

Board of Governors

Minutes of the meeting held on 30 September 2022

Present

Sue Dutton (Chair), Dayo Adedapo, Damilola Akhigbe, Zoe Boyer, Beth Garrett, Matthew Hanmer, Harriet Jones, Shiv Kaushike, Anne-Marie Kilday, Deborah Parker, Michelle Teo, Vikramaaditya, Suzy Wallace, Paul Wood

Apologies

Richard Horsley, Ivna Reic, Jon Scott

In Attendance

Becky Bradshaw (Executive Director of Estates and Campus Services) for items 120 and 121, Emma Finlay (Governance Assistant), Frank Jordan (Head of Staff Development) for items 108 and 109, Miriam Lakin (Clerk to the Board)

106/22 Welcome, Apologies and Quorum

106.1 The Chair welcomed those present and in particular welcomed the new governors to the Board. She noted apologies and confirmed that the meeting was quorate.

107/22 Strategy Development

107.1 A strategy exercise was led by the Vice-Chancellor. Board members were asked to give their input on the development of a new strategy for the University.

107.2 The VC reported on the next steps in the creation of the new strategy:

- SUMS Consulting had been appointed to support strategy development
- A wider consultation would take place with stakeholders
- An initial concept based on the consultation process would be available by December 2022
- The new strategy would be implemented by the start of the academic year 2023/24
- In the interim the University would focus on progression, the awarding gap, National Student Survey results and league table position.

The Head of Staff Development joined the meeting.

108/22 Team Working

108.1 The Board carried out an exercise on the identification of team values and expectations.

108.2 The Clerk agreed to collate the responses to the exercise for discussion at a future meeting.

Action: Clerk

108.3 Members noted the value of ensuring that team culture was discussed and accepted. A member suggested a short open conversation at the end of each Board meeting.

109/22 Training and Development

109.1 The Board received and noted Paper A on the responsibilities of trustees and how these were fulfilled through training requirements.

110/22 Whistleblowing Training

110.1 The Board received training on the whistleblowing policy and procedure. This included information about how to recognise a qualifying disclosure, how to respond to a disclosure, and which disclosures were the responsibility of the Board.

The Head of Staff Development left the meeting.

111/22 Declarations of Interest

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

112/22 University Key Performance Indicators

112.1 The Board received and discussed Paper N, a set of University key performance indicators recommended by the VC and University Management Team. The VC introduced the proposal, noting that the intention was to reduce the previous number of KPIs, creating a set of KPIs that was focused and challenging.

112.2 A member suggested the inclusion of further indicators of financial performance. It was noted that meeting the Debt Service Cover Ratio (DSCR) drove other behaviours such as operating within budget. It was suggested that different teams could have indicators which supported the achievement of the overall KPIs. The VC reported that departmental and faculty plans

would be created, and these could include KPIs. The overall KPIs should be measures which were collectively owned. This approach was supported by the Board.

112.3 In respect of Objective 1 to deliver the required DSCR, a member asked if any early warning indicators were possible. The VC reported that updates would be given to the Board as necessary.

112.4 In respect of levels of student recruitment (Objective 3), a member asked how it could be ensured that the University maintained an appropriate level of entry tariff points. The VC reported that clear direction would be given from management to those making offers to students.

112.5 A member asked if the recruitment target for postgraduate research students should be more ambitious. The VC explained that the number was limited by the number of studentships the University could offer, and therefore the amount of Quality-related research funding received. As Research Excellence Framework (REF) performance had decreased, this funding had also decreased.

112.6 A member requested better visibility of the quality of the international students recruited. A member commented that there should be financial analysis of the impact of student recruitment decisions on quality and quantity.

Action: VC/Executive Team

112.7 The Board approved the following:

- The new key performance indicators (KPIs) for the University effective from the date of the current meeting
- That these KPIs would be used in the calculation of the corporate element of performance related pay related to 2022/23.

113/22 VC's Personal Objectives for 2022/23

113.1 The Board received and discussed Paper O, the VC's personal objectives for 2022/23.

113.2 Board members commented that it may be desirable to have objectives on improving the league table position, student experience, and academic and research performance, however, it was noted that some of these may be better as objectives shared with the University Management Team through corporate KPIs. The VC noted that this was an interim year whilst a new strategy was developed.

113.3 The Board approved at high level the VC's personal objectives for 2022/23 and delegated to the Remuneration Committee the responsibility to ensure that the objectives were sufficiently specific, measurable and had a time-scale indicated.

Action: Remuneration Committee

114/22 Minutes of the meeting held on 13 July 2022

114.1 The Board approved the minutes of the meeting held on 13 July 2022 as a true record of that meeting.

115/22 Matters arising from the minutes

115.1 The Board received Paper B, the actions arising from previous meetings.

115.2 In respect of minute 95.2, it was reported that there had been no volunteers for the role of Deputy Chair of the Board. The Board agreed that where cover

for the Chair was necessary, one of the Chairs of the Board's committees would be asked to provide this.

Minute 115.3 is in the confidential section of these minutes.

