

Board of Governors

Minutes of the meeting held on 24 September 2021

Present

Mark Mulcahey (Chair), Dayo Adedapo from item 120.5, Damilola Akhigbe, Lucie Armstrong-Kurn, Sue Dutton, Beth Garrett, Matthew Hanmer, Richard Horsley, Shivani Kaushike, Rayna Miller, Nikhil Paul, Nick Petford, Martin Pettifor, Nick Pitts-Tucker, Ivna Reic, Jon Scott, John Skelton, Paul Wood

In Attendance

Mark Butler (Good Governance Institute), Brendan Fawcett (Head of Planning) from item 126.1 to 129.13, Emma Finlay (Governance Assistant), Miriam Lakin (Clerk to the Board), Terry Neville (Chief Operating Officer), Shân Wareing (Deputy Vice Chancellor)

118/21 Welcome, Apologies and Quorum

118.1 The Chair welcomed those present and in particular Mark Butler from the Good Governance Institute who was in attendance as an observer. The Chair confirmed that the meeting was quorate.

119/21 Governing Documents

119.1 The Board received Paper A, the revised governing documents for approval.

119.2 With a change to section 22.1 of the Bye-Laws, the Board approved the revised governing documents as set out in Paper A.

119.3 The Board agreed to review the governing documents every three years.

120/21 Appointment of Chair, Deputy and members

120.1 The Board received Paper B, which contained proposals on the appointment of the Chair, Deputy Chair and members.

Mark Mulcahey left the meeting and the Senior Independent Member took the Chair

120.2 The Board received a proposal that Mark Mulcahey's term of office as an independent governor was extended for a period of one year from 31/07/2022 to 31/07/2023, and that he was appointed as Chair of the Board from the current meeting until the end of his term of office in 2023. The Board noted that there were exceptional circumstances, and that the extension of Mark Mulcahey's term of office beyond the usual nine years would facilitate effective succession planning.

120.3 The Board agreed to extend Mark Mulcahey's term of office from 31/07/2022 to 31/07/2023. The Board agreed to appoint Mark Mulcahey as Chair of the Board from the present meeting until 31/07/2023.

Mark Mulcahey joined the meeting and Sue Dutton left the meeting

120.4 The Board approved the appointment of Sue Dutton as Deputy Chair of the Board for a term of office from 24/09/2021 to 31/07/2022.

Sue Dutton joined the meeting and Mark Mulcahey resumed the Chair. Jon Scott left the meeting

120.5 The Board received a proposal that the membership category of Jon Scott was changed from 'co-opted' to 'independent'. This was because the revised governing documents contained a definition of independent which Jon Scott

fulfilled. A member asked whether the acceptance of the recommendation would start a new term of office. The Clerk confirmed that the existing term of office would continue.

120.6 The Board approved the recommendation that Jon Scott was placed in the 'independent' membership category.

Jon Scott and Dayo Adedapo joined the meeting and Ivna Reic left the meeting

120.7 The Board approved the recommendation that the current term of office of the academic staff governor, Ivna Reic, was extended until 31/07/2023. This would allow a new academic staff governor to start in the new academic year 2023, and allow staggering between the appointments of the academic and professional services staff governors. The Board agreed that section 3.4.3 of the Articles of Government would be temporarily suspended to allow the extension of the term of office.

Ivna Reic joined the meeting

120.8 The Board noted that Jeff Halliwell had stepped down as a Board member as of 19/07/2021, and passed a vote of thanks to Jeff.

121/21 Declarations of Interest and Review of Board Members' Interests

121.1 There were no declarations of interest in addition to those already held on record by the Clerk.

121.2 The Board received and noted Paper C, a review of the current register of interests of Board members.

121.3 The Board confirmed that no action was necessary in respect of any external interest held by a member.

122/21 Minutes of the Previous Meeting

122.1 The Board approved the minutes and confidential minutes of the meeting held on 14 July 2021 as a true record of that meeting.

