
Minutes of the 93rd Board of Governors
TM3-03, Holloway**22 March 2018**
11:20 –13:40

Governors present:

Mr Mark Anderson (Chair)
Ms Rolande Anderson
Ms Fionnuala Duggan
Ms Harini Iyengar
Mr Tony Millns
Ms Ann Minogue
Mr Michael Murphy
Prof. John Raftery, Vice-
Chancellor
Ms Cécile Tshirhart
Dr Shefaly Yogendra

Others in attendance:

Ms Lynn Burke, OC IOC Programme Director
Ms Nicola Cahill, Assistant University Secretary (minutes)
Dr Elizabeth Charman, PVC Academic Outcomes
Mr John Duffy, Chief Operating Officer
Ms Sharon Page, University Secretary and Registrar
Ms Pamela Nelson, Chief Financial Officer
[REDACTED] s.43(2) FOIA - commercially sensitive
Ms Cathy McCabe, incoming Governor
Ms Florence Onwumere – Students' Union representative
Prof. Dominic Palmer-Brown, PVC Employment Outcomes

Welcome, apologies and announcements

- The Board received apologies from Independent Governor Renarta Guy, Independent Governor Adrian Kamellard, Independent Governor Dianne Willcocks, Staff Governor Alex Tarry, and Student Governor Tunde Toki.
- The Chair welcomed [REDACTED], attending her last meeting, Florence Onwumere, representing the Students' Union and Independent Governor Tim Cochrane, attending his first meeting. s.43(2) FOIA - commercially sensitive
- The Chair thanked Fionnuala Duggan for her service to the Board. It was noted that she would continue as a co-opted member of the Finance and Resources Committee.

Declarations of interest

- Governor Fionnuala Duggan declared her interest as an employee of Informa which provided services to the University for some online learning courses and Governor Michael Murphy declared an interest as an adviser to Lodestone Communications.
- There were no other declarations of interest.

Minutes of the last meeting and matters arising**BG 93/1.1**

- The Board approved the minutes of the Board of Governors meeting on 25 January 2018. There were no matters arising.

Vice-Chancellor's General Report

BG 93/2.1

1. The Board received the Vice-Chancellor's General Report and noted the following points:

Office for Students (OfS) Regulatory Framework : The Board was advised that, with the advent of the data-driven OfS, the University would need to be even better sighted on student outcomes data and leading indicators. SLT had identified an urgent need for a new dashboard to monitor the effect of interventions. The dashboard would assist the Board in analysing whether effort was being focused on the right areas. Work on resourcing and designing the dashboard had commenced.

UKVI Compliance: The Board was provided with a full report on the University's compliance with its UKVI sponsorship license as an appendix to the Vice-Chancellor's report. The Board noted that overall CAS numbers remained low and individual refusals therefore had a disproportionate effect on the institution's refusal rate. The refusal rate had risen from the levels maintained in the two previous academic years, but was expected to improve before the submission of the Basic Compliance Assessment in September 2018. The Board noted that UKVI compliance represented a particular area of concern for Post-92 universities and expressed its support for any joint representations that might be made on the matters.

Conclusion:

2. The Board noted the key updates in the Vice-Chancellor's General Report.

Medium Term Strategy Review Outcomes and Recommendations

BG 93/2.2

3. The Board considered a report on the outcomes of the Medium Term Strategy Review process, along with a set of recommendations.
4. It was noted that a number of initiatives identified in the Strategic Plan (2015) had proven to be effective but progress in some areas been less good. Schools and Professional services had been reshaped, the estates footprint reduced, and graduate employment outcomes and student satisfaction were significantly improved when compared with 2015. However, student numbers were down as a result of reduced recruitment and high rates of discontinuation continued. Given that not all aspects of the Strategic Plan had proven to be successful, and that there had been changes to the Board and the Senior Leadership Team in the interim, it had been considered timely to undertake a review.
5. The review set out plans to address the reduction in student numbers under a series of key headings, as follows:
 - i) Student Numbers and Finances
 - ii) Academic Portfolio
 - iii) Employment Outcomes
 - iv) Brand
 - v) Significant Service and Operational Change
6. The Board recognised that consideration of strategic options was ongoing and noted all the work that had gone into producing the Medium Term Strategy review. Further detailed, costed proposals would continue to come forward to the Board in May and in June.

