

Board of Governors

Minutes of the meeting held on 19 July 2023

Present

Geoff Donnelly (Chair), Dayo Adedapo, Sue Dutton, Harriet Jones, Shiv Kaushike from item 78.4, Anne-Marie Kilday, Bhavya Mohan, Deborah Parker, Ivna Reic, Jon Scott, Michelle Teo, Suzy Wallace, Paul Wood

Apologies

Fajar Ajmal, Andy Burman, Matthew Hanmer, Vikramaaditya

In Attendance

Dinusha Boteju (Staff Governor Designate), Becky Bradshaw (Chief Operating Officer), Emma Finlay (Governance Assistant), Miriam Lakin (Clerk to the Board), Tom Owen-Smith (SUMS Consulting) for item 77/23, Jacob Saranga (Dean of Health, Education and Society), Shân Wareing (Deputy Vice Chancellor)

73/23 Welcome, Apologies and Quorum

73.1 The Chair welcomed those present, noted apologies and confirmed that the meeting was quorate. In particular, the Chair welcomed the Dean of Health, Education and Society as a guest member of the University Leadership Team in attendance for the meeting. The Chair also welcomed Dinusha Boteju who would be joining the Board at the next meeting as a staff governor and Bhavya Mohan who had joined the Board as a student governor.

74/23 Declarations of Interest

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

75/23 Minutes of the meeting held on 25 March and 15 May 2023

75.1 The Board approved the minutes of the meeting held on 24 May 2023 as a true record of that meeting.

76/23 Matters Arising from the Minutes

76.1 The Board received and noted Paper A, the actions arising from previous meetings.

76.2 In respect of minute 22/149.4, the Clerk noted that a Board session with students was still to be organised. The Clerk would liaise with the student governors to organise this.

Tom Owen-Smith from SUMS Consulting joined the meeting.

77/23 University Strategy

77.1 The Board received and discussed Paper B, the University strategy.

77.2 The VC advised the Board that Paper B was close to the final wording of the strategy. The VC noted that the strategy still required a name, and this would be discussed with the University Leadership Team.

77.3 The VC suggested that there should be a section at the end to conclude the strategy. She confirmed that this had been raised with SUMS Consulting.

77.4 A member noted that first priority was staff rather than students. The VC stated that the strategy was aimed primarily at staff as it was of less interest to students. Achieving the strategy's commitment to staff would enable staff

to deliver a transformative experience for students. A member noted that the strategy was likely to be read by future students. It was noted that a designer would prepare the strategy for publication and could help to ensure that its relevance to students was clear and had sufficient prominence.

77.5 A member asked about the timeline for launching the strategy. It was confirmed that the strategy would be launched at the end of September 2023. The VC also reported that operational plans would underpin the strategy.

77.6 It was noted that the strategy was an externally facing document. The Chair stated that for internal purposes a financial plan and key performance indicators were needed.

77.7 A member asked for further information about the plans which underpinned the strategy. The VC reported that all faculties and directorates were preparing individual strategic plans which included key performance indicators.

77.8 A member asked about a reference in the draft strategy to relieving staff of administrative pressures, and asked what impact this would have on students. The VC stated that currently academic staff engaged in some work which reduced the amount of time they spent on core duties which contributed to the student experience such as teaching. Additional resource had been provided for administrative support to ensure that the time of academic staff was used in a way that would have the most positive impact on student.

77.9 The Board approved the University Strategy as set out in the paper.

Tom Owen-Smith from SUMS Consulting left the meeting.

78/23 Vice Chancellor's Report

78.1 The Board received and discussed Paper C, the VC's report.

78.2 The VC introduced the paper. In addition to points in the paper, the VC reported that:

- Board members had asked about the University's position in league tables. The new strategy, reorganisation and other initiatives should have an impact on the league table positions.
- There had been a recent government announcement on potentially restricting recruitment to courses which did not produce good outcomes.
- There were government plans to increase the cost of visas which would have an impact on student recruitment and potentially the University's ability to diversify its staff base. Modelling was taking place to understand the implications for student recruitment.
- The VC was part of a Universities UK group on freedom of speech in HE, in response to new legislation. UUK would produce guidelines and the group had considered a first draft.

