

UNIVERSITY BOARD

MINUTES OF THE MEETING HELD ON FRIDAY, 28 JANUARY 2011

Present: Mrs S Sutherland (Chair).
Mr J Andrews; Mr C Appleton; Ms M Barron; Mr I Carter; Mr C Elder; Mrs K Everett; Mr J Francis; Prof C Hallett; Mr T Horner; Mr T Lee; Ms M Mayer; Mrs F McMillan; Mr R Spragg; Mr G Sturdy; Prof J Vinney; Mr D Willey.

In Attendance: Mr N Richardson (Clerk to the University Board).
Mr G Rayment (Committee Clerk).
Ms D Wakely (Senior Legal Services Manager, for Item 1.3).

Apologies: Dr P Barnwell; Prof M Bennett; Mrs J Dawson; Mr D Hines; Dr P Rawlinson.

Declarations of Interest:

In respect of Items 1.3 and 5.2, Mrs K Everett declared an interest as Director of subsidiary company BU Ltd and BU Ltd appointed director of Widget Co.

In respect of Item 1.3 and 5.2, Mr D Willey declared an interest as Director of subsidiary company BU Ltd.

1 MINUTES OF THE PREVIOUS MEETING (12 November 2010)

The Minutes were approved as an accurate record, subject to the amendment of minute 3.2.1 to clarify the views of the academic staff representative (see minute 1.2.2 below).

1.1 Matters Arising

1.1.1 Membership

The Chair informed members that Mrs H McCarthy had resigned from the Board due to the pressure of other business commitments. Current Board vacancies will be considered in the wider context of the Review of Board Effectiveness. Members congratulated Prof Bennett on his appointment to the role of Pro Vice Chancellor (Research, Enterprise & Internationalisation) [PVC(R,E&I)].

1.1.2 Student Experience

The Chair thanked Mr Horner and his Students' Union (SUBU) colleagues for their presentation at the previous evenings' Board dinner. Members agreed that this had been an excellent presentation and had led to an insightful discussion.

1.1.3 – 1.1.9 [Confidential]

1.1.10 Other matters arising were dealt with under the agenda items below.

1.2 International Student Preparatory Provision

Commercial-in-Confidence

1.2.1 – 1.2.2 [Confidential]

2 BOARD MATTERS

2.1 Chairs Action and Use of the University Seal

The Chair presented this paper which set out Chair's action taken since the previous meeting relating to the approval of senior appointments and the use of the University Seal to approve high value contracts on behalf of the Board. As a matter of good governance, a report on the use of the seal and Chair's Action(s) would be presented to all future Board meetings. Members noted the paper.

2.1.1 Board-Level Decisions Outside Board Meetings

The DVC tabled a paper in response to the need for the Board to be able to respond quickly to developments and take decisions outside of routine meetings, as identified in the recent Review of Board Effectiveness. Two estates related issues and a health education bid were likely to require Board-level decisions in the coming weeks. The Board agreed to delegate decision making authority to the Chair in the event that action was required prior to the next scheduled Board meeting on 8 April 2011. The Chair would not act alone in this capacity, but would consult with other members as appropriate (by electronic or other means) and ensure that decisions were taken by at least three independent Board members (subject to availability but ideally the Deputy Chairman and the Chairman of the Finance and resources committee). The Chair would then report formally at the next meeting on any decisions taken. This decision making process would be reviewed at the Board meeting on 8 April 2011.

ACTION 1:

To review the agreed decision making process at the 8 April 2011 Board Meeting.

ACTION BY: Chair and Members

ACTION 2:

To present a report on Chair's Action and the use of the University Seal to all future meetings of the University Board.

