

## **Board of Governors**

### **Minutes of the meeting held on 20 October 2021**

#### **Present**

Mark Mulcahey (Chair), Lucie Armstrong-Kurn, Sue Dutton, Beth Garrett, Richard Horsley, Shivani Kaushike, Rayna Miller, Nikhil Paul, Nick Petford, Martin Pettifor, Nick Pitts-Tucker (to item 147.9), Ivna Reic, John Skelton, Paul Wood

#### **Apologies**

Dayo Adedapo, Damilola Akhigbe, Matthew Hanmer, Jon Scott

#### **In Attendance**

Emma Finlay (Governance Assistant), Mark Hall (Executive Director of Finance) from item 149.1 to 150.5, Miriam Lakin (Clerk to the Board), Terry Neville (Chief Operating Officer), Shân Wareing (Deputy Vice Chancellor)

#### **143/21 Welcome, Apologies and Quorum**

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

#### **144/21 Declarations of Interest**

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

### **145/21 Minutes of the Previous Meeting**

145.1 The Board approved the minutes of the meeting held on 24 September 2021 as a true record of that meeting. The Board also approved the minutes of a section of the meeting on 24 September 2021 which was confidential to independent Board members only as it related to the recruitment of a new Vice Chancellor.

### **146/21 Action List and Matters Arising**

146.1 The Board received and noted Paper A on actions arising from previous meetings.

### **147/21 Student Experience and NSS Improvement Action Plan**

147.1 The Board received and discussed Paper B, the student experience and National Student Survey (NSS) improvement action plan. The Deputy Vice Chancellor (DVC) introduced the paper and confirmed that it had also been discussed at the recent meeting of the Academic Assurance Committee.

147.2 In reference to an action on decolonised learning, teaching and assessment, a member asked whether other institutions were following a similar course of action, and how the University advertised this to students and prospective students. The Deputy Vice Chancellor stated that most universities appeared to be engaging in similar work, and that this was a complex area. Data on student outcomes was the best currently available means of comparing across the sector. The University monitored this data, and other aspects of the experience of black and minority ethnic students through the University. The DVC stated that more could be done to promote the University's work in this area. She reported that the Black In The Ivory conference and awards taking place that day was the centrepiece of the University's Black History Month events.

- 147.3 In reference to an action to review the structures and cultures that contributed to being super supportive, a member asked for more information. The DVC stated that there were ongoing discussions about amount of resource required. Discussions also covered how best to direct resources to support student needs. She noted that the needs of students were changing, for example, there was greater demand for mental health support.
- 147.4 In reference to an action to appoint a Chief Information Officer, a member asked what interim activities would take place until the post had been filled. It was reported that comments made by students through the National Student Survey were being analysed, and an action plan developed as a result.
- 147.5 A member asked whether there would be any student surveys to evaluate the impact of the student experience and NSS action plan. The DVC confirmed that there would be surveys on aspects of the plan to test progress. Programme level surveys had also been introduced. These would assist in identifying trends prior to the receipt of the NSS results.
- 147.6 In respect of the portfolio review actions identified in the plan, a member asked whether academic staff were committed to the portfolio review, and whether the level of staff turnover supported portfolio review. It was reported that staff turnover in the University was low in comparison with the sector. However, there was a view from the faculties that both turnover and ongoing staff support and opportunities gave the capacity to develop new ideas. In particular, there were opportunities in research.
- 147.7 A member asked whether professional validation of programmes was part of the portfolio review. It was reported that professional recognition of

programmes was accepted by staff as a mark of value. Where professional recognition was not possible, staff worked to make links between programmes and industry. It was noted that there was some cost involved in engaging students with employment, for example study visits or external speakers. There may be a need to put budgets against these activities, which may align to ongoing discussion of using resources to be super-supportive.

147.8 A member asked about the impact of the action plan on retention and progression, noting the importance of retaining students as well as attracting them. The DVC stated that the plan supported and improved retention and progression. In addition, the important role played by every member of staff in retaining students was being emphasised in communications.

147.9 A member asked about the extent to which the Changemaker Challenges remained embedded, or whether some refreshment was needed. The Board discussed marketing in this context.

Minutes 147.10 to 147.12 are in the confidential section of these minutes.

Nick Pitts-Tucker left the meeting.

147.13 It was noted that the Students' Union could be more closely involved in promoting Changemaker, for example by linking its activity more closely to the Changemaker Challenges.

147.14 A member asked how the alumni network could be used as part of marketing, as many alumni would have inspiring stories to tell. It was reported that this area was not well resourced.

147.15 The Chair asked when the Board could expect to receive an updated marketing plan which included Changemaker and student recruitment.