Shiv Kaushike joined the meeting.

78.3 In respect of staff reorganisation and recruitment, a member asked about the level of risk from not having a Director of HR. It was reported that a very effective Interim Director of HR was in post until January 2024 pending a permanent appointment.

78.4 The Board received an update on the completion of the University's accounts for 2021/22.

Minutes 78.5 to 78.7 are in the confidential section of these minutes.

- 78.8 It was reported that the accounts for wholly-owned subsidiary companies the University of Northampton Enterprises Limited and the Waterside Campus Development Company Plc would be completed by 26 July 2023. This provided assurance that there was no risk of the bond being suspended.
- 78.9 It was reported that there would be an Annual General Meeting of the Waterside Campus Development Company Plc on 27 July.
- 78.10 In its capacity as member of the University of Northampton Higher Education Corporation, sole owner of the Waterside Campus Development Company Plc, the Board resolved to appoint Geoff Donnelly and Shiv Kaushike as its representatives at the annual general meeting of the Waterside Campus Development Company Plc. on 27 July.
- 78.11 It was noted that completion of the annual accounts for the Waterside Campus Development Co Plc would enable their filing with the Registrar of Companies by 31 July 2023 in accordance with the deadline.

Minutes 78.12 to 78.13 are in the confidential section of these minutes.

79/23 Students' Union Report

- 79.1 The President of the SU gave a verbal update which covered the following:
- The SU Team
 - Sabbatical officers had been appointed
 - Some part-time student officer posts were still vacant
 - There were 70 societies and sports supported by the SU

- Course Reps and Subject Reps would be appointed by October 2023. Their feedback to Student Voice Meetings, academics and the SU's Executive Committee was extremely valuable
- It was hoped to increase student interest in being a course or subject representative, and mechanisms were being considered including incentives and support.

79.2 A member asked how long the President of the SU would be in post. The President confirmed that her appointment ran until 30 June 2024.

79.3 A member asked about the benefits of being a Course Rep. The President reported that these included work experience, leadership, confidence and transferrable skills. A member asked whether the benefits of being a Course Rep were widely known by students. The President noted that students who engaged with the SU were more aware of the benefits.

80/23 Report from Audit and Risk Committee

80.1 The Board received and discussed Paper E, a report from the Audit and Risk Committee.

80.2 The Chair of the Committee introduced the paper and noted that there were two areas in which the Committee currently had a low level of assurance.

Minute 80.3 is in the confidential section of these minutes.

80.4 There was medium assurance about the monitoring and management of key risks to the University. A new risk register was being developed. The Chair confirmed that there would be a session on risk at the Board Away Day on 6

October 2023 which would aim to capture the Board's view of the key risks to the University.

- 80.5 There was a low level of assurance about data protection compliance following an internal audit. The recommendations made by the internal auditor would now be progressed with regular updates.
- 80.6 The Board approved the terms of reference of the Audit and Risk Committee as set out in the paper.

81/23 Reappointment of internal auditors

- 81.1 The Board received and discussed Paper F, a proposal to reappoint RSM as internal auditors from 1 August 2023 to 31 July 2024 and approve their fee. The fee was £65,000.00 excluding VAT and including expenses for 100 days.
- 81.2 The Chair of the Audit and Risk Committee reported that the University was in a period of change and therefore the reappointment of the internal auditors for a further year was practical. A review of their work and remit was due in 2024.
- 81.3 The Chair asked how the fees compared to the previous year. The Clerk agreed to report back on this. The COO stated that she had discussed retendering the contract during 2024 with the Director of Finance.

