:

There was no Paper Z however a package of materials about the School of the Arts was provided for members to accompany their tour of Maidwell and the discussion of the School's activities.

M243/13 Date and time of next meeting

It was confirmed that the next meeting of the Board of Governors would take place on 18 December 2013 at 11:30 to 12.30 in the Sunley Conference Centre. This was an additional meeting for consideration of urgent Waterside matters. The Board would meet at its Away Day conference in the New Year from 13.00 16 January to 13.00 17 January at Sedgebrook Hall.

The next normal meeting of the Board would be on 22 January 2014 at 10.15 in the Sunley Conference Centre.