

**BOARD OF GOVERNORS**

**18 November 2019 - Meeting Room 209, Sutherland Building, City Campus**

**CONFIRMED SUMMARY MINUTES**

**Contact Susan O'Donnell, [susan.odonnell@northumbria.ac.uk](mailto:susan.odonnell@northumbria.ac.uk), Secretary to the Board of Governors, with any queries about these Summary Minutes.**

- Present:** Chris Sayers (Chair), Alison Alden, Craig Apsey, James Bromiley, Jean Brown, Lorraine Brown, Alasdair Corfield, Dr Graham Hillier, Emmanuel Kabengele, Claudia Shaw, John Taylor, Helen Thorne, Professor Andrew Wathey.
- Apologies:** Tom Harrison, Lucy Hatt, Sally Pelham, Nick Pope, Amy Rice-Thomson, Dr Jeya Wilson, Professor George Marston.
- Secretary:** Susan F O'Donnell, Richard Elliott (Assistant Secretary)
- In attendance:** Adam Dunlop, Jane Embley, Professor Peter Francis, Professor Steven Kyffin, Rachel Lawlor (minute 19.76 – 19.78), Professor Glen McHale, Daniel Monnery, Simon Newitt, Lucy Winskell, Professor Jon Reast.

**MAIN ITEMS DISCUSSED/DECIDED ON AT THE MEETING**

- 1. Introduction**  
**Chair and Independent Governor Recruitment update** [BG19/17]  
 The Board of Governors considered progress on the recruitment exercise for the Chair of the Board and Independent Governors. Three candidates for Chair were shortlisted for final interview on 20 November 2019; one had withdrawn before the interviews. Nine candidates for the Independent Governor positions were shortlisted for interview on 12 and 13 December 2019. **The Board noted the updated position.**
- Board and Committee Membership and Terms of Reference 2019/20** [BG19/18]  
 The Board of Governors considered changes to Board and Committee membership for 2019/20 and proposed amendments to Board Committee Terms of Reference. **It agreed that all Committee Terms of Reference should confirm that co-opted members of Board Committees formed part of the quorum and had full voting rights. Changes to Board Committee membership and Chairs were approved, and subject to one addition to the Terms of Reference of Employment and Finance Committee to address staff engagement, revised Terms of Reference documents for all Board Committees were approved.**
- 2. Strategic Discussion Items**  
**Vice-Chancellor's Report** [BG19/19]  
 The Board of Governors noted the key points in the Vice-Chancellor's Report including the continuing volatile political and economic situation, with a General Election called for 12 December, and continuing uncertainty around Brexit. More positively, both the Secretary of State for Education and the Universities Minister had expressed largely positive albeit challenging messages around the Government's view of the role of HE in wider policy delivery. There also appeared to be real opportunities for growth emerging from the Government's International Strategy which could overall help balance the expected reduction in EU student numbers. **The Board noted the Report and requested a report on the University's approach to sexual and racial harassment on campus be submitted to a future meeting.**
- REF 2021 Update** [BG19/20]  
 The Board of Governors considered the latest position on planning for REF2021, including measures to achieve a submission volume as close to target as possible at an acceptable quality level including via an Anticipatory ("Proleptic") appointments scheme, where shortlisting was in progress. An external review process for the University's 13 Units of Assessment (UoAs) was underway and Faculty-based reviews of all Impact Case Studies were in progress. **The Board noted the update.**

**Project Sand Update** [presentation] **COMMERCIALLY SENSITIVE**

The Board of Governors considered the presentation, which highlighted the current position of the project, which provided a potential opportunity to generate unregulated income in line with the University Strategy. **The Board noted the presentation, and emphasised that it was essential that the final proposition for approval was supported by a very clear and comprehensive business case that fully assessed the balance of risk and reward and an appropriate level of due diligence.**

**Update on the Strategic Partnership with Yunnan, China** [BG19/22]

The Board of Governors considered progress on the development of a Strategic Partnership between Northumbria University and Yunnan Provincial Department of Culture and Tourism. MOUs for the Joint Research Centre and the Gallery Exchange Programme were due to be signed in late November, and Northumbria would also be introduced to local Universities and partnered on the basis of shared areas of interest, which presented an opportunity to secure student recruitment numbers directly with the Yunnan Education Authority. The University was in the process of developing a full costing model. **The Board noted the update.**

