

Board of Governors

Minutes of the meeting held on 21 March 2018

Present:

Andrew Scarborough (Chair)

Sue Dutton

Rafael Garcia-Krailing

Sara Goodwin (to item 52.2)

Sylvia Hughes

Frank Jordan

Lee Machado

Nick Petford

Nick Pitts-Tucker

Nick Robertson

John Skelton

Apologies:

David Baker, Jeff Halliwell, Richard Horsley, Deborah Mattock, Mark Mulcahey,

Martin Pettifor, Danjie Zhong

In attendance:

Emma Finlay (Governance Assistant), Miriam Lakin (Clerk)

For item 44 onwards:

Nick Allen (Executive Officer), Jane Bunce (Director of Student and Academic Services), Mark Hall (Director of Finance), Terry Neville (Chief Operating Officer), Ann Shelton-Mayes (Executive Dean Student Experience)
Helen Scott (Dean of Education and Humanities) (for items 44-46)

41/18 Welcome, Apologies and Quorum

41.1 The Chair welcomed those present, noted apologies and confirmed that the meeting was quorate.

42/18 Declarations of Interest

42.1 No declarations of interest were received in addition to those held on file by the Clerk's Office.

43/18 External Effectiveness Review Final Report – Recommendations

43.1 The Board received Paper A, the External Effectiveness Review of the Board of Governors and its Committees, by Ranmore Consulting. The Board continued its discussion of the recommendations, starting with recommendation 14, as agreed at the previous Board meeting (Minute 25.40).

43.2 The Chair advised the Board of the judgements that could be made as part of the review process;

- Accept the recommendation
- Accept the recommendation with modifications
- Decline the recommendation.

43.3 Recommendation 14 – Review the terms of reference and membership of the Remuneration Committee in line with the CUC guidance

Recommendation accepted.

43.4 Recommendation 15 – To take account of the CUC guidance regarding the chairing and membership of the Remuneration Committee

The Chair advised the Board that the CUC guidance, which was in draft form pending the results of a consultation, stated that the Vice Chancellor should not be a member of the Remuneration Committee.

43.5 Members noted that the Remuneration Committee was effectively run with the current membership, which included the Vice Chancellor. It was noted that the Vice Chancellor was the line manager of one senior post holder whose remuneration was set by the Committee, and of other senior managers whose remuneration and benefits were received and reviewed by the Committee.

43.6 Members asked about the reasoning behind the guidance. The Chair advised the Board that the exclusion of the Vice Chancellor from the membership of the Remuneration Committee was to remove any impression that Vice Chancellors had influence over their own remuneration. Members noted that the Vice Chancellor left the meeting when his remuneration was discussed.

43.7 The Board agreed that they were content to continue this arrangement and prepared to explain the University's position if questioned. The arrangement could be reconsidered at a later date if the University was not found to be aligned to sector practice.

43.8 It was agreed that ensuring that the Remuneration Committee was not chaired by the Chair of the Board was good practice which was already in operation. It was suggested that the Committee could be chaired by one of its external members, which would be a strong signal of the integrity of the Committee.

43.9 Further consideration of the recommendation was placed on hold pending publication of the final version of the CUC's guidance.

43.10 Recommendation 16 – Review the transparency and clarity of reporting from the Remuneration Committee to the Board.

Recommendation accepted.

43.11 Recommendation 17 –

That the Board:

Formulates a statement of aims

Sets itself 3-5 annual objectives reflecting the priorities for its work

Members asked if the purpose of the recommendation was to encourage Board members to focus more time on the strategic aspects of the Board's duties in order to address the observation that the Board had been heavily focused on Waterside.

43.12 Members agreed that currently that the alignment between the Board's priorities and the University's long term strategy could be more visible and clearer. The Chair stated that the Board's objectives should support the achievement of the Board and ensure it fulfilled its role effectively.

Recommendation accepted.

43.13 Recommendation 18 – The Clerk and Chair review the planning of Board agendas with a view to 'smarter working'

Ensure a portion of the agenda is kept free for strategic work

That the Executive work with the Clerk to improve the quality of Board papers
Members noted that the quality of the papers had improved very considerably. It was suggested that Board papers were categorised, allowing members to focus their time on papers that required discussion and agreement. This system was already used effectively by the Audit Committee.

Recommendation accepted.

