

Board of Governors

Minutes of the meeting held on 13 July 2022

Present

Sue Dutton (Acting Chair in her capacity as Deputy Chair of the Board), Dayo Adedapo, Damilola Akhigbe, Lucie Armstrong-Kurn, Zoe Boyer, Beth Garrett, Richard Horsley, Shiv Kaushike, Nick Petford, Martin Pettifor from item 92.5, Nick Pitts-Tucker, Ivna Reic, Paul Wood

Apologies

Matthew Hanmer, Mark Mulcahey, Jon Scott, John Skelton

In Attendance

Tim Dobson (Head of Access and Participation) for items 100 and 101, Emma Finlay (Governance Assistant), Mark Hall (Executive Director of Finance) to item 94, Wray Irwin (Director of Enterprise and Employability) for items 100 and 101, Harriet Jones (Independent Governor designate), Miriam Lakin (Clerk to the Board), Terry Neville (Chief Operating Officer), Deborah Parker (Independent Governor designate) from item 96.3, Shân Wareing (Deputy Vice Chancellor), Michelle Teo (Independent Governor designate), Vikramaaditya (Independent Governor designate) to item 94.18

88/22 Welcome, Apologies and Quorum

- 88.1 The Deputy Chair of the Board welcomed those present and in particular welcomed the new independent governors who would be joining the Board at the next meeting. She noted apologies and confirmed that the meeting was quorate.

89/22 Declarations of Interest

- 89.1 There were no declarations of interest in addition to those held on record.

90/22 Minutes of the Previous Meeting

- 90.1 The Board approved the minutes of the meeting held on 22 June 2022 as a true record of that meeting.

91/22 Action list and matters arising

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

92/22 Financial Forecast

- 92.1 The Board received and discussed Paper B1, the financial forecast for the UK Infrastructure Bank (UKIB)/HM Treasury (HMT).
- 92.2 The Executive Director of Finance (EDF) introduced the paper and provided an overview of the reporting requirements, the bond covenants, and the assumptions that the forecast was based on.
- 92.3 The EDF reported that there would be one minor adjustment to the forecast, to take account of the fact that the fee cap of £9,250 included the 2024/25 academic year.

Minute 92.4 is in the confidential section of these minutes.

Martin Pettifor joined the meeting.

- 92.5 A member asked why inflation on non-pay costs was capped at 5%. The EDF confirmed that 10% had been allowed for inflation, but 50% of the non-pay costs were remission of fees to partners, which were not subject to inflation.
- 92.6 Subject to the adjustment as outlined by the EDF, the Board approved the financial forecast for submission to UKIB.

93/22 Management Accounts

- 93.1 The Board received and discussed Paper B2, the management accounts for the period ending 30 June 2022.
- 93.2 The EDF introduced the paper. He confirmed that the end of year performance could be better than budget depending on the spend during the remainder of the year.
- 93.3 A member asked about the level of outstanding debt and noted that it was £5m higher than in the previous year. He asked about the timeline to decrease the debt and the success rate of debt collection. The EDF reported on debt collection mechanisms, and noted that the current level of debt was likely to reduce due to the timing of invoicing.

The Executive Director of Finance left the meeting.

94/22 Board and Committee Organisation

- 94.1 The Board received and discussed Paper C, a proposal on future Board and Committee organisation.
- 94.2 The Chair introduced the paper and noted that it included both suggestions from the recent external review of the Board and points from previous Board

discussions about a revised structure. The Chair asked for the Board's comments about the proposed committee structure.