Action: Clerk

- 81.4 The Board approved the reappointment of RSM as internal auditors and their fees for 2023-24 as set out in the paper.

82/23 Partnerships update

- 82.1 The Board received and discussed Paper G, an update on the University's academic partnerships.

Minutes 82.2 to 82.11 are in the confidential section of these minutes.

83/23 Report from Infrastructure and Resources Committee

83.1 The Board received and discussed Paper H, a report from the Infrastructure and Resources Committee.

83.2 In the absence of the Committee's Chair and Deputy Chair, the Chair of the Board introduced the paper and reported on changes to the membership of the Committee.

- The Chair of the Board had joined
- Michelle Teo would join from August 2023
- A new external member with legal experience would also join in August 2023.

83.3 The Chair noted that additional meetings may be required during 2023/24 due to the volume of work. The Chair stated that there would be further discussion of this at the Away Day on 6 October, incorporating feedback from individual meetings with Board members and the Board self-evaluation survey.

83.4 The Board approved the terms of reference of the Infrastructure and Resources Committee as set out in the paper.

84/23 University budget for 2023-24

84.1 The Board received and discussed Paper I, the proposed University Budget for 2023-24.

84.2 It was reported that there had been a minor amendment to the amount of the surplus since the paper had been discussed by the Infrastructure and

Resources Committee. This was due to a drop in the debt-service cover ratio from 1.5 to 1.49. A waiver had been issued by UKIB, and the drop would be addressed in year using contingency funding. It was also noted that the recent government announcement on the increased cost of visas could be an additional risk.

- 84.3 A member asked about the cost of bursaries to international students which had increased to £14.5m. It was reported that income from international students was £57m and therefore the expenditure on bursaries was appropriate.
- 84.4 A member asked whether a reference to University capacity for student numbers referred to home or international students. The COO reported that it was a combination. She reported that increased recruitment of international undergraduate students on three-year programmes was being targeted as this was less risky than one-year postgraduate taught students. Alternative markets were also being explored to mitigate the impact of the removal of visas for dependents. A member highlighted the volatility of the international market and the vulnerability to government policies such as those on visas.
- 84.5 The COO reported that a strategy for student accommodation was being developed based on a long-term assessment of supply and demand. She noted that there was no alternative purpose-built student accommodation in the town and the private sector was shrinking due to a change in housing legislation. A member noted that the drop in the private sector housing supply provided a strong business case for the University to develop student accommodation. The COO confirmed that a business case for the student accommodation was being developed.

84.6 The Board approved the University Budget for 2023-24.

85/23 Capital Allocations

85.1 The Board received and discussed Paper J, the proposed capital budget for 2023-25.

85.2 The COO reported that capital allocations for 2023-24 were part of the overall budget. Presenting the information separately provided transparency about the process of allocation and the current constraints of the covenants. The COO noted that the long-term capital plan was included in Appendix A. This showed the planned investment in the physical and digital estate and the larger projects. She confirmed that the figures in Appendix A were robust as they were based on detailed assessment by a quantities surveyor. The COO noted that the financial plan in Appendix A showed that to invest in the long-term future, the University should spend more than it was currently able to under the bond covenants.

85.3 A member asked whether the Board was asked to approve the capital budget for the next 12 months or 24 months. The COO confirmed that approval was for 2023-24 as part of the overall budget and the capital budget for 2024-25 was a draft.

85.4 A member asked for confirmation that no capital spend in 2024-25 was assumed if the Board agreed the capital spend in 2023-24. This confirmation was given.

85.5 A member noted that capital expenditure in the University Budget (Paper I) was given as £2m, whereas in the Capital Budget (Paper J) it was £4.3m. The COO stated that the £4.3m was split between capital and revenue capital for

equipment. It was noted that some programmes required equipment of a lower value that would not be capitalised.