43.14 Recommendation 19 – Board consider meeting without the executive officers present, with the exception of the Vice Chancellor

Some members opposed this recommendation on the grounds that having executive members present provided context, expertise and a wider view of the business, as well as allowing executive members to hear the concerns of the Board. Other members supported the recommendation on the grounds that at times the presence of executive members could constrain the debate, and that this was especially true for the staff and student Board members. It was also noted that executive attendees should understand their role in conveying information to the Board, and it should be ensured that they did not dominate the discussion. All members agreed that it was important for the chief financial officer to attend.

43.15 It was agreed that it was valuable to hear from the executive, and also that the members of the Board should have the opportunity to talk privately at times. Therefore, there would be a review of which executive members were expected to be in attendance throughout every meeting, and which could be asked to attend for particular items. It was suggested that the setting of annual objectives would help to refine this review.

43.16 The Board therefore agreed to accept the recommendation with modifications.

43.17 Recommendation 20 – The Clerk to assess the likely impact of future changes in the regulatory environment on the Board’s work

Recommendation accepted.

43.18 Recommendation 21 – Explore ways in which the Board can enhance the scrutiny and oversight of the academic delivery of teaching and learning and the student experience

Recommendation accepted. Members discussed the development of the current Academic Assurance Working Group in the light of the changed requirements of the Office for Students.

43.19 Recommendation 22 – Review and consider reinstating the system of linking individual Governors to academic departments/faculties

Members noted that the risk was that governors became advocates of a specific faculty rather than taking an holistic view.

Recommendation declined.

43.20 Recommendation 23 – Consider ways in which Senate and the Board may join with each other to increase awareness of strategic questions and issues concerning the academic delivery of the University’s programmes

Recommendation accepted.

43.21 Recommendation 24 – Give attention to the ways in which the Board could add more value to the University’s mission by drawing on the international expertise of its Board members

Members noted that there were opportunities for members to be involved with events or initiatives at an international level, but that their first duty was oversight and being assured that the executive was operating effectively.

Recommendation declined.

43.22 Recommendation 25 – Capitalise on the board’s strategic role and expertise to focus attention on competitor analysis, market positioning, and the potential opportunities afforded for partnerships, mergers or acquisitions

It was noted that this should be part of the development of the Board's agenda which would ensure that it considered strategy effectively.

Recommendation accepted.

43.23 Recommendation 26 – The Nominations Committee to review its strategy for the recruitment of new members to the Board

The Chair made reference to the recent recruitment campaign for new Board members and noted that there was an increase in the number and diversity of applicants. Members discussed the diversity of the selection panel, and possible methods of recruitment.

Recommendation accepted.

43.24 Recommendation 27 – The Clerk and Nominations Committee to review the skills matrix to reflect the future needs of the Governing Body and University

Recommendation accepted.

43.25 Recommendation 28 – The Board to explore with the Executive what data it wishes to receive as part of a dashboard of performance measures

Members noted that this recommendation had been covered at the Away Day with the introduction of the new KPI's.

43.26 Recommendation 29 – To consider revising the delivery of the induction programme for new Governors to include an introduction to university finance reporting

Recommendation accepted.

43.27 Recommendation 30 – To consider supplementing the support available to Board members through the Clerk’s office by subscribing to some of the sector’s respected policy briefing services

The Clerk confirmed that board members already received sector headlines weekly. The Chair stated that he would prefer that members received all the available information, giving them the ability to be selective in their reading. Recommendation accepted.

43.28 Recommendation 31 – To review the role and duties of the Clerk in light of the likely increasing demands on governing bodies from changes in the regulatory environment

The Chair noted that the current arrangement worked well for the Board but was unusual in the sector and could create an isolated role as the Clerk worked solely for the Board and reported directly to the Chair of the Board. A Clerk with greater involvement in the executive may be in a better position to support the Board, however, the disadvantage of this may be that the Clerk became more partisan.

43.29 Members discussed the roles of Company Secretary and University Secretary or Registrar. Members noted that there was potential overlap between the Clerk role and roles in the Vice Chancellor’s office, and that changes to the Clerk role would depend to some extent on the organisation of the Vice Chancellor’s Office, which was a matter for the Vice Chancellor and his team. The Board agreed to consider the recommendation further before making a decision.

43.30 Recommendation 32 – External support for the Clerk

Recommendation accepted.