- 94.3 A member confirmed that the areas that the proposed committees would cover were relevant, but she had concerns about adequate coverage by Board members and asked about frequency of meetings.
- 94.4 The Chair stated that there were different options for the frequency of Board and committee meetings.
- 94.5 Board members discussed the advantages and disadvantages of the different options for frequency of meetings. Following this discussion, it was agreed that six Board meetings and three committee meetings was the appropriate structure.
- 94.6 It was suggested that there should be consideration of the alignment of the detailed work of the committees with what was escalated to the Board, and of the sequencing of committee meetings prior to Board meetings. There should be a focus on agenda planning to ensure that the Board maintained a strategic focus.
- 94.7 In reference to the proposed People, Culture, Quality and Standards Committee a member stated that it may be challenging to get the right mix of Board member skills. It was also noted that the workload of this committee could be heavy but would be manageable through an appropriate staggering of reports.
- 94.7 It was suggested that the Nominations and Governance and the Remuneration Committee could be combined as the required skillset of the members would be similar. It was noted that these two committees may have lighter workloads, and could be combined on this basis. The Clerk agreed to check on the requirement to run a Remuneration Committee as a

separate body. However, this would not prevent the two committees being run on the same day with the same membership.

Action: Clerk

- 94.8 A member noted the potential for the work of the proposed committees to overlap and stated that the committees would need to be disciplined in the management of their business and the escalation of items to the Board. The Chair noted the risk of responsibilities being missed, especially where they were held by more than one Committee.
- 94.9 A member asked about the responsibility for considering financial reporting. It was confirmed that in the proposed structure, the Infrastructure and Resources Committee would review recurring financial reports such as management accounts. The Audit and Risk Committee would review financial risk and the Annual Accounts.
- 94.10 The Chair asked about the viability of covering academic partnerships in two committees. The Chair of the Audit Committee agreed that partnerships should be covered by both the Audit and Risk Committee and the People, Culture, Quality and Standards Committee to ensure all aspects of partnerships were adequately reviewed.
- 94.11 A member suggested that it was beneficial to have an overlap of membership for areas that were covered by more than one Committee.
- 94.12 It was noted that some committees were likely to work to the same annual cycle, for example Remuneration Committee, and some would be more reactive. Care should be taken to ensure that committees were used effectively to address specific matters, in order to mitigate the risk of items being put on their agendas simply to fill the allocated time. The Board should take a role in driving the work flow.

- 94.13 It was also suggested that the Board and the executive should be better aligned through their meetings, to enable them to respond to each other.
- 94.14 The Chair asked whether the current level of delegations was correct, and whether the Board could delegate some items differently. She mentioned policies, subsidiary company governance and debt write-off as examples.
- 94.15 The Board discussed the approval of policies. The Chair of the Audit Committee suggested that a breach of a compliance policy should be flagged to the Audit and Risk Committee, but that the review of policies should be carried out by the relevant member of the executive and provided to the Board for information. This process would enable oversight by the Board and reduce delays.
- 94.16 Members stated that delegations should be reviewed. It was noted that where the Board had delegated decision making, it could gain assurance through regular reports about the decisions taken.

[Vikramaaditya left the meeting.](#)

- 94.17 The Chair asked whether the Board should run a risk workshop during 2022/23. The Chair of the Audit Committee questioned the effectiveness of the current style of workshop. She suggested running a workshop in May, with the decision on the topic taken jointly between the Board and the executive, and clarity of the purpose of the workshop.
- 94.18 The Chair referred to the information on committee operations in section 4 of Paper C. She noted that the Board had in place a system to rotate members around the committees and chairing responsibilities, serving two year terms of office.
- 94.19 The Chair referred members to the draft terms of reference of the new committees, as set out in Paper C. A member asked whether the number of

independent governors on each committee was adequate. The Chair asked whether members would be comfortable to join more than one committee. A member stated that it would depend on the workload of the committee and whether a member had chairing responsibilities. It was noted that some governors would struggle to commit to joining two committees. The Clerk shared a document which set out the suggested membership of the new committees. The Clerk confirmed that attendance at six Board and three committee meetings was the minimum expectation. This equated to nine meetings per year, which was the current number of Board meetings. Members would be free to join an additional committee, and this would be welcomed.

94.20 It was reported that all members would be invited to attend a meeting with the Chair or the Senior Independent Member. This would provide an opportunity to discuss committee membership and chairing opportunities.

94.21 The Chair drew the attention of the Board to section 9 of Paper C which set out the suggestions from the most recent external review of governance carried out by the Good Governance Institute (GGI). The Clerk stated that some of the suggestions in the GGI's report were being implemented, as set out in the paper, but there were others on which the Board had not yet commented. No comments were received in the meeting. The Chair asked Board members who had comments to feed back to the Clerk.

