
Board of Governors

**Minutes of the sixty-seventh meeting held on
Thursday 28th November 2013**

Present:

Clive Jones – in the Chair
Kathy Castle
Katherine Farr
Emir Feisal
Malcolm Gillies – Vice-Chancellor
Rob Hull
Jason Jackson
Ann Minogue (until minute 937.1 (part))
Daleep Mukarji
Mark Robson (until minute 937.1 (part))
Cathy Sullivan
Dianne Willcocks (until minute 941 (part))

In attendance:

Paul Bowler, Deputy Chief Executive
Lynn Burke, Director, Office of Institutional Effectiveness
Sean Connolly, Director, Strategic Programme Office
Mark Harris, Deputy University Secretary (Board)
Peter McCaffery, Deputy Vice-Chancellor
Jim Port, External Consultant
Alison Wells, University Secretary and Clerk to the Board
Jonathan Woodhead, Executive Officer

Amendments were requested in respect of the number of governors who had been University employees in the year and to the reference to post balance sheet events.

PN

Action: Pam Nelson

The Board noted the risks and implications of not securing planning permission and achieving a timely sale of Stapleton House, or of the sale itself falling through.

Subject to the amendments identified being made, the Board **approved** the report and financial statements and **authorised**:

- a. the Chair of the Board to sign the Report of the Board of Governors;
- b. the Chair of the Board and the Vice Chancellor to sign the Statement of Corporate Governance and the Balance Sheets of the University and the Group; and
- c. the Chair of the Board to sign the letter of representation from the University to the external auditors.

The Board also noted the Management Letter ("Key Issues Memorandum") from the external auditors, which had been considered by the Audit Committee.

932.4 2013/14 budget update (BG 67/8)

The Board received a report from the Director of Finance requesting approval of a revision to the budget approved in July 2013, [REDACTED] Pam Nelson reported that the Executive had discussed and agreed a proposal to reduce the in-year savings target for the Faculty of Social Sciences and Humanities [REDACTED] and that it was possible that the full level of savings would not be achieved until 2014/15. [REDACTED]

s.43 Commercial
Interests

The Board reflected on these points and **resolved** to approve the revised budget, [REDACTED]

932.5 Annual Accountability and assurance returns 2013 (BG 67/9)

The Board noted HEFCE's guidance regarding the Annual Accountability Return and approved Annex E of the Annual Assurance Return.

Katherine Farr requested that the table of data returns, showing the evidence base and approval pathway, be circulated.

Univ
Sec

Action: Alison Wells

Katherine Farr also queried the non-inclusion of the HEFCE financial forecast tables in the Board papers. Pam Nelson advised that they were not included because further analysis of the student number component was required in order to complete the tables, but that this was expected to be ready the following day.

The Board requested that the forecast tables be circulated by e-mail as soon as possible and that any comments be submitted to Pam Nelson by midnight on Sunday 1 December, in order to meet the deadline for submission to HEFCE. The Board then **authorised** the Chair to sign off the revised forecasts in order to meet the submission deadline.

PN

Action: Pam Nelson

The Board also noted that the University was not proposing to submit an Annual Sustainability Assessment to HEFCE this year. The Assessment was not mandatory and further work was required, as part of the strategic options review, to set sustainability targets.

932.6 Annual Report of the Audit Committee (BG 67/10)

Katherine Farr presented the Committee's Annual Report to the Board and noted the internal auditors' favourable opinion on the strong financial control environment at the University. The Board **approved** the Report.

It was noted that raising awareness of and training in the implementation of the University's anti-malpractice policies would be commencing shortly with a report to the Audit Committee on progress at its next meeting.

Univ
Sec

Action: Alison Wells

933 Membership matters

933.1 The Board noted that Vice-Chancellor had given notice to the Chair of the Board of his intention to retire from the University in December 2014.

933.2 The Board welcomed the news of Kathy Castle's re-election by Academic Board to serve on the Board of Governors.

933.3 The Board noted with deep sadness the recent sudden and unexpected death of Mark Bickerton, Head of the International Office. The Board extended its sincere condolences to his family, friends and colleagues.

934 Declaration of interests

The Board noted Mark Robson's interest as a member of the Board of HEFCE.

935 Minutes of the previous meeting (BG 67/1)

The minutes of the meeting held on 26 September 2013 were confirmed as a correct record subject, at her own request, to the inclusion of Cathy Sullivan's expressed concern about the effect of staff cuts on staff morale. The Board reviewed the notes of its recent Strategy Day and requested a revision to the section on University tuition fee levels.

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Action: Alison Wells

Dianne Willcocks recalled the discussion of research issues that had taken place at the recent meeting of the Academic Strategy Committee, and which were being further explored in the Board sub-group which the Vice-Chancellor was leading. Jim Port outlined further work that would be done before the Board's January meeting.