Conclusions:

7. The Board approved the recommendations in the report to enable this work to continue to the next stage at the Board's Strategy Day on 10 May 2018.

Student Governor's Report

BG 93/3.1

8. The Board considered the Student Governor's report. The report highlighted the Students' Union's work in developing a draft relationship agreement between the Students' Union and the University; progress made in relation to the Student Voice Community; the Students' Union's support for the Student Led Module Feedback (SLMF) scheme and support provided to the delivery and promotion of this year's National Student Survey (NSS); and the completion of the Students' Union elections. The Board was advised that participation in the elections was expected to have increased as students had also been able to vote online.

Conclusion:

9. The Board welcomed the Student Governor's report.

2017/18 budget and financial forecasts update

BG 93/4.1

10. The Committee considered an update on the financial position for the University at 31 January 2018 and a forecast for the full year position.
11. The Board noted that the forecast EBITDA was £2.6m, £3.4m less than budget, and supported the recommendation of the Finance and Resources Committee that Senior Leadership Team (SLT) should make every effort to bring EBITDA back to budget.
12. In discussion the Board requested that a statement of committed spend on estates strategy be prepared. It was also requested that the February Management Information should include School and PSD financial data.

Conclusion:

13. The Board noted the update.

Pensions/ LPFA update

BG 93/4.2

14. The Board considered a report which sought approval to increase employer contributions payable to the London Pensions Fund Authority (LPFA), the scheme offered to the University's non- academic staff.

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17. The Board acknowledged that a number of HE and FE institutions were in similar situations with regard to LPFA contributions, and highlighted the strain that this placed upon the sector. The Board offered their collective support to SLT should they deem it necessary to undertake a further challenge with regards to the LPFA's decision to increase pension contributions. The Board requested that KPMG should be invited to provide a presentation on pensions strategy. It was agreed that an historic report prepared by Shoosmiths LLP regarding the University's pensions liabilities should be circulated to the Board for their information.

Conclusions:

18. The Board authorised the increased payment and authorised the Vice-Chancellor to sign the contributions certificate.

Tuition Fees for 2019/20

BG 93/4.3

19. The Board considered a report which proposed revisions to the University's Tuition Fees for 2019/20, as recommended by the (inquorate) Finance and Resources Committee at its meeting on 8 March 2018.

Conclusion:

20. The Board approved the recommendations in relation to Tuition Fees, as follows:
- i) Increase the fee for new starters to the maximum regulated fee permitted under TEF and the Student support regulations
 - ii) Continue to charge EU nationals the same fee as Home students for 2019/20 but keep the situation under review for future years
 - iii) Retain the 4 price points but increase the fee amounts by 3% to reflect cost of living rises for 2019/20
 - iv) Propose to freeze current fees at £6500 for new Home PGR student (£3250 for PT) 2019/20 as currently in excess of direct competitor group price points
 - v) Retain the fee structure but add a cost of living increase of 3% to all price points for 2019/20
 - vi) Leave fees fixed for returning students (2017/18 and 2018/19) as well as from other cohorts subject to government cap
 - vii) Increase fees for returning PGT students by 3% to match those charged to 2019/20 starters
 - viii) Increase from 2018/19 by a cost of living amount of 3%. Continue to migrate credit bearing PG provision to a standard price point with the fee being pro rata for the credit volume of the award

- ix) No change to existing arrangements for discounts and payment options. Prompt payment discount of 3% should be made available for students joining from September 2018
- x) Bursary provision continues for committed bursary schemes for 2018/19 and previous schemes as stated in the OFFA agreements