116/22 Review of the Register of Interests of Board Members

116.1 The Board received and noted Paper C, a review of the register of interests held by Board members.

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

117/22 Statement of the Board's Primary Responsibilities

117.1 The Board received and discussed Paper D, a draft statement of its primary responsibilities.

117.2 Members made comments on the draft. It was agreed that there should be further work on the vocabulary used, for example 'ensure' was not appropriate in all cases. Alignment with the Scheme of Delegation should be considered further to ensure it was clear how the Board carried out its responsibilities.

The Vice-Chancellor left the meeting

117.3 The Clerk agreed to incorporate the comments in a further draft for consideration at the next meeting.

Action: Clerk

118/22 Instrument of Government

118.1 The Board received and discussed Paper E, an amended version of the Instrument of Government.

118.2 The Chair introduced the paper and asked for the Board's comments about the amendment to section 5. Members agreed that there should be a degree of flexibility to allow the Board to consider if a Board member met the fit and proper requirements. As currently drafted the Instrument anticipated immediate removal without Board consideration of the circumstances. Members agreed that the wording of section 5 of the Instrument of Government should give the flexibility for a process to be used.

118.3 The Board therefore approved the Instrument of Government with changes as discussed.

119/22 Bye-Laws

119.1 The Board received and discussed Paper F, amendments to the University Bye-Laws.

119.2 In respect of section 22, a member asked if the expectation that staff and student governors withdrew from particular discussions was consistent with their rights. The Clerk reported that Board members should not be routinely excluded from Board meetings. Members highlighted the balance between trust and conflict of interest and agreed that conflicts and exclusions should be considered during the preparation of papers. The Board agreed that exclusion from a meeting due to a conflict of interest should be decided on a case-by-case basis rather than automatically excluding staff and student governors during certain discussions relating to senior post holders.

119.3 The Clerk agreed to redraft section 22 in accordance with this decision

119.4 The Board approved the University Bye-Laws as set out in Paper F subject to this change to section 22.

Action: Clerk

The Executive Director of Estates and Campus Services joined the meeting.

120/22 Update on Student Recruitment

120.1 The Board received and noted Paper P, an update on student recruitment.

120.2 The Executive Director of Estates and Campus Services (EDECS) introduced the paper and highlighted the following points:

- Home full-time undergraduate recruitment had increased
- All student accommodation was fully utilised

120.3 A member asked about the impact of over-recruitment on the ability of staff to support students with lower entry tariffs. The EDECS reported that a staff stress indicator survey had been carried out during the summer and the University Management Team were working on a response to the results. The survey had indicated that line management support was good.

120.4 A member asked whether international students received support for securing work placements. The EDECS confirmed that the Changemaker Team and Unitemps establish relationships with local employers to develop placement opportunities.

120.5 A member asked about the long-term objective for home full-time undergraduate recruitment. The EDECS confirmed that there was a Student Recruitment Strategy Group and the DVC could provide an update on the long-term targets.

121/22 Estates and Capital Strategy Update

- 121.1 The Board received and discussed Paper Q, an update on the strategy and prioritisations for estate development and capital projects.
- 121.2 The EDECS reported that the UK Infrastructure Bank had recently confirmed that they were prepared to discuss capital projects and the investment required to facilitate continued growth.
- 121.3 The Board supported the prioritisation of the proposed projects as set out in the paper.
- 121.4 A member asked whether the UK Infrastructure Bank was seeking business cases for each project, or a longer-term estate development plan. The EDECS confirmed that both were sought. She confirmed that a high-level plan and costs for the top three priority projects would be complete by November 2022. A member encouraged the EDECS to ensure the UK Infrastructure Bank were aware of how individual projects were connected to the 10-year vision for the estate. The EDECS confirmed that she would present a more detailed and broader estates plan at the Infrastructure and Resources Committee.
- 121.4 A member encouraged the EDECS to be innovative with the finances to fund individual business cases and seek third party funding where relevant.
- 121.5 A member asked about the commitment to net zero by 2030 and asked whether these priorities were embedded in each project. The EDECS confirmed that the commitment was central to each project. She confirmed that she would report in more detail on sustainability and the carbon management plan to the Infrastructure and Resources Committee.

121.6 A member asked about the plan to use simulations for health courses and whether this option was as effective as in person placements in a health setting. The EDECS confirmed that students would experience a combination of methods. The faculty of Health, Education and Society had successfully trialed the use of simulation during the pandemic.

The Executive Director of Estates and Campus Services left the meeting.

122/22 Committee Terms of Reference, Chairing and Membership

122.1 The Board received and discussed Paper L, the draft terms of reference for each of the Board's new committees, and the chairs of each committee.

122.2 The Board approved the chairs for each committee as set out in the paper.

122.3 Members noted that there was likely to be some overlap between the work of the different committees, for example between Audit and Risk and Infrastructure and Resources in their consideration of subsidiary companies.

Harriet Jones and Michelle Teo left the meeting

122.4 The Board agreed the terms of reference as set out in the paper.

122.5 The Board agreed that the terms of reference should be discussed further at each committee, and any proposed changes brought back to the Board for ratification.