**Focus and Priorities: Knowledge Exchange Business Outcomes** [BG19/23]

The Board of Governors considered the report and presentation which set out that, following a detailed discussion at Strategic Performance Committee (SPC) in October 2019, it was agreed to review the plans supporting Knowledge Exchange (KE) related Business Outcomes. It was proposed that the overall 2023 income ambition for the KE Activity would not be changed at this time, but the trajectory would be re-considered and submitted for endorsement to the 28 January 2020 meeting of the Committee. **The Board noted the update and confirmed that the 2019/20 programme and ambition around KE activities was becoming more realistic and well-defined.**

**3. Performance, Projects, Policy and Regulatory Matters**

**Compliance with OfS Registration Conditions** [BG 19/24]

The Board of Governors considered the report, which summarised the University's approach to compliance with OfS's registration conditions. A regulatory breach relating to the late payment of fees to the QAA had been notified to the University (along with 249 other HEIs) by OfS. Steps had been put in place to prevent any recurrence. **The Board noted the report, agreed that a longer discussion of its regulatory responsibilities before the next meeting would be valuable and expressed its concern at the regulatory breach, noting the measures that had been put in place to prevent a recurrence and recent consideration of the breach by the Audit Committee.**

**Annual Report and Financial Statements 2018/19** [BG19/25] The Board of Governors considered the Annual Report and Financial Statements, which had been endorsed for Board approval by Employment and Finance Committee and Audit Committee. The University's financial performance was in line with expectation during the year to 31 July 2019, despite the large deficit driven by one-off pension related adjustments which reduced the operating surplus of £1.6m to a deficit of £15.5m. **The Board approved the 2018/19 Annual Report and Financial Statements, to be signed by Professor Andrew Wathey in his capacity as Vice-Chancellor and Chief Executive and Chris Sayers in his capacity as Chair of the Board; subject to the revised Remuneration Report, Statement and pay ratios being approved by the Remuneration Committee; approved the management representation letter in relation to the external audit of the Annual Report and Financial Statements, to be signed by Professor Andrew Wathey in his capacity as Vice-Chancellor and Chief Executive; and approved the letters of support given by the University to its wholly owned subsidiary companies, to be signed by Professor Andrew Wathey in his capacity as Vice-Chancellor and Chief Executive.**

**OfS Five Year Financial Forecast – Commentary and Five Year Forecasts** [BG19/26]

The Board of Governors considered the summary of the five year financial forecasts and accompanying commentary that was due to be submitted to OfS. The forecasts were endorsed by the Employment and Finance Committee at its meeting on 28 October 2019; they were not at that point presented in the final OfS format owing to the timing of guidance from the OfS. Final OfS guidance had changed the required format of the tables and commentary but the content was broadly as expected, hence the paper presented to the Employment and Finance Committee provided assurance to the Board of Governors that the University was appropriately focusing on financial viability and sustainability. **The Board approved the Financial Return Workbook and associated Commentary for submission to the Office for Students (OfS).**

### **Student Experience and Learning Outcomes** [BG19/27]

The Board of Governors considered the annual summary of Student Experience and Learning Outcomes reported quarterly to Strategic Performance Committee. **The Board noted the summary.**

### **Audit Committee Annual Report 2018/19** [BG19/28]

The Board of Governors considered the 2018/19 Annual Report of Audit Committee for submission to the Office for Students (OfS) by noon on 02 December 2019. This was a key accountability return under OfS's terms and conditions of funding for HEIs to 31 July 2019, and would remain a requirement for submission to OfS under its regulatory framework. The report supported the conclusion that the University has adequate and effective arrangements in place for risk management, governance and control, economy, efficiency and effectiveness and management and quality assurance of data submitted to HESA, OfS and other bodies. **The Board unanimously approved the 2018/19 Annual Report of Audit Committee for submission to the Office for Students (OfS) by noon on 02 December 2019.**

