
**Minutes of the 83rd meeting of the Board of Governors
held on Thursday 30 June 2016 (5.00pm – 7.05pm)**

Governors present:

Mr Clive Jones (Chair)
Ms Rolande Anderson
Dr Kathy Castle
Mr Rob Hull, Vice Chair
Ms Ann Minogue, Vice Chair
Mr Michael Murphy
Mr Obie Opara
Prof. John Raftery, Vice
Chancellor
Ms Cathy Sullivan
Prof. Dianne Willcocks

In attendance:

Mr Mark Anderson
Mr Paul Bowler (Deputy Chief Executive)
Ms Lynn Burke (Director, Office of Institutional Effectiveness)
Mr Iain Franklin (OCIOC Programme Manager) (for part)
Mr Peter Garrod (University Secretary)
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commercially sensitive
Ms Harini Iyengar
Prof. Peter McCaffery (Deputy Vice Chancellor)
Ms Pam Nelson (Director of Finance)
Ms Siobhan O'Donoghue (Assistant University Secretary)
Ms Florence Onwumere
Mr Shaun Williams

Welcome, Apologies and Announcements

Oral

1. The Chair welcomed [REDACTED] and Iain Franklin, the One Campus | One Community Programme Manager, to the meeting. s.43(2) FOIA - commercially sensitive
2. New Independent Governors Mark Anderson, Harini Iyengar and Shaun Williams, and the incoming Students' Union President, Florence Onwumere, whose appointments as Governors were subject to formal approval by the Board, were welcomed to the meeting as observers.
3. Apologies had been received from Independent Governors Pauline Curtis, Adrian Kamellard and Tony Millns; and from [REDACTED], who was providing *pro bono* advice on the University's One Campus | One Community programme. s.40(2) FOIA personal information
4. On behalf of fellow Governors and staff, the Chair of the Board thanked the Academic Governor, Kathy Castle, and Student Governor, Obie Opara, for their valued contributions and enthusiasm as members of the Board, as this was their last meeting before their terms of office expired.
5. The UCU had submitted a petition to the Board of Governors opposing job losses and compulsory redundancies at the University. A hard copy of the petition had been made available for Governors.

Declarations of Interest

Oral

6. The Vice Chancellor declared a general interest as an Alternate Director of the Office of the Independent Adjudicator for Higher Education (OIA).

7. The Board noted the declaration of interest.

Minutes and Matters Arising

BG 83/1.1

8. The Board received the minutes of the Board meeting and Strategy Day held on 5 May 2016, and approved them as a correct record, subject to a point of clarification around reductions in the senior management team (paras. 31e and 33a).

9. There were no matters arising.

10. The Board of Governors:

- a. **approved the minutes of the last Board meeting and Strategy Day held on 5 May 2016 as a correct record; and**
- b. **noted the table of updates on actions arising that were not dealt with elsewhere on the agenda.**

Board and Committee Appointments

BG 83/1.2

11. Mark Anderson, Harini Iyengar, Florence Onwumere and Shaun Williams left the room for the duration of the item.
12. Following a recruitment process overseen by the Governance Committee, an appointment panel established by the Committee recommended to the Board that Mark Anderson should be appointed as Chair of the Board and as an Independent Governor, to succeed the current Chair at a date to be agreed between them; and that Harini Iyengar and Shaun Williams should be appointed as Independent Governors from 1 August 2016, filling current vacancies. CVs of the three individuals had been circulated to Governors with the Board papers. The Board was also required by the University's Articles of Association to formally approve the appointment of Florence Onwumere, the incoming Students' Union President, as Student Governor from 1 July 2016.
13. The Board was also asked to approve a number of Committee appointments and re-appointments, as recommended by the Governance Committee.

14. The Board of Governors approved:

- a. **the appointment of Mark Anderson as Chair of the Board and as Independent Governor for an initial term of three years, commencing at a date to be agreed with the current Chair;**
- b. **the appointment of Harini Iyengar and Shaun Williams as Independent Governors for an initial term of three years, commencing on 1 August 2016;**
- c. **the appointment of Shaun Williams to the Finance and Resources Committee for an initial term of three years, commencing on 1 August 2016;**
- d. **the appointment of Mark Anderson to the Finance and Resources Committee for an initial term of three years, commencing with his term as Governor;**
- e. **the appointment of the Students' Union President, Florence Onwumere, as the Student Governor, commencing on 1 July 2016 and to run for the duration of her office as SU President; and**
- f. **the re-appointment of Jane Broadbent and Avnish Savjani as co-opted members of the Audit Committee, for a second term of three years commencing on 1 August 2016.**

