

Agenda Item:	4i
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Committee:	Board of Governors
Date:	12 May 2014

UNCONFIRMED NON-CONFIDENTIAL MINUTES

Minutes of the meeting of the Board of Governors held at 1330 hours on Monday 24 February 2014 in the Gym, Coach Lane Campus West.

Present: Chris Sayers (Chair), Professor Andrew Wathey (Vice-Chancellor and Chief Executive), Alison Alden, Craig Apsey, Lesley Bessant, Ian Brown, Lorraine Brown, David Clipsham [by conference call], Natalie Dawn Hodgson, Derek Johnson, Dr Alison Machin, Nicole Pegg, Adam Serfontein, Christine Sorensen, Andrew Wilson.

Apologies: Alasdair Corfield, Dr Graham Hillier, David Price, Chris Reilly, Claire Templeton.

Secretary: Adam Dawkins.

In attendance: Philip Booth [13.64-13.68], Professor Paul Croney, Adam Dunlop [13.56-13.71], Jane Embley, Helen Fleming [13.69-13.70], Professor Peter Francis, Tony Hunt [13.64-13.68], Damon Kent [13.76], Lesley Lee, Dan Monnery, Professor Ian Postlethwaite, David Soan [13.79], Andy Sutton, Tom Wright [13.64-13.71], Lucy Winskell.

1. Meeting Record, Reporting and Context

Board Members

- 13.56 The Chair welcomed Christine Sorensen to her first meeting of the Board of Governors as an Academic Board academic staff nominee. See Minute 13.60ii below.

Confidential Minutes of the meeting of the Board of Governors on 25 November 2013 [BG13/36 and BG13/36i]

Resolved:

- 13.57 That the Confidential Minutes and the Reserved Minutes of the meeting held on 25 November 2013 be confirmed as an accurate record. This was subject to the correction of Minute 13.30 of the Confidential Minutes, which referred to the first day of industrial action having been taken on 31 October 2013, rather than 01 November 2013.

Matters Arising and Summary Action List [BG13/37]

- 13.58 The Board noted the Summary Action List and Matters Arising from the Minutes not covered elsewhere on the Agenda.

Declaration of Interests [Oral Report]

- 13.59 Lorraine Brown declared an interest in the Confidential Business Items on the Organisational Restructure Review and Terms and Conditions of Employment in her capacity as Secretary of Northumbria's UNISON branch.

Membership Issues [Tabled Report]

- 13.60 The Head of Governance reported that:
- i. the term of office of Lorraine Brown, Professional Services staff representative Board member, had been extended to 15 December 2014 in line with the University's Governance Regulations, which introduced a common three-year

- term of office for staff and independent governors;
- ii. Christine Sorensen had been nominated by Academic Board to serve as one of its two academic staff representatives on the Board of Governors, for an initial term of office for the period 21 February 2014 to 20 December 2015;
- iii. Peter Judge had resigned as an independent member of the Board of Governors to take up the post in March 2014 of HM Attorney General to the Falkland Islands and Georgia and South Sandwich Islands. From October 2012, Peter was granted a two-year leave of absence from the Board following his appointment as Acting Secretary at Durham University;
- iv. in light of Peter Judge's resignation, a recruitment process was underway for an additional Independent Governor, with particular expertise sought in legal, governance and assurance at executive or board level. An advertisement had been placed nationally through a range of media, with a closing date of 21 March 2014. Nominations Committee would oversee a selection process to be concluded by the end of April 2014, with a view to making a recommendation to the Board should a suitable candidate be identified;
- v. Independent Governors would be asked to vote on the granting of leave of absence to Claire Templeton from her Independent Governorship on the Board, as, subject to Board approval, she had been offered a consultancy contract with the University to assure the University's digital communications project following a tender exercise.

13.61 **Resolved**
That

- i. **approval be given for Claire Templeton to take a six-month leave of absence as an Independent Governors from the Board of Governors from 12 March 2014 to enable her engagement at the University on a consultancy basis advising the University's marketing function, following a competitive tender process;** ADa
- ii. **the Board's thanks should be conveyed to Peter Judge for his role as an Independent Governor and supporter of, and ambassador for, the University.**

Vice-Chancellor's Report [BG13/37i]

13.62 The Vice-Chancellor and Chief Executive reported the following key points:

- i. the Chancellor of the Exchequer had announced in his 2013 Autumn Statement that the cap on student numbers would be lifted from 2015/16, with an additional 30,000 student places made available for 2014/15. Competition would be intensified within the sector from 2015 onwards, and it was anticipated that a number of HEIs would undergo growth in student numbers where demand could be met. These reforms would bring about changes to the pipeline for student recruitment and the balance between Home/EU and International recruitment within HEIs and across the sector. Student growth, combined with raising entry quality would remain a focus for Northumbria in line with its Corporate Strategy 2013-18, and would build on a sound platform having performed positively on both of these measures in 2013/14;
- ii. major changes in government policy for HE were unlikely before the May 2015 general election. However, there was speculation that a new administration would address a range of key sector-wide issues including: tuition fee levels, the pricing of which may be subject to scrutiny by the new Competition and Markets Authority; student numbers and pension liabilities;
- iii. the Department for Business, Innovation and Skills (BIS) funding letter to HEFCE announced a reduction of £120m in funding to the HE sector for 2014/15. Institutional allocations would be confirmed in March 2014 following the 25 February 2014 HEFCE Board meeting;