936 Matters Arising not covered elsewhere on the agenda

936.1 Residential properties (minute 925.3.3 refers)

Paul Bowler noted that he had undertaken to report to the Board regarding potential disposal of the University's residential properties. The Board endorsed his view that this work was of lower priority compared to larger

and more pressing estates matters.

936.2 Executive search for the next Vice-Chancellor

The Chair reported that a small sub-committee of the Board had been created to prepare for the search for the next Vice-Chancellor. Tony Millns (Chair of the Governance Committee) and Maureen Laurie had prepared a report on search methods, which Alison Wells had circulated and which recommended the appointment of Minerva as search consultants. Alison advised the Board that she and Robert Fisher (Director of HR) would be Minerva's contacts at the University.

The Board approved the appointment of Minerva and requested a detailed report on the search process from Tony Millns at its next meeting.

TM

Action: Tony Millns

Emir Feisal suggested and it was agreed that the Chairs of Board Committees would have an important contribution to make to the selection process.

937 Vice-Chancellor's reports

937.1 Vice-Chancellor's General Report (BG 67/2)

The Vice-Chancellor prefaced his report with reference to two additional matters for note, [REDACTED]

s.36 Prejudice to Effective Conduct of Public Affairs

s.40 Personal Information

The Vice-Chancellor presented his report to the Board. Key points were:

- The realignment and retiming of the Vice-Chancellor's reports to HEFCE. The focus of future reports would be on issues of risk and risk mitigation rather than on Governance, Management and Systems. The Vice-Chancellor added that an assurance discussion had been held with HEFCE the week before and a draft response received. The University appeared to be performing well against 8 of 10 performance indicators, though Student Satisfaction and Estates missed their targets in 2012/13.
- Two Vice-Chancellor's addresses would be held in the week commencing 9 December.

- A subgroup of the Board had been formed to progress matters arising from the Board's recent Strategy Day. Jim Port was discussing growth scenarios with the Faculties, and proposals on fees and research and research education would be brought to the Board at its January meeting. At its meeting immediately prior to the Board meeting, the subgroup had briefly considered future models of the University and recognised the need to consider them in greater depth.
- The Vice-Chancellor's overview on institutional risk drew governors' attention to the University's somewhat weakened position in 2014/15, which would in his opinion leave the University in a more difficult position to face 2015/16 and the years beyond.

Noting the contents of the draft letter from HEFCE gave a positive response to the University, the Board requested that the final version should, once received, be communicated to the Board and noted to staff.

[REDACTED]

Univ
Sec

[REDACTED] The Secretary was requested to check the point in the minutes of that meeting and report back in due course. (Secretary's note: the Finance and Resources Committee subsequently reviewed the minutes of that meeting and have added a note to reflect that the Committee retrospectively endorsed, via email correspondence, [REDACTED]
[REDACTED]

s.36 Prejudice to
Effective
Conduct of
Public Affairs

Action: Alison Wells

937.2 Development and Fundraising Strategy (BG 67/3)

The Vice-Chancellor reported on a proposed Development and Fundraising Strategy to 2015. He added that a Development Officer had been appointed and would take up post very shortly.

Governors expressed concerns about the ethical dimension of fundraising and the need to carry out due diligence checks on donors and donations, and about issues of communications and ownership. It was emphasised to the Executive that there was a need to change the culture in the University so that it was not afraid to "make the ask".

The Board endorsed the strategy. The Vice-Chancellor informed the Board that the first fundraising campaign would be carried out among alumni during the current academic year.

938 Follow-up on actions post Board of Governors' Strategy Session on 15 November 2013

The Board noted that this had been covered in part by the Vice-Chancellor's report and would be covered further by the Deputy Vice-Chancellor's report.

939 Deputy Vice-Chancellor's Report

The Deputy Vice-Chancellor reported on some key points from the Strategy Day:

- The need to make academic savings was being addressed. [REDACTED]
- There had been a 15% increase on the previous year in applications for Spring entry at present date, with further applications expected in January 2014.
- Student progression rates had increased, but still a number of students did not make it through an academic year and would need to repeat a year or a semester. Work was ongoing to find ways of helping such students to progress.
- The details of a fee/bursary/scholarship package remained to be finalised and would be presented to the Board at its January meeting.

s.43 Commercial
Interests

Governors requested that the forthcoming Board paper should include the supporting data as an appendix.

DVC

Action: Peter McCaffery

940 Deputy Chief Executive's report (BG 67/4)

Paul Bowler presented a report. Key points were:

- An outline of the planning process with regard to Stapleton House and current issues with the London Borough of Islington. [REDACTED]

[REDACTED]

s.43 Commercial Interests

- A capital receipt [REDACTED] for the Commercial Road property, [REDACTED]
- University financial projections for 2013/14 continued to deprioritise deferred maintenance works. The figure, however, was likely to increase.