Vice Chancellor's General Report**BG 83/2.1**

15. The Board received the Vice Chancellor's General Report and noted the following updates:
16. EU Referendum Result: Following the 23 June 2016 EU Referendum, the Vice Chancellor had written separately to all staff and all students to clarify what the result meant for the University and to share guidance issued by Universities UK. Both emails had been shared with Governors. The Vice Chancellor had sought to reassure students and staff that there would be no immediate changes as a result of the vote; and that, in particular, the immigration and fee status of EU students had not changed. A statement issued by the Minister of State for Universities and Science, Jo Johnson MP, on 27 June 2016, had also clarified that the rules for those EU nationals who had applied for a place commencing in August 2016 remained unchanged; and that the Student Loans Company (SLC) would assess these applications against existing criteria.
17. The Board noted that the uncertainty about the potential impact of the Referendum result was unsettling for current and prospective students. The Board agreed that the message for students at forthcoming Open Days (including the UG Open Day on 2 July 2016) should be that EU students enrolling in 2016/17 who were eligible for an SLC loan would be treated the same as Home students throughout their degree course at London Met, for the purpose of tuition fees levied by the University.
18. The Board suggested that it would be helpful for the University to carry out an options analysis and contingency planning around the potential impact of 'Brexit' on fees, to be considered by the Board at a future meeting. This should include the potential loss of EU student numbers balanced against the prospect of some EU students shifting to higher-fee paying International students.
19. One Campus | One Community (Estates Phasing): Following additional work on the three potential Estates phasing options considered at the Board meeting and Strategy Day in May 2016, 'Option 3' had now been dismissed. Dropping this option would ensure that the Cass would be consolidated in Calcutta House and moved as one to Islington, meaning that no undergraduate student who completed their course in three years would have to move more than once. At its meeting on 16 June 2016, the Finance and Resources Committee had considered and agreed to recommend to the Board that the Estates workstream in 2016/17 should focus on enabling works and essential improvements at the Islington campus, whilst planning consent was sought; with a decision about which of the two remaining sequencing options to pursue to be taken once the outcome of the pre-planning application submission was known. This re-focus in 2016/17 resulted in a shift in the timeline for key decisions around capital expenditure; with the key OC|OC 'gateway' decision point around major capital commitment now moved to June 2017.
20. Contingency Planning: The Board was assured that, despite the decision point around capital commitment being moved to June 2017, work continued on the development of robust contingency plans, in the event that the Board decided not to proceed with OC|OC; and a detailed report on contingency planning was presented elsewhere on the agenda. [REDACTED]

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[REDACTED] The Board supported the Vice Chancellor's

commitment to actively pursuing contingency planning and reporting on this to the Board. It was also vital that positive messages about how the University was being transformed for the better should continue to be shared with students and staff.

21. In response to a suggestion from the Staff Governor that the process of closing courses should be halted, the Vice Chancellor reiterated that the University had an established annual process for reviewing the course portfolio and that courses that were not financially viable could not continue. The Board would expect the chief executive to maintain financial discipline. Where courses were closed, teach-out would be pursued wherever possible, as indicated in the University's draft Student Protection Plan (see para. 48). The Deputy Vice Chancellor highlighted that the University's teach-out provision had been commended as part of previous Quality Assurance Agency reviews.
22. Headcount Reduction: At its meeting on 5 May 2016, the Board had considered and approved the direction of travel towards a new organisational structure and staffing model as part of the OC|OC Productivity and Reward and Organisational Redesign workstreams. The Finance and Resources Committee had subsequently approved a phased reduction in the workforce by up to 385 academic and professional service posts, including a potential reduction of 35.35 FTE research staff if external research funding was not available. The Vice Chancellor reported that it was, of course, desirable to minimise possible compulsory redundancies at all times. The University's Voluntary Severance scheme was being continued to 31 July 2016.
23. It was suggested by the Staff Governor that the morale of staff had been affected by the process of change and the uncertainties that staff faced about their futures. Other Governors noted that, despite the internal and external operating challenges, there appeared to be a change in energy and mood within the University. The OC|OC work had helped to clarify the University's mission, vision and place within the wider community; and the focused efforts made by the University (including marketing and public relations activities around the University's reputation and positioning) were beginning to deliver results, as evidenced by national survey results including the NSS and DLHE. The Board understood that change could be a difficult process, particularly for long-serving staff, and that it was important to maintain the positive energy of staff, which was being demonstrated.
24. Speech by the Universities Minister: The Vice Chancellor reported on issues covered in a speech by the Minister of State for Universities and Science, Jo Johnson MP, at a meeting on 29 June 2016.

