

BOARD OF GOVERNORS' MEETING

26 June 2023 in the Great Hall, Sutherland Building, City Campus West

CONFIRMED SUMMARY MINUTES

Contact Georgina Bailes, georgina.bailes@northumbria.ac.uk, Secretary to the Board of Governors, with any queries about these Summary Minutes.

Present: Dr Roberta Blackman-Woods (Chair), Craig Apsey, Dr Birju Bartoli [from BG22/122], James Bromiley, Dr Laura Brown, Emma Collier, Helen Fairfoul, Dr Stuart Fancey, Sophie Haagensen, Katherine Fawcett, Peter Judge, Hassan Kajee, Mark Larsen, Professor Andy Long, Professor James McLaughlin, Professor Libby Orme, Sally Pelham, Amy Rice-Thomson, Helen Thorne, Ian Wilkin.

Observer: Nerius Shah.

Apologies: Liv Bird.

Secretary: Georgina Bailes, Richard Elliott (Assistant Secretary).

In attendance: Professor Louise Bracken, Simon Corbett, Dan Monnery [from BG22/113], Jane Embley, Professor Tom Lawson, Professor George Marston, Simon Newitt, Professor Jon Reast, Peter Thomas [to BG22/118], Professor Graham Wynn.

MAIN ITEMS DISCUSSED/DECIDED ON AT THE MEETING

The Chair welcomed Mark Larsen and Ian Wilkin to their first Board meeting. The Chair also extended the Board's thanks for their invaluable contribution to its work and best wishes for the future to Craig Apsey, Amy Rice-Thomson and Emma Collier, whose final meeting this was. The Chair welcomed Nerius Shah, President of the Students' Union and Student Governor for 2023/24, to the meeting as an observer, and congratulated Liv Bird on her re-appointment to the other Student Governor post.

Vice-Chancellor's Report [BG22/110]

The Board of Governors considered an update on international, national, regional and local sector and policy developments and their implications for Northumbria. Northumbria had risen seven places in the Complete University Guide to 36th, its highest ever ranking, with six subjects in the top ten and a further five in the top twenty; the University was now in the top 50 of all three major UK league tables. The University's response to the UCU marking and assessment boycott had enabled all final year students to graduate with their work marked by subject matter experts. **The Board noted the report, acknowledged the impact the boycott had on staff and requested that its thanks be passed on to all those who had enabled such a positive outcome to be achieved. The Board also considered a letter from UCU concerning the boycott.**

Planning and Budget 2023/24 [BG22/111]

The Board of Governors considered the plan and budget for 2023/24 following endorsement by Employment and Finance Committee on 12 June 2023. The planning round had taken place in the context of some significant challenges, including high inflation, uncertainty around the Higher Education policy landscape and recent visa restrictions for international students. **The Board approved the plan and budget for 2023/24.**

Student Recruitment 2022/23, 2023/24 and 2024/25 [BG22/112 and Presentation]

The Board noted the position on student recruitment for 2022/23, 2023/24 and 2024/25.

Students' Union Report [BG22/113]

The Board of Governors considered the report of the Students' Union Sabbatical Team. On behalf of the Sabbatical Team the SU President thanked the Board for its support during 2022/23. **The Board noted the report and extended its thanks and best wishes to the outgoing President.**

Access and Participation Plan 2024-2028 [Presentation]

The Board of Governors considered an update on the development of the 2024 – 2028 Access and

Participation Plan. Northumbria had joined an early “Phase 1” pilot group of providers working with OfS to prepare APPs for approval in summer 2023 – with a July 10 deadline. The new form of APP had a more holistic, risk-based, data-led approach to identification of key targets and priorities, with a “theory of change” approach to intervention design, implementation and evaluation and was aligned to TEF. **The Board noted that APP targets would be integrated into the relevant sections of the new Strategy.**

Student Protection Plan – Annual Review [BG22/114]

The Board of Governors considered the latest update to the Student Protection Plan; an annual update to the Plan approved by the governing body was an OfS requirement. **The Board approved the Student Protection Plan for 2023/24.**