- iv. the Vice-Chancellor and Chief Executive would be part of a UK delegation to Indonesia and Singapore from 01-06 March 2014 involving David Willetts, Minister for Science and Universities. During the visit, the Minister would attend the formal signing event for Phase 1 of the University's strategic partnership with BINUS;
- v. the Vice-Chancellor and Chief Executive had commissioned the Marketing Director to undertake a project to target improvements in PGT recruitment;
- vi. the University's transformation agenda had continued apace to deliver the Corporate Strategy's 12 Business Outcomes, progress against each of which would be considered in a more detailed report to Strategic Performance Committee at its meeting on 24 March 2014;
- vii. the University has been awarded a Queen's Anniversary Prize for Higher and Further Education for the work of the Student Law Office. The Vice-Chancellor and Chief Executive and a group of staff, students and governors would attend a presentation ceremony at Buckingham Palace on 27 February 2014.

13.63 The Board noted that:

- i. a report should be submitted to its next meeting setting out the phases of the University's partnership with BINUS;
- ii. an evaluation of the impact of the Strategic Investment Fund (SIF) should be considered by either the Board or Strategic Performance Committee.

**AW/
PC**

IP

2. Strategic Discussion Items

All items in this Section 2 of the agenda are Confidential (Minutes 13.64-13.78), with the exception of Minute 13.75.

Pathway Provider [BG13/38], **Proposal to vary Terms and Conditions of Employment** [BG13/40], **Estate Development Plan 2013-18** [BG13/44], **National Student Survey** [Presentation].

3. Regulatory/Accountability Discussion

13.75 **Health, Safety and Sustainability Report** [BG13/49]

The Director of Campus Services presented a report that updated the Board on the performance of the University in managing health, safety and sustainability issues in the three-month period to 30 November 2013.

Financial Performance: Income/Expenditure Position [BG13/45]

13.79 The Deputy Finance Director (Accounting) presented a summary report on the financial performance of the University in the first half of the financial year 2013/14. The following key points were made:

- i. the financial surplus of £8.0m was £2.7m better than budget, and £0.4m better than forecast;
- ii. income was £2.2m less than expected, largely due to both lower than budgeted continuing students and PGT students. This had been offset by cost savings of £4.8m and use of contingency funding.

Corporate Risk Register – February 2014 revision [BG13/46]

13.80 The Secretary presented the revised Corporate Risk Register to the Board. Following a question on a specific control identified in Corporate Risk (CRR023): Pension Liabilities, it was confirmed that preliminary scoping work was underway to review the University's pension liabilities and potential future options. Reference was also made to this in the Executive Summary provided to the Board of the 10 February 2014 meeting of Employment and Finance Committee. It was confirmed that in the event that proposals

reach a more advanced stage, these would be subject to consultation and consideration, including by Employment and Finance Committee and the Board.

13.81 **Resolved**

That:

- i. the inclusion of a new Corporate Risk (CRR024) on PGT recruitment be approved;
- ii. the University Executive's recommendation that regional competition and wider competition risks remained embedded in a number of Corporate Risks, rather than as a discrete risk, be approved.

Review of Governing Instrument: Update [Oral Report]

- 13.82 The Secretary to the Board provided an overview of the proposed streamlining of the Instruments and Articles of Government. The proposed changes were not substantive in nature, but related to modernisation and simplification of provisions in the Articles. Board approval would be required for any changes proposed, prior to a petition to the Privy Council to amend the Articles. Any proposals would be brought to a future meeting of the Board, providing recommendations of the Working Group which had been established for this purpose. **ADa**

4. Reports and Board Committee Executive Summaries

Students' Union Presidents' Report [BG13/47] **and Impact Report 2013** [BG13/48]

- 13.83 The Board considered the Students' Union President's Report to February 2014, which included information on key activities including Fresher's Week and Staff and Officers' Go Out and Listen Day. The 2013 Impact Report summarised the key achievements and wider impact of the Students' Union in the period, including achieving four national awards, many awards nominations, £50k raised by RAG teams for charity and 2,769 volunteering hours donated.
- 13.84 The Board commended the achievements of the Students' Union in 2013.

Board Committees Executive Summaries/Minutes

- 13.85 The Board received and noted the following Reports and Executive Summaries of meetings:
- i. Academic Board Meeting: 29 January 2014
 - Non-confidential Minutes [BG13/50]
 - Confidential Minutes [BG13/50i]
 - ii. Audit Committee Meeting: 03 February 2014 [BG13/51]
 - iii. Employment and Finance Committee Meeting: 10 February 2014 [BG13/52]
 - iv. Strategic Performance Committee Meeting: 09 December 2013 [BG13/53]
 - v. Redundancy Appeal Panel: 30 January 2014 [Confidential/Reserved- BG13/54]

5. Any Other Business

Board Annual Plan 2013/14 [BG13/55]

- 13.86 The Board noted its annual plan of business for the remainder of 2013/14.

Adam Dawkins
Secretary to the Board of Governors
28 February 2014