

Board of Governors

Chair's minutes of the meeting held on 23 October 2013

Present:

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

Apologies:

Mr Richard Davies

In attendance:

Mr Nick Allen (OVC Executive Officer) to item minuted as M203/13, Miss Lisa Barnett (Assistant Clerk), Mrs J Bunce (Director of Student and Academic Services) for items minuted as M192.1/13 to M192.9/13, Mr Mark Hall (Director of Finance), Miss Alice Hynes (Clerk), Mr Terry Neville (Chief Operating Officer).

M188/13 Declarations of Interest

Declarations of interest and loyalty relevant to the meeting were noted as follows:

Dr Ron Mendel, UCU Branch Secretary and Chair of Northampton

Palestine Friendship Association;

Mr Terry Neville, as Governor of Moulton College and member of the Enterprise Zone Executive;

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

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

M189/13 Minutes of the meeting held on 25 September 2013

The minutes of the meeting held on 25 September 2013, Paper A, were approved as a true record of the meeting after the addition of further wording in clarification to M 17 4. 8.

M190/13 Matters Arising

190.1 Paper B was received, comprising updates on matters arising, and noting the items being considered elsewhere on the agenda.

190.2 On M166/13, members considered extending the group of people to receive copies of the minutes of the Board, noting that the reserved minutes would remain confidential to members and the COO/ Director of Finance. There was recognition that as a charity the minutes should be placed in the public domain as soon as feasible and that the establishment of a University intranet would assist. It was recognised that the Chair's minutes should be circulated to the Board members for comment/query first, before being circulated more widely. Similar to the Senate, it was suggested there would be benefit in having a Digest drawn from the Board minutes which could be circulated to staff. This would help allay concerns and settle various rumours which circulated, assisting staff on the Board who were approached with requests for information and who

were aware of erroneous perceptions. The position of the External Committee Members who were not able to be kept up to speed compared to Governors was also of concern. It was proposed that minutes be made publicly available as soon as they had been approved by the Board.

190.3 The Board resolved to make its minutes publicly available following formal approval, retaining the reserved minutes as confidential and not for public view.

(Action: The Chair and the Clerk)

190.4 On M167.6/13, Paper B1 was received, being the formal record of advice provided from Mills and Reeve on the potential risks and liabilities associated with the Waterside Campus development, which had been received in June. The Chair explained that there remained some matters of detail on which further guidance would be sought. In considering the risks highlighted in the report the Chair of the Audit Committee also raised points concerning the reputational risk and the risks during the transitional period. It was recognised, that whilst these were significant to the University, the report highlighted those situations affecting the position of governors and their specific liability and responsibilities.

190.5 The Board resolved to receive the advice from Mills and Reeve, noting further action required.

(Action: The Chair and the Clerk)

190.6 On M173.2/13, Paper B2 was received, being further corrections to the Financial Regulations and the update requested on purchase order authorization. Members asked that the guidance on current practice make clear actions in the range £50,000 to £100,000 and that there was reconsideration of the position of the "Clerk to the Board of Governors or Solicitor" in section 3.6.

190.7 The Board resolved to approve the amendments to the Financial Regulations with the inclusion of the proposed changes.

(Action: The Director of Finance, the Chair and the Clerk)

M191/13 Philanthropy

191.1 The Vice Chancellor presented Paper C, comprising an update on work on the support for philanthropy and fundraising, together with Appendix 1 confidential material from consultants MorgenThomas Ltd and Appendix 2 extracts from a report for HEFCE on fundraising in the sector by Professor Shirley Pearce. The Vice Chancellor explained that across the HE sector considerable sums had recently been raised against the more general trend of reductions in charitable donations in the 3rd sector. While making progress the University had to catch up with its peers. He explained the transition from the Foundation, as a mechanism to support fundraising for the University, to the opportunities being explored in the work of MorgenThomas to establish a campaign for major giving which could secure significant support, in relation to the Waterside project. He pointed out the need for the University to be ambitious, with targets of £15-£20 million over the five year period. He informed the Board of the change of role for Delia Heneghan to work full time as Director of Advancement reporting to him and based in the Office of the Vice Chancellor.

