

## **Board of Governors**

### **Minutes of the meeting held on 22 May 2024**

#### **Present**

Andy Burman (Chair), Dinusha Boteju, Judy Chandler, Leighton Chipperfield, Sue Dutton, Harriet Jones, Anne-Marie Kilday, Deborah Parker, Jon Scott, Michelle Teo, Suzy Wallace, Vikramaaditya, Paul Wood

#### **Apologies**

Dayo Adedapo, Fajar Ajmal, Rachel Nash

#### **In Attendance**

Nick Allen (Executive Officer), Janet Baines (Director of Finance and Planning), Becky Bradshaw (Chief Operating Officer and Deputy Vice Chancellor), Miriam Lakin (Associate Director of Governance, Compliance and Risk), Chris Powis (Director of Library, Learning and Student Services)

#### **62/24 Welcome, apologies and quorum**

62.1 The Chair welcomed those present, noted apologies and confirmed that the meeting was quorate. In particular he welcomed Leighton Chipperfield to his first meeting. The Chair also welcomed the Director of Library, Learning and

Student Services (LLSS) as a guest member of the University Leadership Team in attendance for the meeting.

### **63/24 Declarations of interest**

63.1 Jon Scott declared an interest in agenda item 11 as a consultant employed by Advance HE, an organisation which provided governing body external reviews. Paul Wood advised the Board that he had left the London Stock Exchange and therefore he had no further interest in this organisation.

### **64/24 Vice Chancellor's report**

64.1 The Board received and discussed Paper A, the VC's report.

64.2 It was noted that the Vice Chancellor had appended to the report her draft objectives for 2024/25 and had also included an update on performance against the objectives which had been set for 2023/24. These objectives would be considered by the Remuneration Committee at its forthcoming meeting and had been circulated to remaining members of the Board for transparency.

64.3 The report made reference to the Migration Advisory Committee Rapid Review of the Graduate route to obtaining employment visas in the United Kingdom. The Review had since been published and found there had been limited abuse of this visa route but suggested the conduct of some international agents working on behalf of higher education providers could be improved.

64.4 The Chief Operating Officer (COO) advised that the University had signed the voluntary UK Agent Quality Framework Universities' Pledge which was

advocated by Universities UK and supported by the British Universities' International Liaison Association. It was felt that this Pledge might become mandatory as part of any changes following the Rapid Review.

64.5 There was discussion of government policy on international students and the impact of this. Further information was due to be announced shortly and would be communicated to the Board.

64.6 The COO reported that despite some concern raised by applicants following the announcement of the Rapid Review, international student recruitment to the University was plotting a similar trajectory to 2022/23 figures and the number of international students seeking to study undergraduate qualifications had increased. An update would be provided at a future meeting.

**Action: Chief Operating Officer**

Minutes 64.7 to 64.11 are in a confidential section of these minutes.

64.12 A governor noted that the end of the first year of the new strategic plan was approaching and asked whether there would be an assessment of performance.

64.13 The Vice Chancellor commented that good progress had been made but it was recognised that as the University was engaging in other activities to mitigate the financial challenges which had arisen during the year, some of the targets would not be met.

64.14 It was recognised that sub-strategies such as the Learning and Teaching Strategy, which was due to be considered later in the meeting, were being

drafted but there was a need to ensure that financial sustainability had appropriate priority.

64.15 The Vice Chancellor felt that although the new strategic plan offered an opportunity to 'get the basics right' before entering into the second period of the strategic plan in 2027, some objectives might be carried forward into the new planning period.

64.16 In response to a question from a governor, it was reported that a report on achievement against the key performance indicators would be presented to the Board at its meeting in July 2024.

**Action: Chief Operating Officer**

64.17 A governor noted a comment in the report relating to staff/student relationships and asked about the University's position.

64.18 The Vice Chancellor advised that the University did not prevent relationships between staff and students but that a staff member should not assess work produced by a student with whom they were in a relationship. Any complaints received about such relationships would be considered by Human Resources unless the student was deemed to be a vulnerable adult in which case it would be considered a safeguarding concern and managed by Student Services.