OC I OC Implementation update

BG 93/5.1

- 21. The Board considered a status report on the OC I OC programme.
- 22. The Board was advised that, subject to their approval, it was anticipated that Moorgate-based teaching would move to the Holloway Campus in summer 2019. A project Board had been established, and information regarding the requirements of the Guildhall School of Business and Law had been gathered, to inform proposals for the re-provision of accommodation. It was confirmed to the Board that specialist facilities, such as the Bloomberg rooms at Moorgate, could be reprovided at the Holloway Campus.
- 23. Discussions with the Corporation of London regarding early termination of the lease were ongoing, and subletting options were being explored.
- 24. Practical completion of the Roding Building had been reached on 2 March 2018, the official launch of the building would take place on 20 March 2018 following a soft-launch and final testing period. The Board would be provided with a tour of the Holloway Campus, to include the new Roding building, ahead of the decisions to be taken in connection with the Medium Term Strategy Review.
- 25. To improve services to students the University was in the process of implementing a new Customer Relationship Management system to support the Student Journey. A new system to manage in-person queue management had been rolled out across two of the University's campuses.

Conclusion:

- 26. The Board noted the update.

Approach to future investment on the Holloway Campus

BG 93/5.2

- 27. The Board considered a report which outlined draft proposals for a revised approach to estates investment at the Holloway Campus.
- 28. Feedback provided to officers at the estates masterplan workshop on 25 January 2018 had highlighted that there was recognition of a need to invest in the Holloway Campus. A cost-sensitive modular approach had been developed in recognition of the need to invest in the estate, while enabling the Board maintain control of spend.
- 29. In discussion officers were advised that the University should continue to attempt to engage with the City of London regarding the termination of the current lease on the Moorgate Campus, future negotiations should highlight the contribution the University makes with regards to social capital. Additionally, the Board

recommended that alternative sources of funding should be investigated given that proposals for improvements to the University would include enhancements to community facilities.

Conclusion

30. The Board noted the report which outlined the revised approach to future estates investment at the Holloway Campus.

Planning for the Learning Resource Centre

BG 93/5.3

31. The Board considered proposals in relation to the Learning Resource Centre (LRC). The Board was advised that the University owned the freehold of the LRC which stood at the junction of Holloway Road and Hornsey Road. The converted warehouse provided accommodation for the University library and a range of student services. As part of the assessment of future options for the Holloway Campus, the University had engaged Cushman and Wakefield to examine and illustrate the development potential of the site and to provide indicative values that could be released from disposal of the site.
32. The Board recommended that due consideration should be given to how the University might share in gains arising as a result of the development of the site as part of the assessment.

Conclusion

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OC I OC March 2018 'checkpoint' review

BG 91/5.4

34. The Board considered the March 2018 checkpoint review in accordance with the OC I OC contingency planning process approved by the Board in May 2016. SLT had been monitoring enrolment data for 2017/18 and application data for autumn 2018 recruitment to determine whether enrolment predictions and other assumptions had deteriorated to an extent that would require invoking the University's contingency plan and changing the decision to recruit for the next academic year. In light of current performance, the SLT had agreed that no change in recruitment plans was required.
35. It was noted that future iterations of the report would be presented in a revised format.

Conclusion

36. The Board noted SLT's recommendation that that the University should continue to recruit.

Draft IT Strategy

BG 93/5.5

37. The Board considered the Draft LMU IT Strategy 2018/2019. The Board welcomed the report, the fresh approach adopted in the draft strategy and highlighted that its development must interconnect with the Medium Term Strategy Review.