85.6 The Board approved the capital allocations for 2023-24 as set out in Paper J.

86/23 Financial forecast for submission to HMT

86.1 The Board received and discussed Paper K, the financial forecast made to HM Treasury (HMT).

86.2 The COO stated that the submission of the forecast was a requirement of the bond covenants. She noted that the submission date was 15 July and there had been no questions from HMT or the UK Infrastructure Bank to date.

Minutes 86.3 to 86.4 are in the confidential section of these minutes.

86.5 The Board approved the financial forecast and ratified its submission to HM Treasury.

87/23 Finance report

87.1 The Board received and discussed Paper L, the period 11 management accounts.

87.2 The COO introduced the paper and noted that performance against budget was satisfactory and this was unlikely to change for the period 12 accounts.

87.3 A member asked about the variance on the spend on professorial appointments in the Faculty of Arts, Science and Technology. It was reported that there had been a pause in professorial appointments due to revisions in the criteria for appointment. When the process had reopened there had been a large number of applicants which explained the increased cost. It was

reported that the process would take place annually in future. The DVC noted that professorial appointments did not attract an increase in salary, and the cost was a backfill for teaching.

88/23 Report from Dean of Health, Education and Society

- 88.1 The Board received and discussed Paper M, a report on the Faculty of Health, Education and Society (FHES).
- 88.2 The Dean of Health, Education and Society stated that the paper reviewed the faculty over the past two years and focused on the key successes and challenges. In particular, the Dean noted the following:
- Continuous changes in the regulatory environment requiring rapid response
 - Potential for growth in some areas through expansion of facilities and increased student recruitment
 - Alignment of the faculty with UK government NHS workforce plan to 2031
 - Engagement of the faculty with the health agenda in the region.
- 88.3 A member asked whether student recruitment would be affected by student visa restrictions. The Dean of FHES reported that the government planned to grow the NHS workforce and this growth could not be met by the home market alone.
- 88.4 A member noted that a bid to the OfS for capital funding had not been successful. The Dean of FHES reported that as this had not been successful, smaller steps would be taken towards realising the faculty's aspirations. The COO noted that there were restrictions on the use of the one University property which would end in 2025, facilitating expansion.

88.5 A member noted that the applications for nursing through UCAS had dropped and asked whether planning growth in student numbers was realistic. The Dean of FHES confirmed that the number of applicants had dropped but the quality had improved and the faculty were able to be more selective. He confirmed that the nursing courses were closed for admissions for 2022-23.

Minutes 88.6 to 88.7 are in the confidential section of these minutes.

88.8 A member asked about the social and community impact of the faculty's aspirations. The Dean of FHES reported that there would be impacts in areas including reduction of NHS waiting lists and contribution to the general health of the population.

88.9 A member asked about community engagement. The Dean of FHES confirmed that the Podiatry Clinic already delivered this. Through the faculty's growth aspirations, there was additional potential to work with partners like GPs.

89/23 Report from the People, Culture, Quality and Standards Committee

89.1 The Board received Paper N, a report from the People, Culture, Quality and Standards Committee (PCQS).

89.2 The Chair of the Committee reported that the Committee had received assurance of compliance with requirements for academic quality and standards. He noted that work on cases of harassment and sexual misconduct was a key area for all universities to keep under review due to regulatory and press interest and the risk of institutional damage.

- 89.3 The report included an appendix about the new Freedom of Speech Act. This was an area to keep under review as the details of regulation and the approach of the OfS emerged. It was reported that there would be an update at the Board's meeting in October.
- 89.4 The Board reapproved the terms of reference of the People, Culture, Quality and Standards Committee as set out in the paper.

90/23 Report from the Remuneration Committee

- 90.1 The Board received Paper O, a report from the Remuneration Committee.
- 90.2 It was noted that a review of Performance Related Pay was being carried out.
- 90.3 The Board reapproved the terms of reference of the Remuneration Committee as set out in the paper.