64.19 A governor asked about the University's performance in the Complete University Guide which had recently been issued.

64.20 The Vice Chancellor reported that the University was disappointed but not surprised by its ranking, but this remained subject to possible change due to

the financial information used in compiling the league table being updated recently. The Complete University Guide had been informed of the changes and this may result in an improved ranking.

64.21 It was noted that the Director of Marketing and Student Recruitment was leading a working group which was exploring how league table rankings could be maximised but acknowledged that the University's data quality would limit this maximisation.

64.22 It was reported that the late submission of the financial statements would also impact on the University's performance in the People and Planet university league table as the University had been unable to submit its Estates Management Record return on time.

64.23 A governor noted the financial difficulties faced by a number of higher education providers. The Vice Chancellor commented that 40% of higher education providers were facing what were considered to be significant financial sustainability pressures. The University had been sharing these sector-wide challenges with staff through regular communications and had engaged with the Shadow Higher Education Minister in their visit to the University, and local Members of Parliament (MPs) to emphasise the impact of underfunding in the higher education sector on local and regional workforces in health and education. Some MPs were acknowledging this.

64.24 The Chair thanked the Vice Chancellor for her report.

Minutes 65.1 to 65.10 are in a confidential section of these minutes.

## **66/24 Update on Resilience and Institutional Sustainability Exercise**

66.1 The Board received and discussed Paper C, a report on the progress of the Resilience and Institutional Sustainability Exercise (RISE) project.

66.2 Governors were reminded that the RISE project was launched in February 2024 and that the first phase had included a benchmarking exercise comparing the University's expenditure with the wider higher education sector.

Minute 66.3 is in a confidential section of these minutes.

66.4 A review of the University's academic portfolio had also been undertaken and a professional services blueprint had been drafted.

Minutes 66.5 to 66.18 are in a confidential section of these minutes.

## **67/24 Financial Performance – Period 9 Management Accounts**

67.1 The Board of Governors received and noted Paper D and noted the financial position as at 30 April 2024.

67.2 The Director of Finance and Planning reported on the income and expenditure position. She reported that the financial control measures which had been put in place had generated some savings.

Minute 67.3 is in a confidential section of these minutes.

## **68/24 Learning and Teaching Strategy**

68.1 The Board received and discussed Paper E, the University's draft Learning and Teaching Strategy.

68.2 The Director of LLSS commented that the draft strategy had been developed over a four-to-five-month period and had been widely consulted upon.

68.3 It was hoped that the new strategy could be launched at the Learning and Teaching Conference which was scheduled to take place on 19 June.

Minute 68.4 is in a confidential section of these minutes.

68.5 The Director of LLSS introduced the Board to each of the five objectives in the draft strategy.

68.6 It was noted that 'Belonging' was a term which was being increasingly used in the higher education sector and recognised the enhanced likelihood of success should students feel part of a community. The Chair commented that 'belonging' had been highlighted at a recent sector event he had attended. The Director of LLSS felt that this was particularly important at the University of Northampton as there were a large number of commuter students.

68.7 The University's learning and teaching approach, which had previously been titled 'Active Blended Learning' (ABL) would, in future, not be labelled as such, although it was noted that many teaching sessions followed the principles of ABL such as small group instruction, the use of digital resources and the effective use of the virtual learning environment (VLE) and allied systems.

68.8 The expertise of the Head of Learning Technology in the area of artificial intelligence (AI) was also noted and it was felt important that the University recognised its increase use in the workplace. Examples of effective practice in the use of AI at the University were outlined.

68.9 The opportunity to reward and recognise staff was also felt key to the strategy. Reward and recognition mechanisms were creating a pipeline of academic staff including designations as Associate Professors in Learning and Teaching and the submission of individuals for National Teaching Fellowships, some of which had been successful.

68.10 The Director of LLSS moved on to discuss research and highlighted the work of the Centre for Active Digital Education and Centre for Education and Research. It was noted that student and staff research capacity and capability was being built through small scale funded projects.

68.11 A governor asked about students' responses to the learning and teaching model. The Director of LLSS stated that this could be seen from responses to the National Student Survey (NSS).