25. **The Board of Governors:**
 - a. **noted the key updates provided in this Vice Chancellor's Report;**
 - b. **agreed that the One Campus | One Community programme should continue, with key decisions around commitment to capital expenditure to be made in June 2017, following a decision on the University's planning application; and**
 - c. **agreed that, alongside OC|OC, the University should actively pursue viable fall-back options as part of its contingency planning.**

Student Governor's General Report**BG 83/3.1**

26. The Board received the Student Governor's General Report, which covered recent Students' Union (SU) and student activity.
27. Elections: Elections for SU Sabbatical Officers and other posts had taken place with no issues. Although candidate numbers were higher than in 2015, turnout had been lower. It was clarified that the omission of Cass Hub Committee information in the report was an error.
28. Two SU External Trustees had also been appointed, and the SU President thanked Independent Governor and SU Trustee, Rob Hull, for his involvement in the recruitment process.
29. Activity: Sport activities continued to be popular and have a positive impact on student and University life. The intramural 'Sport Mashup' was due to take place throughout September and October 2016. The Student Governor encouraged the incoming SU Sabbatical team to continue to promote and celebrate sport and leisure activities.
30. Achievements: Along with colleagues in Student Services, the SU had been successful in achieving Matrix Standard accreditation – the UK's quality standard for information, advice and guidance service. The outcome of the SU's Investors in Volunteering accreditation submission was expected in August 2016.
31. Student satisfaction: Initial SU satisfaction survey results were encouraging, with 95 per cent of students being either fully or partially satisfied with the Union in the Students' Union's internal survey; and 85 per cent agreeing or partially agreeing that the Union made a positive contribution. These figures were a significant improvement on previous years' survey results.
32. Independent Governor and SU Trustee, Rob Hull, expressed his thanks to Obie Opara and the other Sabbatical Officers for their work with the SU over the past two years and their contribution to the considerable progress that had been made. The positive relationship and collaborative approach between the SU and University staff was particularly commendable, as evidenced, for example, by the SU's input to the proposals around anonymised marking, which had been approved by the Academic Board at its meeting on 15 June 2016. The Board echoed Mr Hull's sentiments, wishing Mr Opara well for the future and welcoming Florence Onwumere to the Board of Governors.

33. **The Board of Governors noted the Student Governor's general report.**

One Campus | One Community – update**BG 83/4.1**

34. The period since the last Board meeting and Strategy Day on 5 May 2016 had seen a focused effort on developing and taking forward the high-level proposals that were endorsed by the Board at that meeting.
35. Alongside the development of Estates phasing options, work continued on the Productivity and Reward and Organisational Redesign workstreams. As reported elsewhere, the Finance and Resources Committee had approved a s188 consultation for a proposed reduction in headcount of up to 385 posts across Faculties and Professional Service Departments, with the reductions to be phased over a two year period, extending to five years for those relating to the consolidation to a single campus; and the 45 day statutory consultation period was underway. Work had also begun on a review of services to establish the level of change required as the

restructure progressed. Ernst and Young (EY) had been appointed to increase management capacity for this work and to provide external challenge and insight.

36. In line with the OC|OC principle of transparency, concerted efforts had been made around a coordinated communications campaign following the 5 May 2016 Board decisions, to ensure that all audiences were informed in a timely and professional manner. A rolling three-month matrix-based communications plan had been developed to proactively communicate progress to staff, students and stakeholders; and there was a live FAQ page to help ensure that information relevant to all was being disseminated at the earliest opportunity.
37. In discussion, it was suggested that there were concerns amongst some staff around the timelines for the s188 consultation and the Organisational Redesign; and also about the level of detail that was available, on which staff were being asked to make decisions about their futures. Staff had also asked whether the Voluntary Severance scheme could be extended beyond 31 July 2016.
38. The OC|OC Programme Manager acknowledged that the information provided as part of the current consultation was not as detailed as staff had experienced in previous s.188 exercises; but that this was a reflection of the stage that the proposals were at, and the different nature of the current process. It was very much the intention that staff should participate actively in shaping and designing the future organisational structure as part of the consultation. It was also clarified that, for academic structures, modelling of potential fluctuations in student numbers did not affect the number of posts required to deliver teaching.
39. In terms of the Voluntary Severance scheme, it was reiterated that, although the scheme would close on 31 July 2016, it was the expectation that departure dates would be phased over a two year period. Although this had been explained in the all-staff communication circulated on 31 May 2016 and at other staff briefings, it was apparent that not all staff were aware of this and that it would be worthwhile reiterating in future communications that deferred redundancy (agreed before 31 July 2016, with a departure date after 31 July 2016) was an option available to staff. Governors agreed that it was vital that the student experience remain at the heart of the sustainability programme, and that it would be important to try and engage and retain those staff who were valued by students.
40. Although no decision had been made about whether a Voluntary Severance scheme would re-open at a future stage, the Director of Finance stated that there were acute financial pressures that meant it was not possible for the University to delay decisions around staff costs at this stage – this was a commitment and direction of travel that had been approved by the Board. It was noted that the University's previous experience suggested that long-running Voluntary Severance schemes were undesirable, as this led to delays in achieving staff cost savings. The University had to make progress in achieving the cost reduction targets which the Board had approved as part of the University's sustainability plan.