[REDACTED]

s.43 Commercial Interests

[REDACTED] An HLF officer would work with the University on an application to the HLF Board in March 2014.

s.41 Information provided in Confidence

941 University Secretary's report (BG 67/5)

Alison Wells presented a report to the Board forwarding recommendations by the Governance Committee. The Board **approved**:

- A minor amendment to Article 21.1 of the proposed new Articles of Association, relating to procedures governing staff grievances, suspension, discipline and dismissal;
- The Governance Committee's recommended nominations for the award of honorary degrees in July 2014;
- The co-options of Avnish Savjani, John Duke and Jane Broadbent (who was a late addition to the list and therefore not referred to in the Board papers) to the Audit Committee, and of Eileen Milner to the Academic Strategy Committee; and
- Changes to the terms of reference of the Audit Committee and of the Finance and Resources Committee (with copies of these to be sent to all Governors for information).

Following discussion the Board further agreed to ask that:

- The Governance Committee consider how to enhance the transparency of process of selection of both new Governors and new co-opted Committee members.
- The table of tenure be circulated for information to all Governors.

Action: Alison Wells

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The Board noted the progress being made with the electronic Board papers project. Governors were invited to the presentation by package providers that would take place ahead of the next Governance Committee meeting.

The Board also noted that work was in train on guidance regarding international nominations and on a review of the criteria for honorary awards.

942 Student Governor's report (BG 67/6)

Jason Jackson presented a report and added that the first meeting of the Union's Trustee Board had taken place on 25 November. He outlined a number of activities and initiatives that were under way and which he felt contributed to a greater feeling of engagement between the students and the Students' Union. The Union would welcome further input from the Board of Governors in terms of identifying potential members of the Trustee Board.

943 Risk Management Update (BG 67/11)

Sean Connolly presented a report and added that the Risk Committee would be meeting next week to consider the question of the risk that cost savings might adversely impact the student experience, and faculties' and PSDs' concerns about the internal impact of cost savings.

The Board noted that this was Sean Connolly's last meeting before leaving the University. The Board thanked Sean for his contribution and commitment and wished him well for the future.

944 Any other business

Noting reference in the minutes of the Health and Safety Assurance Group to a paper being prepared on Staff Wellbeing it was noted that this would be considered by the Audit Committee, which would report on its conclusions to the Board of Governors.

945 Minutes for information (BG 67/12 to 67/17)

The Board received and noted the minutes of the most recent meetings of the following:

- Finance and Resources Committee, 9 September 2013;
- Audit Committee, 24 September 2013;
- Governance Committee, 24 September and 19 November 2013 (unconfirmed);
- Health and Safety Assurance Group, 29 October 2013 (unconfirmed);
- Academic Strategy Committee, 19 November 2013 (unconfirmed); and
- Academic Board, 11 June 2013.

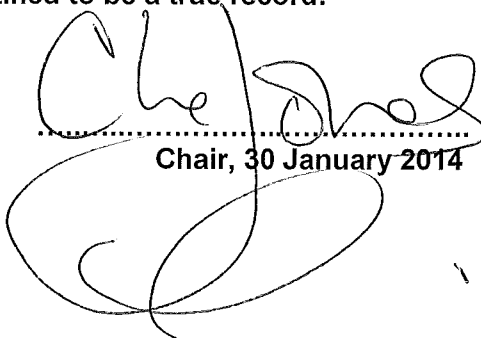
946 Date of next meeting

Thursday 30 January 2014 at 5.00pm

947 Close of meeting

There being no further business, the meeting closed at 7.48 pm.

Certified to be a true record:-



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Chair, 30 January 2014

Sixty-seventh Meeting of the Board of Governors, 28 November 2013

Action Sheet

<u>Minute</u>	<u>Action</u>	<u>By</u>
932.3	To make the requested corrections to the financial statements in respect of the number of governors who had been University employees in the year and to the reporting of the vacating of the Jewry Street premises.	Pam Nelson
932.5	To circulate a table of the University's data returns, showing the evidence base and approval pathway.	Alison Wells
932.5	To circulate revised financial forecasts to Governors by e-mail as soon as possible, for comment by midnight on Sunday 1 December.	Pam Nelson
932.6	To report to the Audit Committee at its February 2014 meeting on the provision of training in the University's anti-malpractice policies.	Alison Wells
936.2	To report in detail to the Board at its next meeting on the search process to find the next Vice-Chancellor.	Tony Millns
937.1	To check the minutes of the September 2013 Finance and Resources Committee meeting and confirm the authorisation of the s.188 exercise.	Alison Wells
939	To include supporting data as an appendix to the forthcoming Board paper on fees, bursaries and scholarships.	Peter McCaffery
941	To ask Governance Committee to consider further enhancements to the transparency of the search process when seeking new Governors or co-opted Committee members.	Alison Wells
941	To circulate the revised terms of the Finance and Resources and Audit Committees and the table of Governors' terms of office.	Alison Wells