68.12 A governor commented that the strategy could benefit from clear alignment with the University's strategic plan, and it was agreed that this would be considered further.

Harriet Jones left the meeting.

68.13 A governor asked about the challenge of small group instruction given the current financial pressures. The Director of LLSS commented that there was no intention to move to large group delivery but to continue to encourage academic staff to use technology to deliver to large groups of students.

68.14 A governor asked about the sharing of effective practice. The Director of LLSS advised that the University was in partnership with a number of other higher education providers and associated organisations and was engaging in schemes such as the 'Building Belonging' project with Advance HE and the



University Mental Health Charter, which had a learning and teaching element.

68.15 A governor asked for further information about the reference to being mindful of a 'trauma-informed approach'. The Director of LLSS advised that this invited academic staff to ensure students were not harmed in learning and teaching sessions or assessments. In light of this comment, the Director of LLSS agreed to review the phrase 'trauma-informed'.

68.16 A governor asked about the targets given in the key performance indicators. The Director of LLSS stated that these were based on the sector benchmark.

Minutes 68.17 to 68.20 are in a confidential section of these minutes.

68.21 The Chair thanked the Director of LLSS for his paper and invited governors to share any further comments directly with him.

### **69/24 Students' Union Update**

69.1 The Board received and noted Paper F, the Students' Union update.

69.2 The Vice Chancellor advised the SU report was presented to ULT in advance of consideration by the Board. This gave the opportunity for actions to be identified and reported to the Board as part of the report. This suggestion would be discussed further with the Students' Union Chief Executive.

**Action: Vice Chancellor**

69.3 A governor asked how the University's pulse survey results as set out in the paper compared with those of other higher education providers. It was

reported that the survey was internal and no direct comparisons were available.

### **70/24 Appointment of Pro Chancellors**

70.1 The Board received and discussed Paper G, a recommendation to appoint two new Pro Chancellors of the University.

70.2 It was noted that the Board has previously approved two Pro Chancellors who had since been installed at the recent graduation ceremonies.

70.3 It was reported that the two additional nominees complemented the skills sets and interests of the existing Pro Chancellors.

70.6 A governor asked how the Board would meet the Pro Chancellors. It was reported that there would be opportunities to do as part of University events.

70.7 The Board **agreed** the appointment of the two Pro Chancellors and congratulated the Vice Chancellor on her efforts to identify and approach these individuals.

70.7 The Board **approved** the appointment of Dallas Campbell and Phyll Opoku-Gyimah as Pro Chancellors of the University, each for a three-year term of office from 1 June 2024.

### **71/24 Whistleblowing Policy**

71.1 On behalf of the Director of Human Resources, the COO presented the draft Whistleblowing Policy, Paper H, which had been brought to the Board for approval following a request for its review at a previous meeting.

- 71.2 Governors noted the inclusion of a specific section of the Policy for instances where there were disclosures relating to the Vice Chancellor, a member of ULT, a Governor or the Chair.
- 71.3 Further discussion took place about anonymous disclosures. A governor suggested the development of a form which would be completed by the individual making the allegation. A further governor commented that anonymous disclosures could be subject to abuse or be difficult to investigate. A governor highlighted the work of Protect, a whistleblowing charity which provided legal advice to whistleblowers.
- 71.4 In response to a question about whether staff felt they were able to whistleblow, it was suggested that responses to the staff survey were likely to highlight any concerns. In addition, there was a suggestion that line managers would occasionally meet with the direct reports of their direct reports which it was hoped would improve communication.
- 71.5 A governor asked about the route for making a protected disclosure. Following discussion it was agreed that disclosures should be made to the Director of Human Resources or the Associate Director of Governance, Compliance and Risk. It was also noted that staff would be made aware of the policy on appointment and as part of ongoing staff development.
- 71.6 Subject to the changes as agreed by the Board, the Whistleblowing Policy was **approved** for immediate implementation.

## **72/24 External Review of the Board**

- 72.1 The Board received and discussed Paper I, a proposed external review of the Board of Governors.