41. The Board of Governors noted the update on One Campus One Community.

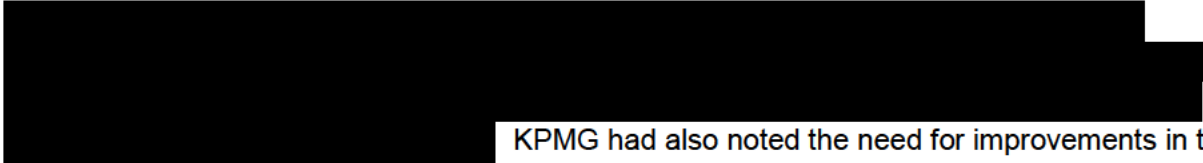
External Review of One Campus | One Community

BG 83/4.2

42. KPMG had been engaged by the University to assess and challenge the financial assumptions and forecasts that underpinned the OC|OC workstreams. KPMG's draft report was being finalised; a summary by the Director of Finance of what were understood to be KPMG's main

findings had been circulated with the Board papers. KPMG had issued a further draft of its report earlier that day, and the Director of Finance reported that the findings were in line with those of the holding paper to the Board.

43. Key messages included that the University should seek to limit discretionary capital expenditure and focus the capital project on critical spend, i.e, work on the Tower complex and ensuring that appropriate space and facilities were in place for the move of the Cass to Islington. This recommendation was consistent with the revised Estates phasing, as agreed by the Board earlier in the meeting.


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- KPMG had also noted the need for improvements in the University's financial forecasting process, particularly in terms of how student number and fee assumptions flowed through the forecast model.

45. The Director of Finance anticipated that the final KPMG report would be available for circulation to Governors the following week. *[Secretary's note: the final KPMG report was circulated to Governors via email on 6 July 2016.]*

46. **The Board of Governors noted the draft findings of KPMG's external review of the OC|OC assumptions.**

Contingency Planning

BG 83/4.3

47. As referred to earlier in the meeting, the University had developed a rolling annual review process for OC|OC that was linked to the financial and admissions cycles. In addition to existing review points in January and June, there would be further checkpoints in August (before Clearing) and in March. Failure to achieve agreed criteria at any of the review points would trigger implementation of the University's contingency plan,  s.43(2)
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48. The Board also noted the draft Student Protection Plan, which sets out in general terms what would happen should the University need to change or close a course, withdraw from an area of activity, or exit the higher education market altogether. The Protection Plan made clear that students would always be consulted so that their views could be taken into account, and that teach-out would be the preferred option wherever possible. It was suggested that it would be beneficial to have a 'reputation protection' plan setting out the approach to reputation management in the event that the Student Protection Plan had to be invoked.
49. The Board welcomed the review proposals, noting that it was possible to proceed confidently with the OC|OC sustainability plan with such robust checkpoint and contingency arrangements in place.
50. Given that the decision point for substantial expenditure commitment was now June 2017, the Board agreed that it was unlikely that the additional Board meeting, scheduled for 8 August 2016, would be required. The meeting would remain in diaries but would not proceed unless the University's situation changed significantly. The University Secretary's Office would confirm in July 2016 whether the meeting would go ahead. An update on student numbers

would be circulated to the Governors via email in August, should the Board meeting be cancelled.

51. The Board of Governors noted the contingency plan proposals and the draft Student Protection Plan.

Student Numbers update

BG 83/4.4

52. The Director of the Office of Institutional Effectiveness presented the latest student numbers update, which included information on 2015/16 enrolments against budget, and forecast numbers for 2016/17.
53. The Board noted that the University had set a 2015/16 budget based on conservative student numbers. These had been exceeded slightly with total headcount numbers approximately 5 per cent higher than budget, equivalent to a 2 per cent improvement in revenue. A similar conservative approach had been adopted for the June 2016 forecast.
54. For 2016 entry, the key indicator at this point in the cycle was the number of applicants who had firmly accepted their offers. [REDACTED]

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Retention efforts were measured in-year by monitoring withdrawal rates, and overall rates were about the same as last year.