147.16 The DVC reported that Project Clover, which aimed to increase student recruitment, was meeting weekly and could produce an update report at any time.

147.17 A member asked when the Board would next review progress on the student experience improvement action plan. The DVC suggested a quarterly update. It was agreed that this could be presented as a starred paper unless there was something that particularly needed to be brought to the attention of the Board.

### **148/21 Benefits and Risks of Academic Partnerships**

148.1 The Board received and discussed Paper C, on the benefits and risks of academic partnerships. The DVC confirmed that the paper had been discussed at the recent meeting of the Academic Assurance Committee.

148.2 A member asked for further information about the strategic importance of partnerships, the part they would play in the University's future, and where there were plans to develop or shrink. It was reported that income from partnerships could grow without the constraints of campus space. Partnerships also offered the opportunity to take the University's mission worldwide, and partnering with overseas institutions enriched the culture of the University.

148.3 It was confirmed that the Academic Partnership Office led partnership development, and development was measured through key performance indicators in the operational plan. The current operational plan would expire at the end of 2021/22, and a further plan would therefore be needed. It was noted that partnership development and planning had become more strategic, and that this should continue.

- 148.4 A member asked about how the risks of partnerships were mitigated and how the Board could get assurance that there were effective governance and risk management arrangements in place to support the partnerships, and the students. It was confirmed that each partnership was subject to a process of due diligence. It was noted that partner institutions could vary greatly, and therefore there was not a single risk profile for partnerships. A member stated that it would be useful to understand the intent and motivation of each partner, in order to establish its risk profile.
- 148.5 It was reported that the University had recently entered partnerships where the students were registered as University of Northampton students and would directly impact statistics and league table position, which increased the risk.
- 148.6 A member asked about the opportunities to deepen the relationship with partners and bring them into the University's mission, and how it could be ensured that the opportunities were taken. It was noted that not all partners would wish to have such a relationship. However, building a partnership required effort and resource on the part of the University, and therefore it should be ensured that partnerships functioned at every level, as this would reduce cost and risk. There was ongoing work to document partner relationships, for example through a Customer Relationship Management system, and understand how they could be developed.
- 148.7 A member asked whether there was a matrix of risk and return which meant that partner relationships could be analysed for profitability, and how this affected decision making about where each partner fitted into the overall portfolio.

148.8 The VC stated that a previous paper to the Board had ranked partnerships by internal rate of return and suggested revisiting this exercise. The Chair asked for an additional paper on the overall plan for academic partnerships, covering the questions raised by Board members during the discussion, to be presented to the Board in the new calendar year.

**Action: Executive**

The Executive Director of Finance joined the meeting.

### **149/21 Bond Covenants**

149.1 It was reported that Board members and the executive had been discussing the potential to renegotiate bond covenants with HM Treasury (HMT).

Minutes 149.2 to 149.7 are in the confidential section of these minutes.

149.8 The Board agreed the executive's suggested proposal to HMT on renegotiated bond covenants.

### **150/21 Management Accounts to September 2021**

150.1 The Board received and noted the management accounts for the period ending 30 September 2021.

150.2 The Executive Director of Finance advised the Board that the finance team were still working through the billing process for tuition fees and accommodation, and reported on the early indications from this exercise, as well as the other main budget movements.

150.3 In respect of home student recruitment, it was reported that A-level grades had been better than forecast, which had meant that some universities had

been able to expand their recruitment whilst maintaining their admissions policies. It was also reported that in respect of undergraduate recruitment, the University had performed better than its basket of UCAS competitors.

150.4 It was reported that the competency testing market was becoming more competitive as there were now five Competency Testing Centres across the UK. The contract for the University's CTC had recently been extended for 3 to 5 years.

150.5 A member asked about the level of outstanding debt. The Executive Director of Finance stated that there he saw no cause for concern at present as debt levels were similar to the previous year. He noted that there had been more issues around students not being able to pay fees due to loss of work caused by the pandemic. The University had been able to give more flexibility in these cases.

150.6 A member asked about the progress of the audit of the University's accounts. The Executive Director of Finance stated that there had been no issues to date.

The Executive Director of Finance left the meeting.

### **151/21 November Board Meeting**

151.1 The Chair noted that the plan to be presented to the November Board meeting would mean it was a critical meeting. It was noted that there were four key areas for pre-reading:

- Project Clover student recruitment plan
- Estates Plan
- National Student Survey
- Finances

These would be covered by presentations made to the Board's Away Day. It was suggested that the Board also received UCAS data which informed marketing, portfolio review and the estates plan. The Clerk was asked to compile any other relevant papers for pre-reading.

**Action: Clerk**

151.2 Members asked if the University's carbon management plan and net carbon zero pledge, and also academic partnerships, would be included in the plan to be presented in November. It was confirmed that both were part of the overall plan.