43.31 The Chair thanked Ranmore Consulting for the report, and asked the Clerk to pass on the thanks of the Board and outline the Board's decisions and next steps.

The Chief Operating Officer, Executive Dean of Student Experience, Director of Student and Academic Services, Finance Director, Dean of Education and Humanities and Executive Officer joined the meeting.

44/18 Minutes of Previous Meeting

44.1 The Board approved the minutes of the meeting held on 21 February 2018 as a true record of that meeting.

45/18 Action List and Matters Arising

45.1 The Board received Paper B on actions arising from previous meetings. Additional comments were received on the following:

45.2 Annual HR report to the Board (Minute 229.6)

The Clerk advised the Board that the HR report would be on the May Board agenda.

45.3 SEMLEP Presentation to the Board (Minute 228.4)

In addition to a planned presentation from the Chief Executive of SEMLEP, the Chair reported that the Chief Constable of Northamptonshire Police would attend part of the May Board meeting. It was noted that the Project Assurance Committee had discussed security measures, serious incidents and crime rates. The Director of Student and Academic Services advised the Board that the University was working closely with the Chief Constable regarding improved security on campus.

45.4 With regards to the opening of the campus, the Chief Operating Officer advised the Board that the University would work with the Police on a test run to

plan for different scenarios for the opening of the campus, including traffic control. Relations with the local residents were also discussed. The University was working to ensure that local residents were assured and had channels through which to raise concerns.

45.5 The Chair suggested that the Board should also invite the Director of Public Health to attend a Board meeting to discuss the future of health and wellbeing in the county, as the University intended to continue working in these areas.

46/18 Faculty of Education and Humanities

46.1 The Board received a presentation from the Dean of the Faculty of Education and Humanities. This covered a SWOT analysis of the Faculty for 2017/18 and included the following;

- Strengths – Innovation in learning, teaching and assessment. The programmes were Waterside ready and they had developed since last year. The PAT (Personal Academic Tutor) system was strong and the student experience had improved. Involvement with Changemaker was good and the student placement scheme was well established. Teacher training was judged by Ofsted to be “Good” and the Faculty had the highest NSS results across the University.
- Weaknesses – Full time undergraduate recruitment had dropped from 411 in 2016/17 to 372 in 2017/18. There was low graduate employability in some courses, and BME student attainment was mixed across the undergraduate programmes.
- Threats – Low potential for growth in undergraduate numbers, government policies, a drop in Research and Enterprise income for 2018/19, not many bids were won.

- Opportunities – REF (Research Excellence Framework), potential to submit for three REF units. Potential growth in Education and Linguistics, apprenticeships and MBA for Education Leaders, which had a potential market both nationally and internationally.

46.2 The Dean of Education and Humanities advised the Board that succession plans were in place to ensure that the student experience was secure during the transition to Waterside.

46.3 Members noted the potential for growth in apprenticeships. The Dean of Education and Humanities advised the Board that the Faculty were marketing the MBA for Education Leaders to Head Teachers and they were also focusing on the international market. Members asked about opportunities to offer corporate and professional development. The Dean of Education and Humanities advised the Board that the Faculty had secured some consultancy work previously, but the current market was challenging, due to restrictive school budgets and competition from other providers.

46.4 Members noted the drop in Research and Enterprise income in 2018/19 and asked whether unsuccessful bids were analysed. The Dean of Education and Humanities advised the Board that the Faculty had reviewed the unsuccessful bids and there was no common theme, but in each case they had narrowly missed securing the funding. The Executive Dean of Student Experience asked whether BREXIT was having an impact on European funding. The Dean of Education and Humanities advised the Board that there were still many European projects available. Members suggested an internal peer review system to increase experience of the bidding process.

46.5 Members noted that there was a growth in demand for teachers within the county. The Dean of Education and Humanities advised the Board that the University has good links with local schools and the education community within the county.

46.6 Members noted that there was a potential national change in views of Early Years and Foundation teaching. The Dean of Education and Humanities advised the Board that the Faculty was involved in trying to influence national policy.

46.7 The Chair thanked the Dean of Education and Humanities for an informative and helpful presentation and congratulated the Dean and her team on some excellent progress.

The Dean of Education and Humanities left the meeting.

47/18 Remuneration of Board Members

47.1 The Board received and noted Paper C, which covered considerations on the remuneration of Board members. The Board agreed to take no further action at this stage.