55. [REDACTED]. The campaign assumed an offering of new courses with investment to launch them, increased advertising campaigns and enhanced conversion activity. With respect to the intention to launch new courses, it was asked whether the University was able to move swiftly enough and was able to be sufficiently radical and innovative in new product development. In response, it was noted that the intention was to launch 11 new inter-disciplinary single Honours courses in autumn 2016 as a way of improving recruitment. Course-specific marketing would also be used to highlight courses with high NSS satisfaction scores.

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56. The Board thanked the Director of the OIE for the useful analysis, noting that it was a difficult task to synthesise the data and take sensitivities into account. The student Management Information, which was circulated to Governors each month, also helped the Board keep track of trends and potential emerging issues.

57. [REDACTED] Governors agreed that the 'added value' that London Met offered to its students, and which was also of public benefit; the diversity of the University's student population; and its commitment to access, were all issues that should be championed and set out clearly in the University's response to the BIS Higher Education White Paper.

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58. The Board of Governors noted the update on latest student numbers.

Financial Forecasts and 2016/17 Budget

BG 83/4.5

59. The financial forecasts to 2021/22, presented to the Board in March 2016, had been updated to take into account the expected positive impact of the Programme for Improved Student Outcomes (PISO); One Campus | One Community; and the target income and expenditure related to 'Surge' marketing activities. The forecasts had also been revised to comply with FRS 102. [REDACTED]

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60. All of the University's financial performance indicators had improved since the March 2016 forecasts; EBITDA remained positive and improving over the course of forecast period, and net adjusted operating cash flow increased from 2.4 per cent in 2015/16 to 17.6 per cent by the end of the period. In terms of operating surplus/deficit, the forecasts showed the University moving to a break-even position around 2020.

61. The Finance and Resources Committee (FRC) had considered the forecasts in detail at its meeting on 16 June 2016 and had approved them for recommendation to the Board, subject to a small number of adjustments. The Director of Finance explained the forecasts had been refined since the FRC meeting to reflect: an increase in fee income reflecting changes in student number assumptions and the modelling the impact of the 'Surge' campaign to the end of the forecast period; increased operating expenditure relating to staff, students, and non-staff 'Surge' costs; a reduction in depreciation reflecting lower capital expenditure; and higher loan interest as a result of increased borrowing.

62. The 2016/17 forecast would form the University's budget for next year; and the full forecast would also be used to populate the tables required by HEFCE as part of the annual accountability return, alongside a suitable commentary to be signed-off by the Vice Chancellor, due for submission by 31 July 2016.

63. The Board of Governors:

- a. approved the 2016/17 forecast to form the University's budget for the year;
- b. approved the forecast to 2021/22 for submission to HEFCE; and
- c. authorised the Vice Chancellor and Chief Executive to sign the commentary to be submitted to HEFCE on behalf of the Board.

Programme for Improved Student Outcomes

BG 83/4.6

64. The Deputy Vice Chancellor presented an update on the Programme for Improved Student Outcomes (PISO). The six projects that comprised the programme were progressing well and the following achievements were highlighted:

- a. The establishment of an Employer Engagement Team, whose ten administrators (largely London Met alumni) were generating work-related learning (WRL) opportunities from companies and other organisations, as part of the WRL scheme.
- b. The development of an action plan to address the BME student attainment gap, which included a focus on ten subject areas where BME progression was significantly lower than

in other subjects; and provision of additional support from preparedness to study through to graduation.