191.2 A new structure would connect better into the University, its brand and messages as well as being more integrated in the core academic strategy. The improved connectivity with the Board was also important following the lessons learned from the Woolf report on the LSE's gift acceptance. It was recognised that the University had some way to go in terms of receiving significant gifts of that type. The Vice Chancellor proposed the establishment of a small Advancement and Philanthropy task group of the Board to support the next stage of work and form the transition from the work of the Foundation, to include himself, Mr Laing and Nick Roberston. It was queried whether the group should be more inclusive and it was suggested that a further governor should join the task group. The detailed terms of reference for the group would be presented to the next meeting of the Board. Members highlighted the need to keep

the goodwill of those who had been involved to date and it was confirmed that they would be formally appointed to the University Court.

191.3 Although there was a need to balance the pace of change, it was critical to move into the next phase as quickly as possible. More detailed material from MorgenThomas would be available by the end of January and a broader fundraising strategy was in preparation. While recognising the importance of the "high net worth" individuals, members considered it was critical to maintain the relationships with those making small gifts, such as recent alumni and the number of local givers of medium sized donations. Their interest and goodwill gave confidence to others.

Members also emphasised that it was critical to make the fundraising an inclusive activity, involving the staff, students and alumni in the process and that many of the best ideas for philanthropic development came from these sources. Listening to these groups and gaining their "buy in", members advised, was fundamental to the success of a campaign.

191.4 Members also recommended that there was value in having a place to which benefactors could belong, be recognised and kept informed about the University. Some Universities had a "Board of Benefactors" which gave a sense of being part of the University family. Engaging with those concerned through dinners, lectures, events, etc. gave a way to build deep relationships and members supported the view that many larger gifts were gained after smaller contributions had been secured. Members also confirmed that it was critical to have clear material in terms of "Test Case" and the proposition being put forward. Members queried whether the "Waterside" was too generic a concept and smaller more specific packaging around the areas of interest to individuals might be more effective. The Vice Chancellor explained that certain areas of strength were already being identified: thus with the unique position with the leather industry discussions had commenced in relation to the move of the University Tannery to Waterside. This area was also one where international alumni were significant and he highlighted that building

those international philanthropic relationships as well as local activity was a new scale of engagement.

191.5 Sports activity and specialisms such as Lift Technology were seen as other possible targets, with members proposing strong likely interest in energy related topics and mental health. Members also supported the position of the social enterprise USP as highly attractive to philanthropists. The impact of education and its life changing effects were seen to provide good arguments for support. It was also pointed out that significant givers were likely to expect a greater influence over the physical assets or activities their gifts made possible. The connection to the University was important as such individuals would be being courted by other charities not least other Universities. The local charitable competition in the arts and voluntary sectors was queried and it was confirmed that professional advancement colleagues were seeking to work together to create common cause.

191.6 Members recognised that fundraising would be a major topic for the Board itself and, without taking fully on board the model of US fundraising, understanding and experience in the area was now a key criterion in appointing future governors. The valuable use of new technologies and social media to support the work was highlighted and care in relation to hard sell and cold calling was also emphasised. It was also acknowledged that there was direct correlation between investment and energies devoted to fundraising work and amounts raised; that this required senior level commitment and drive, that care in communications and sharing information was critical and that was steady work requiring patience and the building of longstanding relationships.

191.7 The Board resolved to

- a) acknowledge the considerable work of Mr Christopher Davidge in leading the Foundation in the development of philanthropy over a number of years;

- b) to endorse the appointment of Mr David Laing to lead the work of volunteers in the support of philanthropy for the University and of Mrs Delia Henegan as the Director of Advancement;
- c) to establish a small task group of the Board on Advancement and Philanthropy, chaired by Mr Laing, to support the transition from the Foundation to future structures, which would undertake major fundraising campaigns in the context of the Waterside as well as maintaining the environment for smaller and on going giving;
- d) to invite a further volunteer for the task group from the Board;
- e) to note the recommendations in the report from Professor Pearce and encourage their further consideration within the University, in recognition of the importance of both staff and students to any successful fundraising endeavour.

Action: The Vice Chancellor, the Director of Advancement and the Clerk

Mrs Jane Bunce (Director SAS) joined the meeting for the discussion of academic work streams.

M192/13 Waterside

Waterside Project Update

192.1 The Chief Operating Officer presented Paper D, comprising an update on the Waterside programme of activities with work undertaken since September, together with and associated appendices on future key dates and academic work streams. The COO reported on the work on internal staff appointments, planning, site demolition, contact with HEFCE, residences and commercial development since September, pointing out that certain urgent ecological work regarding newts, bats and other wildlife had been undertaken prior to winter. The interaction between the various parts of the project structure was queried and explained, noting that the initial Internal Audit would check on the fitness for purpose of current arrangements.