**152/21 Search Committee Update**

152.1 The Board received a verbal update from the Chair on the progress of the search for a new Vice Chancellor.

152.2 The Chair reported on the indicative recruitment plan and dates which were in discussion with the search consultants. An update would be given at each Board meeting.

**153/21 Committee Membership and Chairing**

153.1 The Board received Paper F, on the membership and chairing of the Board's committees, including current and forthcoming vacancies.

153.2 As part of their ongoing development as Board members, members were asked to consider:

- Whether they would like to join a committee
- Whether they would like to change committees to broaden their experience
- Whether they had aspirations to chair a committee, and how the Board could support these.

153.3 Board members were asked to contact the Clerk or the Deputy Chair of the Board/Chair of the Nominations Committee about committee vacancies and chairing aspirations.

#### **154/21 Away Day**

154.1 The Board received and noted Paper G, notes from the Board Away Day on 24 September 2021.

#### **155/21 Risk Management Annual Report and Risk Register**

155.1 The Board received and noted Paper H, the Risk Management Annual Report and the current fundamental risks to the University.

#### **156/21 Remuneration Committee Annual Report**

156.1 The Board received and approved for publication Paper I, the Remuneration Committee's Annual Report to the Board of Governors.

156.2 A member asked if there was a possibility to discuss performance related pay for employees in grades 1 to 11. It was reported that this was in the remit of the Vice Chancellor rather than the Board.

#### **157/21 Presentations from University Management Team Members**

157.1 The Board received and noted Paper J, which consisted of a brief presentation from each member of the University Management Team for discussion in their one-to-one conversations with Board members.

#### **158/21 Any Other Business**

##### **Board Review – Good Governance Institute**

158.1 It was reported that the review was ongoing. A workshop with the Good Governance Institute consultants after the Board meeting on 17 November 2021 was proposed and agreed by the Board.

### **World Menopause Day**

158.2 A member noted the success of recent University events in support of World Menopause Day, and the interest this had created on social media.

### **Black in the Ivory Conference and Awards**

158.3 It was reported that Rayna Miller was a guest speaker at the award ceremony that evening.

### **Comprehensive Spending Review**

158.4 It was reported that results of the government comprehensive spending review would be known by the time of the next Board meeting. There may be implications for the University and the sector.

### **Freedom of Speech**

158.4 In relation to recent press coverage of another university, a member asked whether the University had seen any harassment of staff due to their views, and whether the University needed to clarify its position. It was reported that there had been no similar incidents at the University, and the University stood ready to support and uphold freedom of speech. Board members noted that there was a potential risk of reputational damage and advised that the risk should be considered. The Clerk suggested a review of the relevant policies. The Chair of the Audit Committee proposed that the Audit Committee review policies on freedom of speech.

### **Chancellor**

158.5 It was reported that the term of office of Reverend Richard Coles as Chancellor was to 31 July 2023. The Chancellor was stepping back from some

of his other duties. However, he had confirmed that he wished to continue as Chancellor of the University. The Board welcomed this.

### **Pro-Chancellor**

158.6 It was reported that the University had held a dinner to celebrate David and Mary Laing's contribution to the county. This had been very successful, and good feedback had been received from attendees about the Waterside campus venue.

### **Sir Patrick Walker**

158.7 It was reported that a former Chair of the Board, Sir Patrick Walker, had passed away on 13 October 2021. Sir Patrick Walker had been a member and Chair of the Governing Council of University College Northampton from 2000 to 2005. The Board joined the University in sending condolences to the family.

### **Campus COVID-19 Protocols**

158.8 The Clerk reminded Board members to take a lateral flow test before attending meetings on campus in person. This was in accordance with the protocol for all staff.

158.9 A member asked whether the University was considering changing its protocols in the light of increasing COVID-19 cases nationally. It was confirmed that this was under consideration, and that the University remained ready to institute additional measures as needed.

### **159/21 Review of the meeting**

159.1 Members commented that the session of one-to-one meetings between Board members and University Management Team members had been very useful.

### **160/21 Availability of Papers**

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

Confidential Section of the minutes of the meeting on 24 September 2021

Paper F – Committee Membership and Chairing

Paper G – Notes from Board Away Day

Paper I – Remuneration Committee Annual Report

Paper J – Presentations from UMT Members

### **161/21 Dates of Forthcoming Meetings**

Board of Governors, 17 November 9.00am – 12.00pm

Good Governance Institute Workshop, 17 November 1.00pm – 3.00pm

Audit Committee, 1 December 2.00pm – 4.00pm

A handwritten signature in black ink, appearing to be 'M. M. M.' followed by a large, stylized flourish.

Approved by Chair

17/11/2021

Date