### **Annual Assurance Return** [BG19/29]

The Board of Governors considered the OfS requirement that, as part of the Annual Accountability Return, the Accountable Officer (the Vice-Chancellor and Chief Executive) should confirm whether "In the year ended 31 July 2019 and up to the date of this return, has the Provider identified any risks with its compliance with the OfS's terms and conditions of funding?" The Vice-Chancellor and Chief Executive gave a verbal assurance that all questions in the Accountability Return could be appropriately answered. **The Board noted the authority for signature by the Vice-Chancellor and Chief Executive.**

### **Prevent Duty Annual Report 2018/19** [BG19/30]

The Board of Governors considered the annual report 2018/19 on the University's compliance with the Prevent Duty during the period 01 August 2018 - 31 July 2019. The report confirmed that the University had been compliant. **The Board approved the annual report 2018/19 on the University's compliance with the Prevent Duty during the period 01 August 2018 - 31 July 2019, subject to completion of the data table and explanation of any major variances with the previous year.**

### **Annual Statement on Research Integrity 2018/19** [BG19/31]

The Board of Governors considered the 2018/19 Annual Statement on Research Integrity Activity for submission to the Office for Students (OfS) by noon on 02 December 2019. It confirmed that no risks to compliance had been identified, and that research capital had been spent appropriately within the year. **The Board approved the Annual Statement on Research Integrity Activity for submission to the Office for Students (OfS) by noon on 02 December 2019.**

### **Student Recruitment Update 2019/20** [BG19/32 and Presentation]

The Board of Governors considered the recruitment update report and presentation as at 04 November 2019. **The Board noted that the position was positive.**

### **Monthly Finance Report: Period 2 2019/20** [BG19/33]

The Board of Governors considered the University's financial position at the end of period 2 (30 September 2019). **The Board noted the updated position.**

### **National Pay and Pensions Update**

The Board of Governors noted the report, which set out the current position of national pay and pension disputes, and the University's arrangements to mitigate any potential impact. **The Board noted the update.**

### **Modern Slavery Statement 2018/19** [BG19/34]

The Board of Governors considered the 2018/19 Statement on Modern Slavery and Human Trafficking, including that formal responsibility had been allocated to Governance Services to ensure ongoing monitoring and compliance. **The Board approved the 2018/19 Statement on Modern Slavery and Human Trafficking for publication on the University's website.**

### **Health, Safety and Wellbeing Annual Report** [BG19/35] and **Health, Safety and Wellbeing Q1 Report** [BG19/36]

**The Board noted both the annual report and the Q1 update, and that following a recent fire in a**

	<p>student accommodation block in Bolton the Secretary of State has requested confirmation that Northumbria’s halls of residence comply with building regulations and fire safety regulations by 30 November (this requirement was later amended to confirmation of the timescale within which this would be addressed).</p> <p><b>Students’ Union President’s Report – October 2019</b> [BG19/37]</p> <p>The Board of Governors considered the Students’ Union President’s Report, and noted that issues around the availability of menstrual products and period poverty had been discussed for some time and more concrete progress was required. “Seed” funding would be identified to build on Black History Month with a more continual story around integration throughout the year. <b>The Board noted the report.</b></p>
4.	<p><b>Constitutional Matters</b></p> <p><b>Board of Governors’ Meeting: 30 September 2019</b> [BG19/38, 38i and 39], <b>Summary Action List and Matters Arising</b> [BG19/40] and <b>Board of Governors Annual Agenda Plan 2019/20</b> [BG19/46]</p> <p>The Board of Governors confirmed the Executive Summary and Minutes of its Meeting on 30 September 2019 as an accurate record and noted the Summary Action List, Matters Arising and the draft Annual Agenda Plan for the 2019/20 academic year.</p> <p><b>Executive Summaries and Minutes of Meetings: Strategic Performance Committee 15 October 2019, Employment and Finance Committee 28 October 2019, Audit Committee 04 November 2019, Nominations Committee 04 November 2019 and Academic Board 22 October 2019</b> [BG19/41-45]</p> <p>The Board of Governors noted the Executive Summaries of the most recent meetings of Board Committees.</p>

Susan F O'Donnell  
Secretary to the Board of Governors  
December 2019