91/23 Report from Nominations and Governance Committee

- 91.1 The Board received a report from the Nominations and Governance Committee.
- 91.2 The Chair of the Nominations and Governance Committee reported that the Committee wished to increase the size of the Board by two members. He also noted that the Board was less diverse than the average of boards in the sector.
- 91.3 The Chair of the Board reminded members to complete the Board self-evaluation survey which had been circulated by the Clerk. The Chair also reported that annual one-to-one meetings with each member were being organised and provided a good opportunity to consider aspirations for committee membership.

91.4 A member queried whether increasing the size of the Board was a Board decision, and noted that increasing the number of independent members would take the Board above the sector average for universities of a similar size. The Chair of the Nominations and Governance Committee reported that increasing the number of members could help to increase Board diversity and ensure that there was an adequate number of members on each committee to ensure quoracy. Another member stated that the Board was already a large group and that quoracy issues could be addressed through improved planning. It was agreed that the size of the Board would be discussed further at the Board's away day on 6 October 2023 alongside the findings of the Board evaluation survey and the one-to-one meetings with Chairs. The Chair stated that there would be no additional recruitment of Board members before then.

91.5 The Board reapproved the terms of reference of the Nominations and Governance Committee.

92/23 Update on Management of the Clerk Role

92.1 The Board received and noted Paper P, an update on the management of the Clerk role.

93/23 Review of the Governing Documents

93.1 The Board received and noted Paper R, a review of the governing documents.

93.2 The Board approved changes to the governing documents as set out in the paper, subject to consultation as necessary with the Office for Students.

Action: Clerk

94/23 Review of the Board's work over 2022/23

- 94.1 The Board received and noted Paper S, a review of the Board's work over 2022/23 against its statement of responsibilities.
- 94.2 It was agreed that the review would be presented annually.

95/23 Schedule of Board business for 2023/24

- 95.1 The Board received and discussed Paper T, a proposed schedule of Board business for 2023/24.
- 95.2 The Chair reported that his preference was to have one ULT member to present at each Board meeting, as this was more realistic than the previous two presenters.
- 95.3 The Chair asked about the reporting of OfS reportable events to the Board. It was agreed that the Board would receive a regular update on any reportable events submitted to the OfS.

Action: Clerk

96/23 Ratification of sealed documents

- 96.1 The Board ratified the signature of a document under seal as set out in Paper U.

97/23 Availability of Papers

The following papers were confirmed as confidential to the meeting:

Paper B – University Strategy

Paper C – VC's Report

Paper E – Report from Audit and Risk Committee

Paper F – Reappointment of Internal Auditors

Paper G – Partnerships Update

Paper H – Report from Infrastructure and Resources Committee

Paper I – Proposed University Budget 2023-24

Paper J – Capital Budget 2023-24

Paper K – Financial Forecast for HM Treasury

Paper L – Finance Report

Paper M – Report from the Faculty of Health, Education and Society

Paper N - Report from the People, Culture, Quality and Standards Committee

Paper O - Report from the Remuneration Committee

Paper Q - Report from Nominations and Governance Committee

Paper S - Review of the Board's work over 2022/23 against its statement of responsibilities

Paper U – Ratification of Signatures under Seal

98/23 Dates of Forthcoming Meetings

Remuneration Committee – 4 October, 3pm – 4.30pm, Senate 404

Nominations and Governance Committee – 4 October, 4.45pm – 6.15pm, Senate 404

Board Dinner – 5 October, 6pm – 10pm, The Hide

Board meeting and Away Day – 6 October, 9am – 4pm, The Hide

People, Culture, Quality and Standards Committee - 12 October, 3pm – 5pm, Senate 401

Infrastructure and Resources Committee – 19 October, 4pm – 6.30pm, Senate 405

Audit and Risk Committee – 23 November, 4pm – 6pm, Senate 405

A handwritten signature in black ink, appearing to read "J. J. O'Connell". The signature is fluid and cursive, with a large initial "J" and a distinct "O'".

Approved by Chair

06/10/2023

Date