Student Regulations Handbook Revisions (IP Policy) [BG22/114]

The Board of Governors considered revisions to the Handbook of Student Regulations to reflect the University’s updated IP Policy regarding student ownership of IP, following endorsement by Employment and Finance Committee on 12 June 2023. The IP policy had been revised to ensure the University’s position on student ownership of IP was compliant with a recent ruling of the Patents Court and consistent with the wider sector, and the changes to the Policy had been reflected in section 14 of the Handbook of Student Regulations. **The Board approved the revisions to the Handbook of Student Regulations.**

Monthly Finance Report Period 10 2022/23 [BG22/116]

The Board of Governors considered the University’s financial position and performance at Period 10 (31 May 2023). **The Board noted the report and that the position for 2022/23 was favourable to budget.**

Subsidiary Company Audit Exemption [BG22/117]

The Board of Governors considered the proposal to take advantage of the subsidiary audit exemption per Section 479A of the Companies Act 2006 for its subsidiaries Northumbria University Services Limited (NUSL), and Northumbria International Limited (NIL). The pros and cons of taking the exemption were still being assessed, but since the discussion at Audit Committee on 22 May it had become clear that it would not be advantageous to take it for Northumbria University Nursery Limited. **The Board approved the proposed exemption subject to the completion of the assessment of its potential benefits and the final agreement of Audit Committee.**

University Strategy 2018-24: Update and Performance Report [BG22/118]

The Board of Governors considered the performance of the University Strategy as at period 9 (30 April 2023). Performance for KPIs was six at green, two at amber and three at red. **The Board noted the report.**

Voluntary Living Wage [BG22/119]

The Board of Governors considered the proposal to make Northumbria University an accredited Living Wage Employer following consideration by Employment and Finance Committee on 12 June 2023 and subsequent endorsement by the Committee after the provision of additional information. Accreditation would strengthen the University’s ambition to be an Employer of Choice and would be a positive public position for the University in the city region; it required that all directly employed staff were paid at least the Voluntary Living Wage (VLW) and that a plan was in place to extend this to regular sub-contracted staff. Further work was required to understand the position for the Students’ Union, and to assess how to align implementation of VLW with the national pay framework timetables. **The Board approved the proposal to make Northumbria University an accredited Living Wage Employer.**

Health, Safety and Wellbeing Report Q3 2022/23 [BG22/120]

The Board of Governors considered the Health, Safety and Wellbeing Quarterly Report February 2023 to April 2023, following consideration by Audit Committee by circulation on 2 June 2023 and by Employment and Finance Committee as a starred item on 12 June 2023. Completion of Health and Safety mandatory training had improved in all Faculties and Services since the Q2 report and compliance data for planned preventative maintenance showed three consecutive months of greater than 95% compliance. The University won the Royal Society for Prevention of Accidents (RoSPA) Education and Training Services Sector award and was also a finalist for the prestigious Sir George Earle Trophy, presented for the most outstanding health and safety performance. There had been an increase in the numbers of days lost due to work related stress in Q3 but levels at Northumbria were below the sector average. For 2023/24 onwards, there would be a move to presenting a balanced scorecard of key people metrics to Employment and Finance Committee, and the report to Audit Committee would revert to a focus on health and safety compliance. **The Board noted the report and the approach to reporting for 2023/24 onwards.**

Oracle ERP System – Progress Report [Oral Report]

The Board of Governors noted a progress update on the implementation of the Oracle ERP system.

Strategic Risk Report [BG22/121]

The Board of Governors considered an update on the University's risk management framework following consideration by Audit Committee on 22 May 2023. There had been one change to a Strategic Risk RAG score, three changes to risk scores and two changes to Strategic Risk Owner. Audit Committee had noted positive changes to the culture of risk management across the University with risk registers being created for all strategic projects. **The Board noted the report.**

Resilience Policy [BG22/122]

The Board of Governors considered the Resilience Policy following endorsement by Audit Committee on 22 May 2023. The Resilience policy merged two existing policies, Business Continuity and Incident Management as they were closely related and included many duplicated elements. **The Board approved the Resilience Policy.**