Conclusions:

38. The Board noted the draft IT Strategy report.

OfS Registration requirements

BG 92/6.1

39. The Board considered a report which provided an update on the process and timetable for registering with the Office for Students (OfS).
40. OfS would become operational on 1 April 2018, with the full regulatory framework scheduled to go live on 1 August 2019. Ahead of the launch of the full framework the University would also continue to be regulated by HEFCE. The first requirement to be addressed following the 1 April would be to register as a higher education provider with the OfS. The deadline for registration was 23 May 2018.
41. It was noted that the SLT would act as the steering group for the registration process, with individual SLT members having been allocated registration conditions on which to lead. Final review of key documents would take place in late April, with the final sign off scheduled for 14 May 2018. A further progress report would be submitted for the Board's consideration at the 10 May 2018 strategy day.

Conclusion

42. The Board noted the report on the OfS registration process.

Risk Management Quarterly Report

BG 93/6.2

43. The Board considered the quarterly Risk Management report and the revised Corporate Risk Register as had been considered by the Audit Committee at their meeting on 21 February 2018. The report also presented a summary of key programme risks relating to One Campus | One Community, Year 3 of the Programme for Improved Student Outcomes and the Employment Outcomes programme.
44. The Board noted the following changes to the Corporate Risk Register, as approved by SLT on 12 February 2018:
- A) Reduction in residual risk score for CRR30 ('A partnership causes the University legal, financial or reputational damage') to reflect PwC's assessment that actions from the 2017 internal audit review of partnerships had been fully implemented;
 - B) A new risk, CRR33, 'the implementation of organisation change causes deterioration or disruption to key services', had been added to reflect discussion at recent Board meetings.

Conclusion

45. The Board noted the quarterly risk management update.

Health and Safety Update

BG 93/6.3

46. The Board considered a general update on key aspects of Health and Safety activities across the University, as considered by the Audit Committee at their meeting on 21 February 2018.
47. The Board noted that a refresh of the University's Health and Safety function was underway.

Conclusion

48. The Board noted the Health and Safety Update.

Benwell Road Fire- Update

BG 93/6.4

49. The Board considered an update report on the actions undertaken following the fire at Benwell Road on 12 October 2018, as had been considered by the Audit Committee and Finance and Resources Committee at their March 2018 meetings.
50. Officers advised that many of the planned actions outlined in the report had subsequently been completed which included; utilising Spring term fire drills as training exercises for Fire Wardens; purchasing new equipment for use by the evacuation team – improved radios, mobiles and loud hailers and fire extinguisher training for Fire Wardens. Actions which remained outstanding related to the upgrade of the fire alarm system of the Tower and Tech Towers and fire compartmentalisation works; both initiatives had been included as part of plans future capital works on the Tower buildings.

Conclusion

51. The Board noted the update on the actions undertaken in response to the Benwell Road fire.

Students' Union Relationship Agreement

BG 93/6.5

52. The Board considered a report which presented a draft relationship agreement between the University and the Students' Union, as had been considered by the Finance and Resources Committee at its meeting on 8 March 2018.
53. The relationship between the University and the Students' Union was governed on a day- to- day basis by a relationship agreement. The current agreement came into force in May 2013. The draft revised agreement had been prepared by a group of staff members and student sabbatical officers and aimed to reflect the independence of the Students' Union and the duties of the University. Under Section 22 of the 1994 Education Act, the University's Board had responsibility to ensure that the Students' Union operated in a 'fair and democratic manner and is accountable for its finances'.

Conclusion

54. The Board of Governors approved the Students' Union Relationship Agreement.

Update on Environmental Sustainability

BG 93/6.6

55. The Board considered an update report on the University's environmental sustainability activities and welcomed the news that the University had won several awards for its work to reduce carbon impact.

Conclusion

56. The Board noted the report.

Carbon Management Plan

BG 93/6.7

57. The Board considered an update on the University's Carbon Management Plan which had been in place for 2014-2017 and had set a carbon reduction target of 50% by 2020. The University had met and exceeded its target in relation to carbon reduction, the plan would be reviewed to set a new challenging, but achievable target for implementation from July 2018.