94.22 The Board discussed review points for changes to the Board and committee organisation. It was suggested that there should be a brief review at six months, and a formal review after 12 months.

94.23 The Chair confirmed that the new Committee structure would be implemented from September 2022.

94.24 The Chair summarised the decisions made by the Board:

- There would be six Board meetings and three meetings of each of the Committees annually
- The proposed Committee structure was approved, subject to consideration of combining the Remuneration and Nominations and Governance Committees
- There would be a review of the delegation of decision making, and particularly the approval of policies
- The Board agreed the dates and timings of the Board meetings and the Away Day as set out in section 6 of Paper C.

95/22 Board Membership Changes

95.1 The Board received and noted Paper D, an update on changes to Board membership.

95.2 The Chair noted that there had been no volunteers for the role of interim Deputy Chair.

96/22 Recruitment of Chair of the Board

96.1 The Board received and discussed Paper E on the recruitment of a Chair of the Board.

96.2 The Board agreed to establish a Search Committee for a new Chair of the Board, with the terms of reference as set out in Paper E.

96.3 Members commented on the operation of the search and suggested that beyond membership of the Search Committee there should be opportunities for

more independent governors to meet the candidates, for example through stakeholder panels which fed into the final interview panel.

[Deborah Parker joined the meeting.](#)

96.3 The Board discussed the membership of the Search Committee and received volunteers for membership. The membership would therefore be:

- Deborah Parker, independent governor with HR expertise
- Zoe Boyer, student member
- Ivna Reic, staff member
- Anne-Marie Kilday, Vice-Chancellor
- At least one further independent governor. Volunteers were sought and should contact the Clerk. The diversity of the Committee and final interview panel should be kept in mind.

96.4 The Board discussed the draft role description and person specification as set out in the paper. The inclusion of awareness of equality, diversity and inclusion was suggested as a key quality.

96.5 The Board delegated to the Search Committee responsibility to approve the final version of the role description and person specification.

97/22 University Management Team Arrangements

97.1 The Board received and noted Paper F, a summary of changes to the University Management Team due to the departure of existing members of the team, and the arrival of the new VC.

98/22 VC's Objectives and KPIs for PRP

- 98.1 The Board agreed to approve the new VC's personal objectives and the key performance indicators to be used in the calculation of performance related pay in relation to performance in 2022-23 by email.

Clerk's note: This approval was instead brought to the Board meeting on 30/09/22

99/22 Reappointment of Members

- 99.1 It was reported that two members of the Board had almost come to the end of their term of office and were eligible for reappointment subject to performance review. The Chair confirmed that performance review would take place before the end of July. The Board agreed to receive and approve a recommendation from the Chair about reappointment by email.

The Director of Enterprise and Employability and the Head of Access and Participation joined the meeting.

100/22 Revised Access and Participation Plan

- 100.1 The Board received and discussed Paper G, which proposed a variation to the University's Access and Participation Plan (APP) 2020-2025.
- 100.2 The Director of Enterprise and Employability (DEE) advised the Board that the Access and Participation Plan was an agreement between the governing body and the Office for Students (OfS), and the proposed variation was in order to align to revised priorities from the OfS.
- 100.3 The Head of Access and Participation (HAP) introduced the paper and reported on the four revised priorities for APPs set by the OfS.
- 100.4 A member asked if there were any aspects of the revised priorities which caused concern. It was reported that some of the new priorities were welcome. It was noted that the language had moved from 'aspiration raising'

to 'attainment raising', but it was not yet clear how this would be achieved, and may create a challenge for universities. The DEE noted that some of the student success targets were stretching, but that appropriate structures were in place to achieve them.

100.5 A member asked about the continuation rate for black and minority ethnic students. The DEE stated that the University's data indicated that the attainment level of black students was the key issue for the University to address, and noted that a number of initiatives were in progress to address this. The DEE reported that there were encouraging trends in closing the graduate outcomes gap between global ethnic majority and white students for 2021/22. He stated that there was additional work to be completed to understand fully the data.