Action: Clerk

122.6 The Clerk agreed to confirm the membership of each committee.

Action: Clerk

123/22 Board and Committee Agenda Plan for 2022-23

123.1 The Board received Paper M, the proposed agenda plan for the Board and its committees for 2022/23.

123.2 The Clerk introduced the agenda plan and reported that it had been prepared in order to ensure that the Board could focus on strategic items.

123.3 The Board approved the agenda Plan for 2022/23.

124/22 Appointment of Director of Uno Buses (Northampton)

124.1 The Board received and noted Paper R, a recommendation to appoint Ian Matthews, the University's Safety and Business Continuity Manager as a director of Uno Buses (Northampton).

124.2 The Board approved the appointment of Ian Matthews as a director of Uno Buses (Northampton).

125/22 Scheme of Delegation

125.1 The Board received Paper G, a revised version of the Scheme of Delegation.

125.2 The Board approved the revised Scheme of Delegation as set out in the paper.

126/22 Senior Post Holder Arrangements

126.1 The Board received and discussed Paper H, which proposed revised arrangements for objective setting and agreement of the remuneration of senior post holders and senior managers.

126.2 As the proposal was that the Board was no longer involved in setting and monitoring the objectives of the Deputy Vice-Chancellor and Chief Operating

Officer, the Board noted the risks of concentrating power in the VC role, but also that those with executive roles should be under the VC's mandate. The Board noted the risk that there may not be a member of the management team who could challenge without fear of consequences. It was noted that this could be mitigated by ensuring that candidates who were willing to challenge were recruited. It was also noted that there should be sufficient indicators of the VC's performance to allow the Board to identify potential issues. It was noted that other members of the University Management Team would be invited to present to the Board and its committees. It was suggested that committees could have brief sessions without the VC present in order to give the opportunity to raise issues.

126.3 It was noted that the new arrangements would give the VC the ability to suspend or dismiss the COO and DVC. As this could be destabilising to the University, it was agreed that there should be a point of pause. Therefore, the decision should be taken by the VC following consultation with the Board. The Board agreed that the Scheme of Delegation should be amended to make this clear.

Action: Clerk

126.4 Subject to this change, the Board approved the arrangements as set out in the paper.

127/22 Update from the Search Committee on appointment of Chair of the Board

127.1 The Board received a verbal update from the Chair of the Search Committee. She reported the following:

- The Committee was working on the role description

- Initial contact had been made with four executive search consultants to request indicative costings, terms and timeline
- The Search Committee would meet again to review information from the consultants and select the recruitment method.

128/22 Policies and Procedures

128.1 The Board agreed that the following policies and procedures would be reviewed at the next Nominations and Governance Committee meeting during October 2022:

1. Board of Governors' Code of Conduct, Paper I
2. Board of Governors' Disciplinary Policy and Procedure, Paper J
3. Board of Governors' Grievance Policy and Procedure, Paper K

129/22 Reappointment of members

129.1 The Board noted that it had approved by electronic means the reappointment of Paul Wood and Matt Hanmer for further three-year terms of office as independent governors following an evaluation of their performance.

130/22 'Who are our students?' data report

130.1 Paper S had not been received and would be deferred to a future meeting.

131/22 Update on pension deficit

131.1 The Board noted that it had received by email on 12/09/2022 an update on the pension deficit position.

131.2 The report stated that having received both valuations of the LGPS scheme, there had been a significant impact on the balance sheet. The University pension fund had moved from a deficit of £75m to a deficit of £9m. The University of Northampton Enterprises Ltd pension fund, which had already been in credit had improved by a further £2m. The University's balance sheet was strong as a result of this. A material uncertainty clause was not expected to be required in the financial statements for 2021/22.

132/22 Calendar of Board and Committee meetings 2022-23

132.1 The Board received and noted Paper T, the calendar of Board and Committee meetings for 2022/23.

133/22 Confirmation of Availability of Papers

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

Paper B – Action List

Paper D – Statement of Primary Responsibilities

Paper I – Board of Governors' Code of Conduct

Paper J - Board of Governors' Disciplinary Policy and Procedure

Paper K - Board of Governors' Grievance Policy and Procedure

Paper M – Board and Committee Agenda Plan 2022/23

Paper Q – Estates and Capital Strategy Update

134/22 Dates of Forthcoming Meetings

Remuneration Committee – 6 October 2022, 9-10.30am, Senate 401

People, Culture, Quality and Standards – 13 October 2022, 3.30-5pm, Senate 404

Infrastructure and Resources – 19 October 2022, 4-5.30pm, Senate 404

Nominations and Governance – 20 October 2022, 4-5.30pm, Senate 405

Audit and Risk – 24 November 2022, 2-4pm, Senate 405

Board meeting - 30 November 2022, 4-7pm, T-Pod A

Board meeting - 25 January 2023, 4-7pm, T-Pod A



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Approved by Chair

30/11/2022

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Date