- c. Engagement with 4,000 prospective applicants to date through the schools and colleges outreach workstream; with the expectation that the University would engage with more than 7,000 by the end of the 2015/16 academic year. This was nearly a three-fold increase on the previous year.
 - d. Continued professional development through the University's online Performance Review System and the Higher Education Academy-accredited CPD Framework for Academic Practice, to boost the University's number of Fellows of the HEA. It was noted that approximately 64 per cent of staff (both support and teaching staff) had a recognised teaching qualification, which was above both the national sector average (24 per cent) and the Million+ average (44 per cent).
65. In response to a Governor's query about BME attainment, the Director of the OIE explained that, although there was not necessarily an identifiable correlation in the teaching approach across subject areas where BME progression was low; there were identifiable features on courses where progression was good. These included small group working and the involvement of graduate and 'success coach' mentors. The approach of individual course leaders could also have a positive impact, for example in the way that module assessments were designed; and the University was seeking to build on these examples of best practice. It was noted that the University also provided practical guidance and training to help prepare students for study and academic life.
66. In response to points raised about the type of opportunities that might be sourced through the Employer Engagement Team, it was stressed that the aim was to provide work 'related' opportunities, and that it was not the intention for all WRL activities to be traditional work placements. It was vital that effort and enthusiasm went in to making sure the WRL scheme was as successful as possible at this stage. It was pointed out that, where the WRL was in the form of a work placement, the appropriate health and safety and insurance procedures would need to be in place.
67. The Board agreed that it would be helpful to have a report on the WRL scheme at its next Board meeting, and that it would be helpful to take stock of the initiative after a year. Separately, the Board also suggested that, at a suitable meeting in the 2016/17 cycle, it should hear from the Pro Vice Chancellor, Student Outcomes and the Pro Vice Chancellor, Student Engagement about their work and priorities.
68. In response to a query about how PISO could be measured, it was explained that all workstreams had 'target outcomes', which were being tracked. It was acknowledged, however, that although some of the PISO workstreams and initiatives had a direct financial impact (for example, through improved retention); others were more indirect and would be more difficult to capture and measure.
69. **The Board of Governors noted the update on the Programme for Improved Student Outcomes**

BIS White Paper: implications for London Met

BG 83/4.7

70. The Deputy Vice Chancellor presented a summary of the key elements of the BIS White Paper: *Success as a Knowledge Economy: Teaching Excellence, Social Mobility and Student Choice*.

71. It was noted that the link between the Teaching Excellence Framework (TEF) and tuition fees had been retained in the White Paper, although implementation would now be phased more slowly than suggested previously. Universities that met basic standards in 2017/18 and 2018/19, based on three core metrics of student satisfaction (NSS); retention rates (HESA performance indicators) and employment (DLHE), would be permitted to increase tuition fees in line with inflation. As one of 25 Universities 'in transition' between quality assurance arrangement frameworks, London Met would be permitted to increase its 2017/18 tuition fees, subject to meeting the quality expectations outlined above. A briefing paper developed by HEFCE to aid the 25 providers 'in transition' was expected shortly.
72. The Board noted that, although three core TEF metrics had been confirmed, there remained scope for additional criteria, such as 'learning gain' and 'added value', which would be of benefit to the London Met. It was noted that the University would be providing a full submission to the TEF Technical consultation that was currently underway, as well as contributing to the Million+ response. More generally, the Board felt that it was vital that the University actively reach out to stakeholders, influencers and other universities to emphasise the vital and unique role that London Met played in providing opportunities for non-traditional students, and the public benefit that this had.

73. The Board of Governors noted the summary of the White Paper and its implications for London Metropolitan University and higher education.

Risk Management Report

BG 83/5.1

74. The Board received its regular report on risk management, which summarised corporate risks being managed within the University and the latest Corporate Risk Register (CRR).
75. The CRR had been reviewed by the Senior Management Team in its role as the Risk Committee on 9 May 2016 and had agreed the addition of two new corporate risks – *CRR 19: Failure to provide facilities for areas vacating Commercial Road by the end of the University's leaseback*; and *CRR 20: Failure of the University's IT delivery to support the goals of OCIOC and PISO*. The Risk Committee had also reduced the residual risk scores of two other corporate risks.
76. The CRR and an update on Risk Management had also been considered by the Audit Committee at its meeting on 17 May 2016; and the Committee had also reviewed a summary of significant OCIOC and PISO programme risks.

77. The Board of Governors noted the risk management report.

12 April 2016 Health and Safety Assurance Group meeting report

BG 83/6.1

78. The Board received the summary of business considered at the 12 April 2016 Health and Safety Assurance Group.

79. The Board of Governors noted the report of the 12 April 2016 Health and Safety Assurance Group meeting.

19 April 2016 Governance Committee meeting report**BG 83/6.2**

80. The Board received the summary of business considered at the 19 April 2016 Governance Committee meeting, noting that the main item of discussion had been the short-listing of candidates for Independent Governor interviews.

81. The Board of Governors noted the report of the 19 April 2016 Governance Committee meeting.

Chair and Vice Chair Role Description**BG 83/6.2_A**

82. At its meeting on 19 April 2016, the Governance Committee had considered draft role descriptions for the Chair and Vice Chair of the Board of Governors and the Senior Independent Governor. The role descriptions were presented to the Board for approval, on the recommendation of the Governance Committee.