ACTION BY: Clerk to the University Board

2.2 Review of Board Effectiveness and Governance

- 2.2.1 The Chair introduced this report which set out the comments received from Board members and proposed responses, drafted by the Clerk, to the recommendations arising from the report on the Review of Governance and Board Effectiveness conducted by Independent Audit Ltd. Members discussed the possibility of reducing the size of the Board. Some Members felt that, on balance, the Board operated well with its current number of members, although this was not a unanimous view. Members noted that any change in the number of "Independent" Members could have a knock-on effect on other categories of membership ("Elected", "Executive" etc), given that the University's Articles of Government require that the "Independent" Members should always be in a majority. However, Members unanimously agreed that, given the increasing recognition of the importance of the student experience, consideration should be given to the possibility of additional student representatives being "in attendance" at Board Meetings (whilst not joining the formal membership).
- 2.2.2 Members considered whether Trade Union representation should be included in the membership, but it was agreed that this would not be appropriate either for the Trades Unions or the Board. Members also discussed the balance between executive and non-executive members. The EDoF stated that, whilst six executives was a relatively large number, it was normally the case that all members of a University's Executive Team would be Members of the Board.

- 2.2.3 Members discussed the proposed new Committee structure. There was Board agreement that Board representation on key Senate Committees should continue. It was felt that there should continue to be a separate Remuneration Committee but that issues in respect for non-senior staff would fall within the remit of the new Finance & Resources Committee. It was agreed that the newly defined Nominations Committee (without the remit to consider honorary awards) would not be required, and that these responsibilities would rest with the Chair and could be dealt with as agenda items at Board meetings.
- 2.2.3 It was agreed that further consideration of some of these issues was required and that the Clerk would produce an action plan with options for taking forward these recommendations. This review would include draft Terms of Reference and membership for the new Committees; suggestions for a revised agenda structure for Board meetings; and proposals for induction, CPD and annual development reviews for Board members. The Clerk would also work with the EDoF to map the KPIs onto the new committee structure.

ACTION:

To present a report to the 8 April 2011 Board Meeting on the review of the Board, taking account of the above comments.

ACTION BY: Clerk to the University Board

3 STRATEGIC PLANNING: FUNDING, FEES AND OUTCOMES FROM THE BOARD SEMINAR

- 3.1 The VC presented this paper on strategic planning. Uncertainty regarding future funding arrangements continued. Any HEI wishing to charge fees above £6,000 would require an access agreement approved by the Office of Fair Access (OFFA). The University expected to submit an agreement for approval in March 2011, and hoped to know the outcome by June 2011. The Board noted the timetable for current activity, including consultation with staff and students. It was suggested that staff and student expectation in relation to consultation events should be clear, and that these events were intended to provide an opportunity to debate the 'broader picture' and complexities rather than specifics such as the actual fee levels.
- 3.2 The DVC informed the Board that, although historically the Executive had set fee levels for overseas students, the Articles of Government listed this as a Board responsibility. This would be considered further as part of the Board's Strategic Planning Seminar on 4 March 2011. It was also suggested that the seminar should encompass a discussion on the University's relationship with partner institutions and, in particular, the fee levels to be charged for students attending programmes at Partner Colleges.

ACTION:

To take account of the above comments in planning for the Board's Strategic Seminar to take place on 4 March 2011.

ACTION BY: DVC

4 STRATEGIC REPORTS

4.1 Report on the Implementation of the IT Strategy

- 4.1.1 The DVC introduced this report. It had been agreed that the Board would review progress on the implementation of the IT Strategy 12 months after it had been approved. This review had been conducted by independent consultants (PA

Consulting) and scrutinised by the Strategy & Resources Committee at its meeting on 16 December 2010. Progress was also reported to the Board via the regular Change Management Board reports. Progress had been made in respect of addressing the 'red' risks identified in the report and the recruitment of IT staff was now almost complete. The Board noted the report and will continue to be appraised of progress.

4.2 Periodic Performance Review (KPIs)

- 4.2.1 The EDoF presented this report. All KPIs had been scrutinised by the Committees to which they had been delegated. All were rated as green or amber with the exception of full cost recovery on research & enterprise income which continued to be challenging. The Board noted the report.