Modern Slavery Policy [BG22/123]

The Board of Governors considered the Anti-Slavery and Human Trafficking (Modern Slavery) Policy and procedure following endorsement by Employment and Finance Committee on 12 June 2023. The University was already required to publish a Modern Slavery statement however it was sector good practice to have a policy in place; the policy would be supported by a short online training module to guide staff on how to address the requirements of the Act. **The Board approved the Anti-Slavery and Human Trafficking Policy.**

Governance Regulations – Annual Review [BG22/124]

The Board of Governors considered the annual review of Governance Regulations following endorsement by Nominations Committee on 5 June 2023. Board of Governors on 27 February 2023 approved an addition to Regulation 3.1 to clarify the terms of office of the Chancellor, and on 24 April 2023 approved an addition to Regulation 2.2 to build in a one-year review point into the first term of office of Co-opted Committee members. Audit Committee's review of its Terms of Reference for 2023/24 had resulted in two further proposed additions to regulation 6.8 relating to Committee membership and attendance; Nominations Committee had requested that regulation 2.1 be amended to clarify that independent governor recruitment exercises would be led by the Chair of the Board and the VC. **The Board approved the updated Governance Regulations.**

Scheme of Delegated Authority – Annual Review [BG22/125]

The Board of Governors considered the proposed updates to the Scheme of Delegated Authority (SoDA) following endorsement by Audit Committee on 22 May 2023. A provision had been included to allow for in-year urgent changes and approval of some policies had been delegated from Board of Governors to Employment and Finance Committee with endorsement by Audit Committee. A further minor amendment was required to clarify the approval route for honorary awards. **The Board approved the updated Scheme of Delegated Authority subject to the amendment noted above; it would take effect from 1 August 2023.**

Chair's Report: Employment and Finance Committee: 18 May and 12 June 2023 [BG22/126]

The Board noted that at its 18 May and 12 June 2023 meetings the Committee had considered and endorsed the budget and plan for 2023/24, considered and endorsed the proposed accreditation as a Voluntary Living wage employer and approved tuition fees and scholarships for 2024/25, updates to finance policies, and the submission of funding bids for the North East Space Skills and Technology project.

Chair's Report: Audit Committee: 22 May 2023 [BG22/127]

The Board noted that at its 22 May meeting the Committee had considered the external audit plan for 2022/23 year end and considered internal audit reports including a high-risk report on cyber governance.

Chair's Report: Strategic Performance Committee: 5 June 2023 [BG22/128]

The Board noted that at its 5 June 2023 meeting the Committee had considered the development of the Strategy 2024 – 2030 and the performance of the current Strategy. It had considered student experience and learning outcomes including graduate outcomes, which continued to show an upward trend, and had noted that Dr Stuart Fancey would chair the Committee from 1 September 2023.

Annual Evaluation of Board and Committee Effectiveness [BG22/129]

The Board of Governors considered the outcomes of Committee evaluations of effectiveness and its own

effectiveness during 2022/23; all evaluations had been very positive. Issues around agenda length and adequate time to consider all issues would be addressed in a review of Committee responsibilities that would be scoped across the summer and begin in autumn. Arrangements were now in place to brief staff and student governors before meetings. **The Board requested that future surveys be adjusted to enable governor and UE responses to be analysed separately and confirmed that the outcome of the reviews provided the Board with the assurance that the business of the Committees was being enacted effectively on behalf of the Board.**

Committee Membership and Terms of Reference 2023/24 [BG22/130 - 134]

The Board of Governors considered the proposed Terms of Reference for Audit Committee, Employment and Finance Committee, Nominations Committee, Remuneration Committee and Strategic Performance Committee for 2023/24, following consideration by each Committee at its most recent meeting. **The Board noted that the remits of the Committees would be reviewed during the summer, and subject to any changes required as a result of that review approved the Terms of Reference.**

Chair of Audit Committee [BG22/135]

The Board of Governors approved the appointment of Helen Thorne as Chair of Audit Committee from 19 December 2023.

Georgina Bailes
Secretary to the Board of Governors
May 2023