192.2 Mrs Bunce explained that the work streams, detailed in Paper D Appendix 2, on academic development work had been approved and would take material forward which for the most part would then be considered through the normal academic committee structures before being presented to Senate. This would also be visible to the Board through Senate minutes and through some process review in Audit Committee. It was noted that major academic changes of direction would be considered by the Board.

Clerk's Note:

The detailed presentation, questioning and discussion which then followed is held in Reserved Minutes 192.3 to 192.8, given the commercial confidentiality of the material including consideration of items minuted as 192.5 to 192.10 below.

192.9 The Board resolved to approve the Waterside project update report, to support the work on appointment of additional staff, ecology, site preparation and interaction with the WNDC, and to endorse the action taken on expenditure of circa £188,670 as detailed in para 3.6 of the report.

Action: The Chief Operating Officer

Mrs Jane Bunce (Director SAS) left the meeting following the discussion of academic work streams.

Development Contractor Procurement

192.10 The COO presented Paper D1, with appendices 1 and 2, comprising proposals for the contractor procurement options. The Board reviewed whether to appoint a Development Partner or to undertake the development itself. There was limited reduction of risk and given the complexity of the project, interaction with academic work streams and organisational change retention of more direct control was recommended. Members supported the recommendation but sought reassurance that

recognised the internal team had the experience and capacity to undertake the workload.

192.11 The Board voted and resolved unanimously to retain a closer control of the cost and quality of the work and act as the development contractor procuring directly the building and other contractors and advisors.

Action: The Chief Operating Officer and Director of Finance

Procurement and Appointment of Project Advisors

192.12 The COO presented Paper D2, comprising a report on the procurement process undertaken for Project Advisory services and proposals for the appointments for the next phase of work. The Board recognised that an OJEU process had been undertaken to identify appropriate suppliers during the feasibility stage and that had given evidence of performance and a review of proposals as potential preferred suppliers had demonstrated good value for money. In two cases a further tendering process was being undertaken namely for the major consultancy support on Project Management and Mechanical and Electrical Services. All the Architects were now to be directly contracted ie for master planning and landscape, and the search through RIBA processes for the second firm of Architects. Additional specific consultancy would need to be procured for advice on Communications, Sports/Leisure and Catering Advice and VAT. With respect to appointment of KPMG the Chair of Audit Committee drew attention to the information from the Internal Auditor giving assurances of suitable full segregation so that KPMG as Internal Audit could undertake duties to scrutinize the work of KPMG on the project.

192.13 The Board voted and resolved unanimously to appoint the following as advisers to the University within its project team, namely
As Architect - Moses Cameron Williams (MCW),
As Landscape Architect - Landuse Consultancy (LUC),
As Cost Management Advisers - Turner and Townsend,

As Engineers - CH2MHILL (previously Halcrow),

As Financial Advisers - KPMG,

As Legal Advisers - Mills and Reeve and

As Property and Planning Advisers - Savills.

Action: The Chief Operating Officer and Director of Finance

Selection of Long-Term Financing Solution

192.14 The COO presented Paper D3 and appendices 1 and 2, comprising an update on work to date reviewing the financing options comparing different forms of borrowing and bond issue.

192.15 The Board resolved to approve the update report on the financing solutions, which would be reviewed further at the November meeting.

Action: The Chief Operating Officer

Project Assurance Committee

192.16 The Board received and noted Paper D4 comprising the minutes of the Project Assurance Committee (PAC) meeting held on 15 October 2013. Noting material already covered, the Chair of PAC highlighted the discussion and interest in the communications and internal culture aspects which it was recognised were a critical factor in the success of the work. Further material on that topic would be brought to the next meeting. He reported that internal audit work for PAC was now being agreed with KPMG.

192.17 The Board received the Project Assurance Committee minutes of 15 October 2013 and noted the PAC would use 10 Internal Audit days from KPMG on project work streams and governance.