- 72.2 A governor questioned the timescale when the review would be undertaken acknowledging that the University had recently appointed three new independent governors and would be joined by a new student governor imminently.
- 72.3 The Chair reminded members that the Higher Education Code of Governance recommended external reviews every three years, but acknowledged that this was a recommendation.
- 72.4 A governor commented that the last external review did not have the engagement from governors which was expected and supported a delay. A further governor also supported a delay.
- 72.5 A Governor commented that the process for the appointment of an external review organisation was likely to take some time and supported the undertaking of an external review within four years of the last review.
- 72.6 The Deputy Chair suggested the creation of a working group to consider the external review which could take into account its timing, structure and outcomes and consideration of the budget allocated to it, in light of the discussion which had taken place earlier in the meeting about the University's financial position.
- 72.7 It was **agreed** that the Nominations and Governance Committee be tasked to pursue a workplan for the review and establish a Working Group if necessary.

**Action: Clerk and Chair, Nominations and Governance Committee**

Vikramaaditya left the meeting.

### **73/24 Change of Authorised Signatory**

- 73.1 The Board received and considered a request to change authorised signatories on University bank account (Paper J).
- 73.2 That the Board **resolved** that the authorised signatories of the University of Northampton's accounts with Lloyds Bank, Account numbers:
- 301447-00051140
- 301447-00088222
- 301447-00103809
- 301447-00255706
- 301447-0044484
- 301447-15170460
- 302518-0035431
- be changed as follows:
- The following person to be removed as an authorised signatory:
- Forster, Suzanne.

### **74/24 Minutes of the meetings held on 27 March and 24 April 2024**

- 74.1 The minutes of the meetings held on 27 March and 24 April 2024 were approved as true records of the meetings.

### **75/24 Actions list and Matters Arising**

- 75.1 The Board received Paper K, the actions list and matters arising from previous meetings.
- 75.2 A governor suggested further publicising of the Governors' Open Sessions with staff in order to increase attendance.

75.3 The Chair thanked governors who attended the recent open session.

### **76/24 Any Other Business**

76.1 The Senior Independent Member advised Governors of his attendance at an event at Chester House, Northamptonshire, which would also be attended by the Deputy Chair of North Northamptonshire Council where a graduate of the University, who had been appointed as a University Heritage Impact Accelerator as part of a National Lottery-funded project, would be launching their pottery studio.

### **77/24 Confirmation of availability of papers**

The following papers were confirmed as confidential to the meeting:

Paper A – VC’s Report

Paper B – Legal Case Update

Paper C – Update on RISE

Paper D – Financial performance

Paper G – Appointment of two Pro Chancellors

Paper J – Change of Authorised Signatory

Paper K – Action List

Paper L – Sale of Claret Car Park

Paper M – Reportable events

Paper N – Signatures under Seal

## **78/24 Dates of future meetings**

Wednesday 17 July, 4-7pm T-Pod A

An extraordinary meeting to take place in June 2024 would be arranged and Governors were asked to respond as soon as possible after the suggested date had been circulated.

**Action: Clerk and Governors**

## **79/24 Sale of Claret Car Park**

79.1 The Board received and noted Paper L, on the sale of the Claret Car Park.

## **80/24 Reportable Events**

80.1 The Board received and noted Paper M, which shared with governors the Reportable Events which had been made by the University to the OfS.

## **81/24 Ratification of Signatures Under Seal**

81.1 The Board ratified the signature of documents under seal as set out in Paper N.

## **82/24 Forthcoming events**

82.1 The Board received Paper O, a list of forthcoming events.

## **83/24 Committee Membership**

83.1 The Board received Paper P, a report on current Board of Governors' Committee memberships.

83.2 The Senior Independent Member reported the appointment of Deborah Parker as Chair of the Remuneration Committee with effect from 1 August 2024.

83.3 The Senior Independent Member would remain as Chair of the Nominations and Governance Committee.

83.4 Rachel Nash would join the Nominations and Governance and the Remuneration Committees with effect from 1 June 2024. Michelle Teo had joined the Audit and Risk Committee.

Approved by Chair

Date: 17 July 2024