5 UNIVERSITY EXECUTIVE TEAM REPORTS

5.1 Vice-Chancellor's Report

- 5.1.1 The VC tabled a report providing further information on the new appointments to the University Executive Team (UET) and the revised UET structure. As well as the new PVC(R,E&I) and DVC appointments, the Board noted the appointment of a new Dean of the Business School, Professor Roger Palmer. A further update on arrangements to appoint a Dean of the School of Applied Sciences, following Prof Bennett's appointment as PVC(R,E&I), would be provided in future. The Board noted the report.
- 5.1.2 The VC reported on the series of "staff conversation" events which he was hosting to gather views on the future vision and strategy for the University in light of the radical changes in the HE environment. The Board seminar on 4 March 2011 would feed into this process. Members asked if there would be any consideration given to reviewing the number of Schools. The VC explained that the current priority was to achieve academic coherence and that, although the number of Schools may form part of the discussion, it was not a short term consideration. It may, however, be reviewed in future.

ACTION:

To keep the Board appraised of progress in appointing a new Dean of the School of Applied Sciences.

ACTION BY: VC

5.2 Review of Governance Arrangements for Subsidiary Companies

- 5.2.1 The EDoHR (as Nominated Officer) presented this report regarding the review of related companies' governance which had been undertaken by the University's Legal Services Team. The review concluded that there were a number of actions which needed to be taken in order to ensure compliance. The report, which had been scrutinised in detail by the Strategy & Resources Committee at its meeting on 16 December 2010, provided a summary of these recommendations and how the work would be taken forward. A project board had been established which included two Independent Board members, and this would report to the Board through the Audit & Risk Committee. The Board noted the report.

5.3 Report from the Change Management Board

- 5.3.1 The DVC presented this report which set out the progress and key risks associated with the implementation of the Estates and IT strategies along with other key projects. The Board noted the report and congratulated those involved in the successful completion of the Kimmeridge House project.

6 COMMITTEE REPORTS

6.1 Audit & Risk Committee (11 November 2010)

The minutes of the meeting were noted.

6.1.1 Risk Register

Members noted the Risk Register. It was agreed that this would be updated to include the risks identified in the review of the IT Strategy (discussed above).

ACTION:

To update the risk register to include the risks identified in the review of the IT Strategy.

ACTION BY: DVC

6.2 Human Resources Committee (15 December 2010)

Members noted the minutes. The Chair of the Human Resources Committee highlighted the debate on the future management of staff costs and a CPD session on pay and pension costs would take place after the next Board meeting on 8 April 2011. The EDoHR informed the Board that the UCEA had now recommended that the pay increase of 0.4% be paid to staff and BU would implement this pay rise for its staff. He also informed members that the UCU would be balloting its members on industrial action. The University had developed contingency plans to minimise disruption in the event that industrial action took place.

ACTION:

To provide a CPD session on pay and pension costs immediately following the next Board meeting on 8 April 2011.

ACTION BY: EDoHR

6.3 Strategy & Resources Committee (16 December 2010)

The minutes were noted.

6.4 Senate (10 November 2010)

A verbal report of this meeting had been provided previously to the Board and the minutes were noted.

6.5 Research Ethics Committee (9 December 2010)

The minutes were noted.

6.6 Student Experience Committee (24 November 2010)

The minutes were noted.

7 ANY OTHER BUSINESS

9.1 The Chair encouraged all members to attend the Strategic Planning Seminar on 4 March 2011 if at all possible.

9.2 The Chair thanked Mr Francis and the Art Loans Working Group for their work on the Dame Elisabeth Frink acquisition and exhibition. Invitations had been sent to all members to attend the private viewing on 9 February 2011.

9.3 The meeting was followed by an independently facilitated workshop on leadership and

sustainable development, for which the Board were joined by Deans and Directors of Professional Services. A separate record of this workshop has been made by the project co-ordinators. It was agreed that attendees reconvene in 3 months to review progress.

ACTION:

Attendees at the Sustainable Development workshop to reconvene in approximately 3 months to review progress.

ACTION BY: Clerk to the University Board / Members

8 DATE OF NEXT MEETINGS

A further strategic planning seminar will take place on **Friday, 4 March 2011**,

The next full meeting of the Board will take place on **Friday, 8 April 2011**, preceded by a dinner on the evening of **Thursday, 7 April 2011**.

Noel DG Richardson
Clerk to the University Board
January 2011

UB-1011-2 -Minutes January 2011 Confirmed

Approved as a true and accurate record:

Mrs S Sutherland (Chair).....

Date:.....8 April 2011.....