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

M193/13 Risk Management and Risk Appetite

193.1 The Chief Operating Officer presented Paper E, comprising an update to the current risk register and proposals for an approach to the discussion of risk appetite in preparation for consideration in the March Audit Workshop. The risk appetite material had been previously reviewed

at the Audit Committee and the proposed approach was supported. Members recognised in some areas there would be differing consequences with low appetite in one area and high in another on the same topic. It was also highlighted that lack of action could actually demonstrate a high risk appetite (by default) and the position taken ought be a more consciously chosen one. Members also recognised that the University was trying to deal with "unknown unknowns". It was noted that in the internal practice there were more dynamic ways of looking at risk material and it was suggested a chance to see live material be part of the workshop. The concern also continued to be whether the attention was being given to the right risks and how mitigation was shown and action had changed from the previously presented material.

193.2 The Board resolved to approve the proposed approach to the consideration of risk appetite to be developed further for the March Audit Workshop and to approve the current risk register requesting further work to be undertaken with respect time factors and changes.

Action: The Chief Operating Officer, OVC Executive Officer and in relation to the March Workshop the Chair of Audit Committee and Clerk.

M194/13 Key Performance Indicators

194.1 The Chief Operating Officer presented Paper F, comprising an update on the current position in terms of the seven core key performance indicators and including Appendix 1, the format of the annual report now required on financial sustainability metrics. The issues of international recruitment in schools other than the Northampton Business School and of research and enterprise were again raised regarding slippage against targets. It was suggested the strategy in both of these areas should be examined in greater detail during the Away Day in January, being a recurrent issue.

194.2 In the context of staff based metrics, a member queried the further potential for measuring staff viewpoints and attitude given the rate of organisational change. Practice in more frequent staff sampling in other

service based organisations was highlighted. Noting, M175.2, the Executive confirmed the matter would be given further attention.

194.3 The Board resolved to approve the current report on Key Performance Indicators and request further consideration of a staff based KPI which could be more frequent and sensitive.

Action: The Vice Chancellor, Chief Operating Officer and the OVC Executive Officer.

194.4 The Director Finance explained that, following the work of the national Financial Sustainability Strategy Group (FSSG), all Universities were asked to make an assessment of their institutional sustainability and following approval by the governing body make a report accordingly to HEFCE through an Annual Sustainability Assurance Report (ASSUR). The ASSUR would be nationally collected and be a public document.

Universities were able to define the metrics they saw most relevant to their objectives and position. The University Executive therefore proposed a close integration between the KPIs, already established through Raising the Bar and regularly monitored, and the ASSUR. A draft of the proposed format for the University of Northampton was shown in Appendix 1, which would be completed and presented to the University Management Team before recommendation to the Board together with other year end material. Members queried whether there were other metrics compared to the student staff ratio eg staff with doctorates which might be more meaningful. It was also recognised that the proposed ASSUR made visible to differentiation between the University's publicity on employability generally and the definition of graduate employability. Members warned of the consumer law context.

194.5 The Board resolved to support the proposed format of the Annual Sustainability Assurance Report and consider detailed material of the ASSUR report at its November meeting.

Action: The Director of Finance

M195/13 Period 2 Management Accounts 2013/14

195.1 The Director of Finance presented Paper G, comprising Period 2 Management Accounts. He explained that there was a favourable cash flow position and showed a surplus against budget as a consequence of effective control on expenditure and increased income. Invoicing of students was in train and a clearer position on fees would be known by the next meeting however the initial view suggested somewhat more fee income than budgeted for home and on budget for international areas. Attention was also drawn to the start of year cost bulge in the subsidiary First degree.

195.2 The Board resolved unanimously to approve Period 2 Management Accounts and noting the current work on student billing.

Action: The Director of Finance

M196/13 Governors Procedure - Guidance on Gifts and Hospitality

196.1 The Clerk presented Paper H, comprising updated guidance material on gifts and hospitality in light of information from HMRC. The updated financial regulations provided an opportunity for review and inclusion of revised thresholds.

196.2 The Board resolved unanimously adopt the updated Guidance on Gifts and Hospitality, with typographical correction on para 1; with thresholds set at £50 or below for gift retention, higher level permission required for acceptance of gifts above £100 and £250 set re HMRC guidance as annual maximum.

Action: The Director of Finance and the Clerk

M197/13 Equality and Diversity Compliance Update

197.1 The Clerk presented Paper I, comprising an updated report on Equality and Diversity compliance. She explained to the Board that this was an interim update given the extent of change over recent periods in this area and the legal compliance expectations on the Board. This provided an opportunity for all to have awareness on the topic refreshed.

