

<b>Agenda Item:</b>	<b>1i</b>
<b>Document Code:</b>	<b>BG13/36</b>
<b>Categorisation:</b>	<b>CONFIDENTIAL</b>
<b>Committee:</b>	<b>Board of Governors</b>
<b>Date:</b>	<b>24 February 2014</b>

## **UNCONFIRMED CONFIDENTIAL MINUTES**

Minutes of the meeting of the Board of Governors held at 1330 hours on Monday 25 November 2013 in Room D111, Ellison Building, City Campus West.

**Present:** Chris Sayers (Chair), Professor Andrew Wathey (Vice-Chancellor and Chief Executive), Alison Allden, Lesley Bessant, Lorraine Brown, David Clipsham, Alasdair Corfield, Dr Graham Hillier, Natalie Dawn Hodgson, Dr Alison Machin, Nicole Pegg, Claire Templeton, Andrew Wilson.

**Apologies:** Craig Apsey, Ian Brown, Derek Johnson, David Price, Adam Serfontein.

**Secretary:** Adam Dawkins.

**In attendance:** Professor Paul Croney, Adam Dunlop [Minutes 13.40–13.41], Professor Peter Francis, Professor Peter Golding, Dan Monnery, Professor Ian Postlethwaite, Chris Reilly, Lesley Salkeld [Minute 13.478, Andy Sutton, Lucy Winskell.

### **1. Preliminary Business**

#### **Confidential Minutes of the meeting of the Board of Governors on 30 September 2013** [BG13/14]

#### **13.25 Resolved:**

That the Confidential Minutes of the meeting held on 30 September 2013 be confirmed as an accurate record, subject to the amendment of Minute 13.10 to read: 'Nominations Committee recommended to the Board a number of rotations of Governors between the Committees of the Board'.

#### **Reserved Minutes of the meeting of the Board of Governors on 30 September 2013** [BG13/14i]

**13.26** That the Reserved Minutes of the meeting held on 30 September 2013 be confirmed as an accurate record.

#### **Matters Arising and Summary Action List** [BG13/14ii]

**13.27** The Board noted the Summary Action List and Matters Arising from the Minutes not covered elsewhere on the Agenda. It was noted that:

- i. the Reserved Business item relating to a framework for Board oversight of senior posts had been deferred at this stage. The work underway included a matrix developed by the Secretary which plotted succession planning, appointment, review and removal mechanisms for senior roles from the Chancellor through to members of the Senior Management Group (SMG). This topic merited detailed discussion by a sub-group comprising the Chair,

Deputy Chair, Senior Independent Governor, Vice-Chancellor and Chief Executive and Secretary prior to being considered by the Board at its meeting on 24 February 2014;

- ii. Professor Peter Francis had resigned as an Academic Board academic staff nominee on the Board following his appointment as Pro Vice-Chancellor (Teaching and Learning). A replacement nominee will be sought from Academic Board. **ADa**

**Declaration of Interests** [Oral Report]

- 13.28
- i. Lorraine Brown declared an interest in the item relating to industrial action and relations in her capacity as Secretary of Northumbria's UNISON Branch;
  - ii. David Clipsham had been appointed a member of the Board of the BALTIC Centre for Contemporary Art with effect from January 2014.

**Vice-Chancellor's Report** [Confidential - BG13/16]

*Minute 13.29 is Confidential.*

**Industrial Action and Industrial Relations (Confidential Oral Report)**

*Minutes 13.30 and 13.31 are Confidential.*

**2. Strategic Discussion Items**

**Corporate Strategy Implementation 2013-18**

**Priority Business Outcomes** [Confidential - BG13/17]

*Minutes 13.32 and 13.33 are Confidential.*

**Business Outcomes 2013/14: London Campus** [Confidential - BG13/18 and Addendum 18i]

*Minutes 13.34 and 13.35 are Confidential.*

**Corporate Risk Register: October 2013** [Confidential - BG13/19]

*Minutes 13.36 - 13.38 are Confidential.*

**Student Enrolment 2013/14 and Applications 2014/15** [Confidential - BG13/20]

*Minutes 13.39 - 13.40 are Confidential.*

**3. Regulatory and Accountability Items: For Discussion and/or Approval**

**Budget Issues 2013/14** [Confidential - BG13/21]

*Minutes 13.41 - 13.42 are Confidential.*

## **HEFCE Accountability Returns 2012/13** [BG13/22-27]

- 13.43 The Chief Operating Officer and Secretary to the Board presented the 2012/13 suite of annual accountability returns for submission to HEFCE by 02 December 2013:
- i. Financial Statements 2012/13
  - ii. External Audit Management and Highlights and Management Representation Letter
  - iii. Financial Returns and Forecast Tables 2013/14
  - iv. Annual Sustainability Assurance Return (ASSUR)
  - v. VfM Annual Report
  - vi. Audit Committee Annual Report
  - vii. Annual Assurance Return.

*Minutes 13.44 - 13.46 are Confidential.*

## **4. Reports and Board Committee Executive Summaries**

- 13.47 The Board received and noted the following Reports and Executive Summaries of meetings:
- i. Students' Union Presidents' Report [BG13/28]
  - ii. Health, Safety and Environmental Annual Report 2012/13 [BG13/29]
  - iii. Employment and Finance Committee: 28 October 2013 [BG13/30] – clarification would be made to the changes proposed to the Subsidiary and Spin Out Governance paper.
  - iv. Audit Committee: 11 November 2013 [BG13/31]
  - v. Strategic Performance Committee: 07 October 2013 [BG13/32];
  - vi. Remuneration Committee: 14 October 2013 [Reserved - BG13/33];
  - vii. Academic Board: 22 October 2013 [BG13/34].

## **5. Any Other Business**

### **Board Annual Plan 2013/14** [BG13/35]

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

### **Meeting Review**

- 13.49 The Chair invited comments on the Board meeting, which was generally agreed to have been a productive forum for discussion.

*The attendees, staff and student governors left the meeting at this point for Reserved Business to be discussed. Minutes 13.50-56.*

Adam Dawkins  
Secretary to the Board of Governors  
11 December 2013