83. The Board of Governors approved the role descriptions for the Chair and Vice Chair of the Board of Governors.

22 June 2016 Governance Committee (by circulation) – Meeting Report**BG 83/6.3**

84. The Board received a report summarising the business considered by the Governance Committee via circulation, which was concluded on 22 June 2016. The Committee had approved a number of governance documents for recommendation to the Board of Governors, which were presented elsewhere on the Board agenda. The Committee had also approved the abolition of the Health and Safety Assurance Group and the Remuneration Committee for recommendation to the Board of Governors; and considered revised terms of reference for the Finance and Resources Committee and the Audit Committee, which were also presented elsewhere on the Board agenda for approval.

85. The Board of Governors:

- a. noted the report of Governance Committee business concluded by circulation on 22 June 2016;**
- b. approved the abolition of the Health and Safety Assurance Group, its duties to be absorbed by the Audit Committee; and**
- c. approved the abolition of the Remuneration Committee, its duties to be absorbed by the Finance and Resources Committee.**

Amendments to Board Regulations**BG 83/6.3_A**

86. The Board considered a summary of proposed changes to the Board Regulations, which had also been considered by the Governance Committee. The amendments reflected changes to senior roles and some committee remits as a result of One Campus | One Community recommendations, and some 'tidying up'. The amended Regulations would come into effect from 1 September 2016.

87. The Board of Governors approved the changes to the Board Regulations.

Scheme of Delegation

BG 83/6.3_B

88. The Board considered revisions to the University's Scheme of Delegation, following an annual review of governance documentation. The proposals had also been considered by the Governance Committee and the Finance and Resources Committee. The amendments largely reflected changes to senior roles and some committee remits as a result of One Campus | One Community recommendations, and other 'tidying up'. The amended Scheme of Delegation would come into effect from 1 September 2016.

89. The Board of Governors approved the changes to the Scheme of Delegation.

Board of Governors' Statement of Primary Responsibilities

BG 83/6.3_C

90. The Board considered revisions to the Board of Governors' Statement of Primary Responsibilities, following an annual review of governance documentation. The proposals had also been considered by the Governance Committee. The amended Statement of Primary Responsibilities would come into effect from 1 September 2016.

91. The Board of Governors approved the revised Statement of Primary Responsibilities.

Conferment Policy and Procedure

BG 83/6.3_D

92. The Board considered proposed amendments to the University's Conferment Policy and Procedure, which had also been considered by the Governance Committee. No significant changes were proposed; rather, the updates were designed to help to clarify the procedures and criteria for nominations.

93. The Board of Governors approved the proposed changes to the Conferment Policy and Procedure.

17 May 2016 Audit Committee – Meeting Report

BG 83/6.4

94. The Board received a report summarising the issues considered by the Audit Committee at its meeting on 17 May 2016.

95. In light of recommendations arising from the One Campus | One Community Organisational Redesign workstream, it had been agreed that the Audit Committee should absorb the functions currently performed by the Health and Safety Assurance Group. Both the Chair of the Audit Committee and the Chair of the Health and Safety Assurance Group (who was also a member of the Audit Committee) were supportive of the proposals. Revised Terms of Reference were subsequently circulated the Committee on 17 June 2016, and had also been considered by the Governance Committee. The revised Terms of Reference were presented elsewhere on the agenda for the Board's approval.

96. The Committee had noted that a Procurement Panel had conducted interviews with three short-listed external audit service providers on 17 May 2016, and that the suppliers had been assessed by the Panel against agreed criteria. On 27 May 2016, the Audit Committee approved the Procurement Panel's recommendation to re-appoint KPMG as the University's external audit service provider from 1 August 2016, and this was recommended to the Board for approval.

97. The Board of Governors:

- a. noted the report of the 17 May 2016 Audit Committee meeting; and
- b. approved the re-appointment of KPMG as the external audit provider with effect from 1 August 2016.

Audit Committee Terms of Reference

BG 83/6.4_A

98. The Audit Committee Terms of Reference had been revised to reflect that the Committee had absorbed the assurance role performed by the Health and Safety Assurance Group, as recommended by the One Campus | One Community Organisational Redesign workstream. The Terms of Reference had been considered and approved by the Audit Committee and the Governance Committee, which had also approved the abolition of the Health and Safety Assurance Group, for recommendation to the Board of Governors.