Conclusion

58. The Board noted the Carbon Management Plan update report.

Gender Pay Gap update

BG 93/6.8

59. The Board considered a report on the diversity of the University's workforce which set out what data would be published annually to meet the new requirement to publish details of the gender pay gap from April 2018.
60. The Board was advised that the University's gender pay gap was 11.45% (median). The main reason for the University's pay gap was that it employed more women in lower paid jobs and more men in higher paid jobs. It was also highlighted that around a third of the total pay gap was attributable to the large number of female students employed by the University in 'Met Temps' positions (63.9%) relative to male students.
61. It was anticipated that the pay gap would increase owing to plans to promote the expansion of the Work Related Learning scheme. It was likely that individuals employed through the scheme would be reflective of the student body, and therefore increase the number of females in lower paid positions. The Board expressed their continued support for the WRL scheme, highlighting its implications for the employment outcomes of students.

Conclusion

62. The Board considered the report and noted the steps being undertaken to meet publication obligations

Staff Survey Action Plan Update

BG 93/6.9

63. The Board considered an update which reported progress against actions arising from the July 2017 staff survey, noting the innovative approach adopted by the University in terms of attracting and retaining staff.

Conclusion

64. The Board noted the staff survey action plan update.

Sale of 4 College Close, Ware**BG 93/6.10**

65. The Board was advised that the property was purchased by the University in 1991 for £85,000 to rehouse a tenant from a basement flat on Benwell Road, which was demolished to allow the Benwell Road extension to be built. Given that the 8 March meeting of the Finance and Resources Committee had been inquorate, the Board's approval was sought for the disposal of the property.
66. The property had been tenanted by the same individual until December 2017 when it became vacant. Following valuations by two local estate agents, the University had received an offer of the full asking price of £375,000 for a private sale. If accepted the University would save on agency fees amounting to between £3600 and £4500 (inc. VAT).

Conclusion:

67. The Board approved the proposal to dispose of the property and to accept the full asking price offer of £375,000 received, as the property was surplus to the University's requirements and would generate a capital receipt.

Annual Board Effectiveness Survey**BG 93/6.11**

68. The Board received the Annual Board Effectiveness Survey Report on the recommendation of the Governance Committee. The Board was advised that the completion of the survey had been timely as the results could be fed into the external Governance effectiveness review.
69. The Board welcomed the news that actions were in train to progress the recommendation regarding signposting and Executive Summaries for reports. A detailed summary of responses had been shared with the relevant Committee Chairs, along with suggestions made by the Governance Committee.

Conclusions

70. The Board received the Annual Board Effectiveness Survey report.

Report from the Remuneration Committee**BG 93/7.1**

71. The Board received the report of the 26 February 2018 Remuneration Committee meeting.

Report from the Governance Committee**BG 93/7.2**

72. The Board received the report of the Governance Committee meetings which had taken place on 28 February and 13 March 2018.

Report from the Academic Board

BG 93/7.3

73. The Board received the report of the Academic Board meeting which had taken place on 1 March 2018.

Report from the Finance and Resources Committee

BG 93/7.4

74. The Board received the report of the inquorate Finance and Resources Committee meeting which had taken place on 8 March 2018.

Report from the Audit Committee

BG 93/7.5

75. The Board received the report of the Audit Committee meeting which had taken place on 21 February 2018.

CHAIRMAN _____

Action table

Item	Para / Action	For action by who	To be actioned by when	Update on action (as at XX/XX/XX)
2017/18 Budget and Financial Forecasts Update BG 93/4.1	Para. 12 – Estates Strategy spend and committed spend information to be circulated to the Board of Governors.	COO	ASAP after meeting	
LPFA Update BG 93/4.2	Para. 17- KPMG to be invited to May Strategy day to provide a presentation on the latest pensions position.	CFO	May 2018 Strategy Day	Delayed to June 2018 meeting
LPFA Update BG 93/4.2	Para. 17 – Shoosmiths LLP Pensions Liability report to be circulated.	CFO	ASAP after meeting	