123/21 Action List and Matters Arising

123.1 The Board received and noted Paper D on actions arising from previous meetings.

123.2 In respect of action 21/85.8, it was reported that some Board members were awaiting further information about the student personas project from the CEO of the Students' Union. However, the CEO had resigned over the summer. The student governors reported that Roger Weston who had previously been Deputy CEO had been appointed as CEO.

123.3 In respect of action 21/35.5 on reporting to the Board about income generation, the Chair stated that he would discuss further with the Chair of the Audit Committee.

124/21 Appointment of Senior Independent Member

Paul Wood left the meeting

124.1 The Board received for Paper E, which recommended the appointment of the Senior Independent Member.

124.2 The Board approved the appointment of Paul Wood as the Senior Independent Member, effective from 1 October 2021 to 29 September 2024.

Paul Wood joined the meeting

124.3 The Chair thanked Martin Pettifor for carrying out the role of Senior Independent Member for the last four years.

125/21 Departure of VC and COO

125.1 The Board noted that the departure of the VC and COO in July 2022 had been announced to the University and press the previous day. Board members only had received Paper F, a report on the departure, the relevant communications, the creation of a Search Committee by the Board, and the activities of the Search Committee to date, including the appointment of search consultants.

The VC, COO, DVC, student and staff governors left the meeting.

Minutes 125.2 to 125.10 are in a section of these minutes which is confidential to the independent governors of the University.

125.11 The Board agreed changes to the remit of the Search Committee as set out in Paper F. This would become the Search and Transition Committee, with a role in advising the Board on transition as well as search.

The VC, COO, DVC, student and staff governors re-joined the meeting.

The Head of Planning joined the meeting.

126/21 Update on Performance Against Budget

126.1 The Chief Operating Officer confirmed that the financial position at the end of the 20-21 year was better than had been expected. Cash reserves had increased from £19m to £49m and performance against budget for 2020/21 was £20m better than budget. The Chair congratulated the senior management for an excellent result during an extremely challenging year.

126.2 The Board received and noted Paper G, which reported on the final outturn for 20/21, and the likely position for 21/22.

126.3 It was noted that there was an additional £7m deficit in the latest valuation of the LGPS pension scheme. This, combined with other likely changes created a risk of technical insolvency.

126.4 The Chief Operating Officer provided an overview of student recruitment to date for 2021/22.

Minute 126.5 is in the confidential section of these minutes.

126.6 A member asked whether the student mix at the University was changing permanently. The Chief Operating Officer stated that the recruitment of students from overseas was buoyant for the UK due to some countries remaining closed to overseas student recruitment. This situation could be expected to change. Additionally many home students had decided to defer, which could create a shortage of places next year. It could therefore be concluded that there was no fundamental change in the mix of students recruited, but rather the impact of various circumstances beyond the University's control.

126.7 The Deputy Vice Chancellor noted that the University was starting to see a wider national recruitment pattern, showing that its reach was extending.

126.8 Members asked when decisions about any mitigating action in relation to student recruitment would need to be taken. The COO confirmed that this would be after the December HESA data census point.

127/21 KPI Assessment in 2020-21

127.1 The Board received and noted Paper H, a report on the achievement of the University's key performance indicators in 2020/21.

127.2 The Chief Operating Officer advised the Board that not all of the data was currently available, and some results would be confirmed once the HESA student and staff return had been signed off.

127.3 A member acknowledged the positive result for non-pay spend vs income ratio and achieving the goals for enterprise income.

128/21 Review of NSS Results

128.1 The Board received and noted Paper I, a review of the results of the National Student Survey. It was noted that performance in the NSS had fallen short of the KPI target.

128.2 The Head of Planning introduced the data, including the dashboards that were available to faculty staff to allow them to assess performance in their courses and faculties.

128.3 The Head of Planning discussed question 27 on the NSS, which assessed overall student satisfaction. He stated that a key issue was the number of students who were neutral in their answer to this question, rather than dissatisfied. Converting the neutral responses to satisfied would improve the University's NSS result and position in the league tables.