The anchoring of work relating to students now with the Executive Dean for Education and for staff with the Director of Human Resources was noted. In response to a query about the "Equality Action Plan" and its relation to agreed approval processes, it was highlighted that the report reflected the transition from earlier structures and it was also confirmed that data on staff had been presented to the April Governing Council. It was acknowledged that further work was necessary and was being undertaken in this area.

197.2 The Board resolved to approve the update report with the expectation of receipt of data on students and staff at meetings in Spring 2014 and further update on structures and action planning in 2014.

Action: The Executive Dean Education, the Director of Human Resources and the Clerk.

M198/13 Byelaws and Constitution - Update

198.1 The Chair of the Byelaws Group presented Paper J, comprising an update on the preparation of Byelaws to accompany the Instrument and Articles. The Group had met on 22 October and reviewed the text and responses from Mills and Reeve. The detailed work undertaken by the Group members and the Clerk was acknowledged, with the expectation of providing a final text for the Board's approval in November.

198.2 The Board resolved to approve the update report from the Byelaws Group.

Action: The Chair of the Byelaws Group and the Clerk

M199/13 Minutes of the Senate Meeting 9th October 2013

199.1 The Board received and noted Paper K comprising the minutes of the Senate meeting held on 9 October 2013. The Vice Chancellor commented on the recent elections to the Senate and the active debate at the last meeting. It was noted that, as Senate members were formally part of the revised Court, there was an opportunity for Governors to meet them that afternoon.

199.2 The Board resolved unanimously to receive the Minutes of the Senate from 9 October 2013.

M200/13 Minutes of the Audit Committee Meeting 16th October 2013

200.1 The Chair of the Audit Committee presented Paper L and LR comprising the minutes of the Audit Committee and the reserved pre meeting held on 16 October 2013. She noted that a number of the issues raised in the Committee in relation to the PAC and to risk management had been taken earlier in the meeting.

200.2 In particular she drew the attention of the Board to the recent Internal Audit report on the Agresso software implementation which had received the lowest report grading. The combination of internal and external problems explained delay, control and performance issues that had been identified. The Committee had been satisfied that management were responding, that the auditors found the response appropriate and prompt, and that lessons were learned from the experience for future projects.

200.3 The Chair of the Audit Committee also highlighted that the Committee had undertaken a detailed self-evaluation process. The overall view point was positive but there were concerns about induction and communication and, particularly in relation to compliance and risk a need for greater clarification of the respective roles of the Board and the Committee. She also reported further proposed adjustments to the Terms of Reference of the Committee.

200.4 The Board resolved unanimously to receive the Minutes of the Audit Committee on 16 October 2013; to support the work of the Committee in relation to close monitoring of the Agresso implementation and to ask the Clerk to take forward the clarification of roles requested.

Action: The Chair, the Chair of Audit Committee and the Clerk

Clerk's Note:

Action was taken by the Chair of the Board of Governors to approve the proposed changes to the terms of reference of the Audit Committee.

M201/13 Update on Estates Projects

201.1 The Director of Finance presented Paper M, comprising a report on the work completed to date on the St John's residences, the Innovation Centre Black Lion Hill, Park Library Refurbishment, the foyer at Maidwell and the Spencer Percival Halls of Residence.

201.2 The Board resolved to receive the report on progress of the major Estates projects and to approve further action as indicated.

Action: The Director of Finance

M202/13 Update on Calendar and Board of Governors Activity

202.1 The Chair of the Board presented Paper N, comprising a calendar and listing of events. He highlighted that change of venue for the November meeting of the Board giving the opportunity to meet at the University's Avenue Campus.

202.2 The Board received the Calendar noting the venue change for the November meeting.

Action: The Clerk and Assistant Clerk

M203/13 Any Other Business

Students' Union President

203.1 The Student Union gave a verbal update to the Board on the Planet Too event which had taken place on 18 October. Focussing on student volunteering to support the green agenda it had been well attended, including by local politicians and had been a real success for the Students' Union.