48/18 Students' Union Activity

48.1 The Board received and noted Paper J, an update on Students' Union Activity.

48.2 The President of the Students Union advised the Board that data sharing arrangements with the University have been updated to resolve issues with the gathering of student data.

48.3 The turnout for the most recent Students' Union elections was twenty one percent. There had been a good field of candidates, with active engagement of candidates in both full and part-time positions.

48.4 The President of the Student Union advised the Board that the Students' Union was developing a new strategy and brand. The aim was to make the Students' Union accessible to all students, rather than being perceived simply as a night time venue. The President of the Student Union advised the Board that

the Platform venue had been well received, and the Students' Union had received a commendation from the local Police regarding safety.

48.5 The Executive Dean of Student Experience recognised the impressive work carried out by the Students' Union at committee and working party level in relation to learner support and assessment strategy.

48.6 Members welcomed the next opportunity to meet the Students' Union's full and part-time officers. The Chair advised the Board that the Vice President for Education had reached the end of his term of office and asked the President of the Students' Union to invite his replacement to the July Board meeting. The Chair congratulated the President of the Students' Union on his re-election and thanked him for his open and honest report, which provided the Board with assurance that the Students' Union was being well managed.

49/18 Report from Audit Committee and Risk Workshop

49.1 The Board received and noted a report from the Deputy Chair of the Audit Committee, which included the following;

- Risk Workshop – A list of points generated from the workshop had been drafted, new items and changed emphases would be built into the risk register for the next PAC and Audit Committee.
- IT – Remained on the agenda, the risks were seen as shifting to unforeseen start-up problems and resourcing after the move to Waterside.
- TEF – Risks should form part of the Board agenda. There was confidence in the Student and Academic Services team, but the role of the Academic Assurance Group should be reviewed and possibly strengthened and emphasised.
- Annual Safety, Health and Environment Report – Assurances were received that appropriate resources and emphasis were allocated to this.

- IT Controls – A further review of controls against best practice would be undertaken by PWC between October and December 2018.
- Assurance Framework – This was designed to assess whether the controls over risks to meeting strategic objectives were in place. The importance of the Academic Assurance Group was very apparent.
- General Data Protection Regulation – Was being addressed, an internal audit report was received.
- Internal Audit – Performance was reviewed and the Committee recommended renewal of the current contract on a two year basis, with an option to extend for two further one-year terms.

49.2 The Deputy Chair of the Audit Committee advised the Board that the Audit Committee had reviewed the performance of the external auditors. The performance delivered was satisfactory, despite a short period in which to complete their work. Additional work had been undertaken by the External Auditors. The Finance Director confirmed that he was satisfied with the proposed additional fee. The Deputy Chair of the Audit Committee asked the Board for agreement to pay an additional fee of £15k to EY for their work on the 2016/17 audit. The Board agreed the payment.

49.3 The Executive Officer advised the Board that the University had received a qualified judgment from HEFCE regarding the Prevent Duty Annual Report. The Chair advised the Board that further discussion would take place at the April Board meeting. The Chair asked the senior management team to consider how easy it was for students and staff to raise concerns. This applied both to Prevent, and to other incidents such as bullying and harassment. Whilst it was clear that effective policies were in place, it should be clear how to engage with these, and how staff members should respond if an incident was reported to them. It was noted that most students would raise issues through their tutors.

49.4 It was noted that online Prevent training was available for all governors. Any governor who wished to undertake the training should inform the Clerk. It was agreed that refreshing Prevent knowledge through training was a useful activity which all governors should undertake at regular intervals.

49.5 The Chair thanked those involved in the Risk Workshop which was held on 14 March and stated that this had been very helpful.

50/18 Risk Register

50.1 The Board received and noted Paper D, the Risk Register.

51/18 HEFCE's Annual Assessment of Institutional Risk

51.1 The Board received and noted Paper E, HEFCE's Annual Assessment of Institutional Risk.

51.2 The Finance Director advised the Board that the report stated that the University had missed a number of deadlines for the return of data. A detailed breakdown had identified nine missed deadlines since 2013/14. One of these had the prior approval of the Higher Education Statistics Agency (HESA) to which the data was returned. The remaining eight were incidences in which the data had been submitted on time, but not accompanied by the signature of the Vice Chancellor due to travel or other commitments. This signature had been provided as soon as possible afterwards.