- 99. The Board of Governors approved the revisions to the Audit Committee Terms of Reference.**

15 June 2016 Academic Board – Meeting Report

BG 81/6.5

100. The Board received a report summarising the issues considered by the Academic Board at its meeting on 15 June 2016.

- 101. The Board of Governors noted the report of the 15 June 2016 Academic Board meeting.**

Amendment to Student Charter

BG 81/6.5

102. At its meeting on 15 June 2016, the Academic Board had considered and approved revised wording to the Student Charter to reflect the University's commitment to improving the turnaround of assessment feedback and improvement to the student experience. The proposed change was now recommended to the Board for approval. The Board agreed that it would be helpful if delivery of this commitment was monitored and reported to the Board in due course.

- 103. The Board of Governors approved the amendment to the Student Charter.**

16 June 2016 Finance and Resources Committee – Meeting Report

BG 83/6.6

104. The Board received a report summarising the issues considered by the Finance and Resources Committee at its meeting on 16 June 2016.

105. The Committee had approved revised Terms of Reference to absorb the functions currently performed by the Remuneration Committee; and had also considered in detail the revised financial forecasts to 2020/21 and the 2016/17 Budget, and recommended these to the Board for approval.

106. **The Board of Governors noted the report of the 16 June 2016 Finance and Resources Committee meeting.**

Finance and Resources Committee Terms of Reference

BG 83/6.6_A

107. The Finance and Resources Committee Terms of Reference had been revised to reflect that the Committee had absorbed the role performed by the Remuneration Committee, as recommended by the One Campus | One Community Organisational Redesign workstream. The Terms of Reference had been considered by the Finance and Resources Committee and by the Governance Committee, which had also approved the abolition of the Remuneration Committee.

108. The Board noted that the Committee's membership would be strengthened by the appointment of Mark Anderson and Shaun Williams to the Committee.

109. **The Board of Governors approved the revisions to the Finance and Resources Committee's Terms of Reference.**

Any Other Business

Oral

110. The Staff Governor argued that the Board should listen to the concerns of staff about the current s.188 exercise and extend the deadline for the Voluntary Severance scheme beyond 31 July 2016, to allow more time for staff to make decisions. In response, the Chair of the Board of Governors reiterated that the Board would not involve itself in the day to day operation of the University or in the detail of industrial relations, which was properly a matter for the executive. A meeting of a Disputes Panel of Governors under the disputes protocol agreed with UCU was being arranged. Formal processes were underway and the outcome of current consultation exercises were not yet known. It was not appropriate for the Board to pursue such discussions at its meetings.

111. The Vice Chancellor challenged the suggestion that staff were not being listened to. The programme of 'conversations with the Vice Chancellor', open meetings, monthly Wider Management Group meetings, and the Google+ OC|OC community were all opportunities for staff to engage with the Vice Chancellor, members of the Senior Management Team and OC|OC Programme staff. The involvement of staff in these forums indicated how staff were being actively engaged in the process of changing the University.

Siobhan O'Donoghue
July 2016

Item	Para / Action	For action by who	To be actioned by when	Update on action (as at 30.09.16)
BG 83/2.1 Vice Chancellor's Report	Para 18) Options analysis and contingency proposals around EU membership to be developed for consideration at a future meeting.	Director, OIE	Board meeting in 16/17 cycle.	<i>Report on Brexit (BG 84/4.4) on the agenda for the Board meeting on 6 October 2016</i>
BG 83/4.3 Contingency Planning	Para 50) Confirmation / cancellation of 8 August meeting required in July.	University Secretary	July 2016	<i>Meeting cancelled 15 July</i>
BG 83/4.3 Contingency Planning	Para 50) Student numbers would be circulated to the Governors via email in August, should the Board meeting be cancelled.	Director, OIE	August 2016	<i>Student management information report circulated to the Board.</i>
BG 83/4.6 Programme for Improved Student Outcomes	Para 67) Board to receive a report on the WRL scheme at its next Board meeting (and 'stock-take' after 1 year).	Deputy Vice Chancellor	October 2016 / October 2017 Board meetings	<i>Update included in PISO report (BG 84/4.9). Report scheduled for joint Board-Academic Board meeting in January 2017, as part of presentation by PVC Employment Outcomes.</i>
BG 83/4.6 Programme for Improved Student Outcomes	Para 67) PVC Academic Outcomes and PVC Employment Outcomes to present to the Board at suitable meeting.	PVCs Student Outcomes and Student Engagement	Board meeting in 16/17 cycle.	<i>Scheduled for joint Board-Academic Board meeting in January 2017.</i>
BG 83/6.5 Student Charter	Para 102) Delivery of assessment feedback turnaround to be monitored and reported back to a suitable Board meeting.	Deputy Vice Chancellor	Board meeting in 16/17 cycle	<i>Scheduled for joint Board-Academic Board meeting in January 2017.</i>