Board member-Dr Ron Mendel

203.2 Dr Mendel explained that, in his capacity as the Chair of the Northampton Palestine Friendship Association, he was hosting a visit from municipal officials from the town of Al Bireh and proposed that the Board

meet with them and host a lunch reception. Expressing a personal interest in these international relationships, a member queried, however, how this was a matter for the Board and its University governance responsibilities. It was reported that the University received a very large number of international visitors and it was noted that there were occasions where members would be invited to guest presentations or lectures. Dr Mendel also clarified that the purpose of the visit was the closer interaction between the towns and the benefit of sending a message of support.

203.3 The Board confirmed that since its remit did not connect to the reported visit it could not become involved as proposed, but emphasised its support for wide ranging engagement in activities by staff and students.

Chair of the Board

203.4 The Chair reported to the Board that he was working with the Vice Chancellor to produce a brief paper for the next meeting concerning the development of the next Strategic Plan following on from Raising the Bar; this would provide a context for the work at the Away Day.

203.5 The Chair noted this would be the last Board meeting for Ms Lisa Barnett and on behalf of the Board he thanked her for her work as Assistant Clerk.

Clerk's Note:

Confirmation had now been received that Mr David Prynn, who had been interviewed at the same time as Lisa, had accepted the post of Assistant Clerk and would be starting on 11 November.

Mr Nick Allen left the meeting.

Dr Ron Mendel left the meeting given conflict of interest and loyalty. Following a Board consideration of potential conflict of interest as a member of staff, Mr David Watson remained in the meeting, having been confirmed as not conflicted.

Vice Chancellor

203.6 The Vice Chancellor gave an update to the Board on the proposed strike action due to take place on Thursday 31st October 2013. He confirmed that the University would be opening as normal that day. He also explained that the national offer of 1 % salary increase had been rejected by the three Unions concerned: the University and College Union (UCU) for academics together with Unison and Unite for other staff; and the day of action called. Not all unions were recognised at the University, membership being too small in some staff groups. He reported the percentages on the national voting and highlighted a more complex position of further support for action short of a strike "working to contract" which potentially had impact on the student experience if staff did not mark work or deliver timely feedback. Members queried the student position on the declared strike. The Vice Chancellor explained that the National Union of Students had been careful to remain neutral and it appeared most Students' Unions were taking this position. The consequence of the fee payment resting with students through their loans had created a different dynamic.

Miss Haviour Chen, Mr Mark Hall, Mr Terry Neville and Mr David Watson left the meeting under current rules for conduct of Board business.

M204/13 Confidential Report from Chair of Remuneration Committee from 25th September 2013 meeting

204.1 A confidential oral update was given by the Chair of the Remuneration Committee. She reported that work was continuing on the updating of service agreements for the senior post holders and on the staff development opportunities proposed for the Vice Chancellor.

Revisions to the terms of reference were recommended and proposals for the criteria for two external committee members, as board level Human Resources (especially compensation and benefits) specialists who had had

responsibility for all the financial aspects of employment, T&C's, pay & grading, flexible benefits, pensions and bonus schemes. She explained the proposals for the 10% corporate bonus structure and measurement against University targets. She also explained the advice given to the Chair with respect to the 5% personal bonus for the Vice Chancellor and Chief Operating Officer relating to Internationalisation, Research & Enterprise and Graduate Employability. It was reported that discussions were continuing as they wished to have a simpler structure for the personal bonus.

Miss Alice Hynes left the meeting given conflict of interest

204.2 The Chair of the Remuneration Committee, additionally reported that members had discussed again the bonus arrangements for the Clerk to the Board. The timing had been revised to commence when her probation had been completed and Chair of the Board was to discuss the bonus structure and implementation with her following concern from the Executive regarding its relationship to the corporate metrics.

Miss Alice Hynes rejoined the meeting

Clerk's Note:

Action was taken by the Chair of the Board of Governors to approve the proposed changes to the terms of reference of the Remuneration Committee.

M205/13 Confirmation of Availability of Papers

Paper AR - Reserved minutes of 25 September 2013

Paper D and appendices D1, D2, D3 - Waterside Update Paper

Paper D4 - Project Assurance Committee (PAC) minutes

Paper LR - Audit Committee Reserved Business minutes

Paper M - Estates Strategy Progress Update Sept 2013

The following papers were released from confidential status
Paper C and appendix Cla, and C2 - Philanthropy and Fundraising

M206/13 Date and time of next meeting

It was confirmed that the next meeting of the Board of Governors would take place on Wednesday 20 November 2013 at 10: 15 in the Board Room at Avenue Campus.