128.4 A member asked about the response rate compared to the previous year. It was confirmed that the response rate was 68% compared to 72% in the previous year.

128.5 The Board then discussed question 18 on satisfaction with the IT resources. The Head of Planning stated that satisfaction had dropped across the sector, presumably in response to the impact of the pandemic. The Board noted the trend for the University's result in this measure over the last 5 years. The Head of Planning reported that comparing the University's 2021 result to that of other institutions which had also experienced a cyber-attack showed that the University's result had dropped less than the other institutions. Before 2021, the University's result had been trending upwards.

- 128.6 A member stated that the IT infrastructure at the Waterside campus had been intended to give a competitive advantage. However, the NSS results indicated that a return on the investment had not yet been seen, raising the question of how a return could be produced.
- 128.7 Members noted that different students needed different resources depending on their courses, producing different types of experiences. It was suggested that a cross-faculty approach to IT support was not necessarily the right one.
- 128.8 A member asked if the resourcing was effective to address the IT issues raised by the survey. The COO confirmed that there had been reorganisation to ensure that support was right. In addition, the cyber-attack had highlighted some poor practices which had been addressed during the recovery.
- 128.9 In respect of NSS data overall, a member stated that the results should not be a surprise and highlighted the need for interim data which would draw attention to issues earlier and improve the speed of response. The Deputy Vice Chancellor stated that programme level surveys were now in use. These would allow data to be gathered and changes to be made sooner.
- 128.10 A member asked about the actions being taken on poorly performing courses and subject areas. The Deputy Vice Chancellor stated that the approach involved:
- Consideration of staffing and line management, for example to address understaffing or instability in the team and focus on succession planning and performance management
 - Working with programme teams to give them the right tools to understand and improve performance.

128.11 The Deputy Vice Chancellor gave an overview of action being taken improve the NSS results, these included:

- Recruitment of a Chief Information Officer
- Moving to semesters, which would relieve the burden on timetabling
- Refreshment of the student analytics system
- Ensuring that leadership was at the right level and leaders had a realistic workload
- Portfolio refreshment.

It was agreed that the Board would receive the full action plan at the next Board meeting.

Action: Deputy Vice Chancellor

128.12 A member asked whether there was evidence that active blended learning was the right strategy for the University, considering the recent NSS results. The Deputy Vice Chancellor stated that there were areas of excellent performance. There was work ongoing to understand the reasons for this and how it could be replicated. She stated that ABL (Active Blended Learning) was the right strategy, but there were issues with its deployment. In implementing ABL, a rather rigid structure had been imposed which could result in a lack of agency for staff and loss of creativity. Data showed that students had a good experience with a highly-engaged programme team. The intention therefore was to loosen regulations and share good practice. A member from the academic staff stated that some staff were not confident using ABL and removing some of the rigidity would empower staff.

129.13 The Deputy Vice Chancellor gave an overview of the actions being taken to encourage agency, creativity and motivation overall, and in the deployment

of ABL. These included new leadership initiatives, career development and diversification and modernisation of the curriculum.

129.14 Members:

- stated that rapid improvement in the NSS results was needed
- stated that they were not yet assured that a clear and robust plan was in place to address issues
- asked whether the action plan had enough focus, investment and support to enable changes to take place, and suggested that there should be consideration of any resourcing gaps.

The Head of Planning left the meeting.

130/21 2020-2021 Sustainability Annual Report

130.1 The Board received Paper J, the Annual Sustainability Report for 2020/21.

This included the University's carbon management plan and pledge to reach net carbon zero by 2030.

131/21 Progress on previous recommendations

131.1 The Board received Paper K, a report on the progress of previous recommendations arising from Board reviews.

131.2 The Board agreed:

- the closure of four recommendations from the previous external review of the Board's effectiveness
- the closure of eleven recommendations made by the 2018/19 Board Development Working Party.