100.6 A member asked how failure to deliver on a KPI in the Access and Participation Plan would be addressed by the OfS. The DEE stated that the OfS worked on a risk-based system in relation to its analysis of the data. If the University failed to make progress on a measure, or was unable to explain the reasons why there had been no progress, the OfS may choose to take a strong line. The DEE stated that the OfS acknowledged that this was a complex area to monitor. He confirmed that there were a set of indicators which underpinned each KPI. These enabled the University to respond quickly where the achievement of a KPI was threatened.

100.7 A member asked about the consequences of a breach. The DEE stated that the consequences in terms of OfS action could be severe, although the OfS had not yet taken this type of regulatory action based on an APP.

100.8 The Board approved the variation to the University's Access and Participation Plan 2020-2025 as set out in the paper.

101/22 Code of Practice with the Students' Union

- 101.1 The Board received and discussed Paper G, the Service Level Agreement and the new Code of Practice between the University and the University of Northampton Students' Union.
- 101.2 The DEE introduced the paper. He stated that the Service Level Agreement (SLA) was designed to provide stability, expectation and accountability in the relationship between the two organisations and for the £1.2m grant provided by the University. The DEE noted that the Code of Practice required review under the Education Act. He confirmed that the Code of Practice was an agreement between the governing body and the Students' Union (SU).
- 101.3 A member asked how the SLA had been received by the SU. The President of the SU confirmed that for the main part the SLA had been well received and seen as opportunity to align the strategic partnership between the two organisations. She noted that there were numerous priorities that were key to both organisations, and the SLA was an opportunity to outline how they would work together.
- 101.4 A member asked about the reporting structure to the Board. The DEE confirmed that the reporting structure was detailed in the SLA.
- 101.5 A member asked about the legal compliance of the complaints procedure as set out in the Code of Practice. It was noted that the Education Act 1994 stated that: 'There should be a complaints procedure which should include provision for an independent person appointed by the governing body to investigate reports of complaints.' A member asked if it was advisable for the DEE to become the single point for investigating complaints. The DEE reported that he had taken advice on this point and was content with the SLA

as it was drafted. It was also noted that the number of complaints escalated to this level was very low.

101.6 The Board resolved to appoint the Director of Enterprise and Employability to investigate complaints about the University of Northampton Students' Union in accordance with the Education Act 1994, s.22(2)(m).

101.7 The Board approved the Code of Practice between the University and the University of Northampton Students' Union as set out in the paper.

The Director of Enterprise and Employability and the Head of Access and Participation left the meeting.

102/22 HUMEN University Mental Health League Table Results

102.1 The Board received and noted Paper I, the results of the HUMEN University Mental Health League Table.

103/22 Any Other Business

Partnership with Chiswick College London (CCL)

103.1 The Board received and noted Paper J, which gave an update on this partnership.

Minute 103.2 is in the confidential section of these minutes.

Governors leaving the Board

103.3 The Board thanked the following for their outstanding contribution to the Board and the University:

Nick Petford – Vice Chancellor

Terry Neville – Chief Operating Officer

Mark Mulcahey – Chair of the Board

Martin Pettifor – Independent Governor

John Skelton – Independent Governor

103.4 In particular, the Chair acknowledged the contribution of following governors who would not be present at the Board dinner that evening:

Lucie Armstrong-Kurn had served on the Board for three years and had played a vital role in highlighting the staff perspective during Board discussion.

Nick Pitts-Tucker had served on the Board for nine years. In particular, the Board thanked him for his incisive and informed contributions and the challenge he had provided.

104/22 Confirmation of Availability of Papers

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

Paper A – Action List

Paper B1 – HMT Financial Forecast

Paper C – Board and Committee Organisation

Paper E – Recruitment of Chair of the Board

Paper F – University Management Team Arrangements

Paper G – Revised Access and Participation Plan

Paper H - New Code of Practice for Northampton Students' Union

Paper J – Chiswick College London

105/22 Dates of Forthcoming Meetings

Board Dinner – 29 September at 6.30pm

Board meeting and Away Day – 30 September at 9.00am



Approved by Chair

30/09/2022

Date