52/18 Minutes of the Project Assurance Committee

52.1 The Board received and noted Paper F, the minutes of the Project Assurance Committee meeting held on 13 March 2018. Before the meeting, members and attendees of PAC were given a tour of the Waterside site and were extremely impressed with what they had seen.

Minute 52.2 is in the confidential section of these minutes.

Sara Goodwin left the meeting.

53/18 Report from VC and COO

53.1 The Board received and noted Paper G, a report from the Vice Chancellor and Chief Operating Officer.

53.2 In addition to the matters covered in the paper, the Vice Chancellor advised the Board that;

- National league tables would begin to be published in April
- UNIC (University Northampton International College) had passed a QAA inspection comfortably
- The relevant trades unions for the sector would submit their pay claim later in April.

53.3 The Vice Chancellor discussed the £2.4m clawback of funding by HEFCE which had previously been reported to the Board. The deadline for the University to return the funding had expired. The Chief Operating Officer advised the Board that the clawback was a retrospective fine by HEFCE, for students who trailed a module but still graduated. The Vice Chancellor noted that he felt this was a moral issue, since the fine was taken from student fees, and wished to pursue it on behalf of the students. He also noted that there could be potential for negative views of the University's stance on this issue. However, he wished to pursue it with HEFCE, and with the Office for Students which would exist from 1st April 2018. The Board gave the Vice Chancellor authority to pursue the issue as he saw fit.

53.4 The Vice Chancellor advised the Board about a campaign in which he was involved to encourage the Office for Students to consider the social value of education, and not focus exclusively on value for money as a financial transaction. On behalf of a number of universities and the President of the National Union of Students, the Vice Chancellor had written a [piece](#) on the

website of the Higher Education Policy Institute calling upon the Office for Students to develop the concept of 'Social Value for Money', to ensure discourse around the social value of education and have this recognized as part of the debate on value for money. The Board gave its strong support of this campaign.

53.5 The Board received an addendum to Paper G which covered the report of the Government Inspector appointed to review Northamptonshire County Council (NCC). The recommendations of the report were as follows;

- That the County Council and Borough and District Councils should be replaced by two new local authorities by 2020.
- That the Government considers sending commissioners into the authority.
- However, further action was subject to a decision from the Secretary of State, and arrival at a preferred approach by the various authorities involved.

53.6 The Chair advised the Board that the report was also critical of NCC's 'Next Generation Model' for the provision of services. He advised the Board that First for Wellbeing, the Community Interest Company limited by guarantee of which the University was a member would be closed, and its activities in the provision of health and wellbeing taken back under full NCC control.

Minute 53.7 is in the confidential section of these minutes.

53.8 The Deputy Chair of the Board, in her capacity as NCC's cabinet member for Health and Wellbeing, reported on history and current situation with regards to the budget for health and wellbeing. She stated that NCC would retain First for Wellbeing as a brand, and continue to work and commission in partnership with other organisations. There should be limited impact on customers and staff.

53.7 The Vice Chancellor reported that the University Management Team was considering the wording of the University's Changemaker Challenges. The current focus of the Challenges was on Northamptonshire. However, there was a suggestion that the Challenges would better complement the University's work if they had a more national and internationally focus alongside the commitment to work locally.

54/18 Management Accounts

54.1 The Board received and noted Paper G, the Management accounts as at 28 February 2018.

55/18 Board and Committee Dates for 2018-19

55.1 The Board received and noted paper I, the Board and Committee dates for 2018-19.

56/18 Any Other Business

56.1 Registration with Office for Students

The Director of Student and Academic Services advised the Board that the deadline to register with the Office for Students was 23 May 2018. The Clerk proposed an additional Board meeting on 15 May to review the submission to the Office for Students. All Board members would be invited.

Action: Clerk

57/18 Confirmation of Availability of Papers

The following papers were confirmed as confidential to the meeting:

- Paper A – External Effectiveness Review of the Board of Governors and its Committees
- Paper C – Considerations on Remuneration of Board Members

- Paper J – Update on Students’ Union Activities
- Paper E – HEFCE’s Annual Assessment of Institutional Risk
- Paper F – Project Assurance Committee

58/18 Dates of Forthcoming Meetings

- Board of Governors, 18th April 2018
- Treasury Committee, 18th April 2018
- Project Assurance Committee, 15th May 2018
- Board of Governors, 23rd May 2018