131.3 The Board received:

- an update on the action plan made in response to recommendations from an internal audit of the corporate governance framework (as reported to the Board on 28/10/2020)
- an update on the University's position in relation to a governance action plan published by De Montfort University.

132/21 Review of compliance with HE Code of Governance

132.1 The Board received Paper L, a review of compliance with HE Code of Governance.

133/21 Report from Remuneration Committee on agreed personal and corporate objectives for 21-22

133.1 The Board received Paper M, a report from the Remuneration Committee on the agreed personal objectives of the senior post holders for 2021/22, and the corporate objectives (KPIs) which would be used in the assessment of any performance related pay in respect of performance in 2021/22.

134/21 Report from Remuneration Committee on achievement of personal and corporate objectives for 20-21

134.1 The Board received Paper N, a report from the Remuneration Committee on achievement of senior post holders' personal objectives, and the achievement of corporate objectives (KPIs) which would be used to calculate performance related pay in respect of performance for 2020/21.

135/21 Who are our students?

135.1 The Board received Paper O, a report on student data for the 2020/21 year. This included student numbers on and off-campus, age, gender, ethnicity, disability, domicile whilst studying, socio-economic background and qualifications on entry.

136/21 Minutes of the Senate meeting held on 7 July 2021

136.1 The Board received Paper P, the minutes of the Senate meeting held on 7 July 2021.

137/21 Smarter Working update

137.1 The Board received Paper Q, an update on the smarter working initiative from the Director of Human Resources.

138/21 To note decision taken by electronic means to appoint auditor

138.1 The Board received Paper R, and noted that it had taken a decision by electronic means during August 2021 to appoint BDO:

- As external auditor for University of Northampton Higher Education Corporation
- In its capacity as the member of the following subsidiary companies and in accordance with the Companies Act sections 485 and 489 as external auditor of the following:
 - University of Northampton Enterprises Ltd (Company number: 03092244)
 - Icon Operations Ltd (Company number: 06997872)
 - Icon East Midlands (Company number: 6488678)
 - Waterside Campus Development Co Plc (Company number: 9284830)

139/21 Ratification of signatures under seal

139.1 The Board ratified the signature of documents under seal as set out in Paper S.

140/21 Management Accounts to July 2021

140.1 The Board received and noted the management accounts for the period ending 31 July 2021.

141/21 Any Other Business

October Board Meeting

141.1 The Chair confirmed that the members of UMT had been invited to attend part of the Board meeting in October. They had been asked to prepare in advance:

- A high level summary of their faculty/department
- Two highlights from the past year and three priorities for the present year.

This would be distributed prior to the meeting. The structure of the session would allow Board members to meet UMT members directly for short conversations.

142/21 Review of the meeting

142.1 A member commented that the room layout had not been effective for the type of meeting.

143/21 Availability of Papers

143.1 The following papers were confirmed as confidential to the meeting:

Confidential Section of the minutes of the meeting on 14 June 2021

Paper F – Departure of VC and COO

Paper G – Update on Performance Against Budget

Paper H – Operational Plan – KPI Assessment 2020-21

Paper J – 2020-21 Sustainability Annual Report

Paper K – Progress on Previous Recommendations

Paper L – Review of Compliance with HE Code of Governance

Paper M – Personal and Corporate Objectives 2021/22

Paper N – Achievement of Personal and Corporate Objectives 2020/21

Paper O – Who are our Students?

Paper P – Minutes of the Senate Meeting held on 7 July 2021

Paper S – Ratification of Signatures Under Seal

142/21 Dates of Forthcoming Meetings

Audit Committee, 29 September 2.00pm – 4.00pm

Remuneration Committee, 11 October 2.00pm – 3.30pm

Nominations Committee, 11 October 3.45pm – 5.15pm

Achievement Committee, 13 October 11.00am – 12.30pm

Board of Governors, 20 October 9.00am – 12.00pm

A handwritten signature in black ink, appearing to read 'Mal Murray', with a large, sweeping flourish extending to the right.

Approved by Chair

20/10/2021

Date