

BOARD OF GOVERNORS' MEETING

4 October 2021 – in the Hedley Suite, Sandyford 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, James Bromiley [from BG21/02], Lorraine Brown, Helen Fairfoul, Dr Stuart Fancey, Sophie Haagensen, Peter Judge, Sally Pelham, Nick Pope, Amy Rice-Thomson, Ava Sjoberg, Gareth Smith, John Taylor, Helen Thorne, Dr Jeya Wilson, Simon Yellowley.

Apologies: Professor Andrew Wathey, Adam Dunlop.

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

In attendance: Helen Bower [BG21/11], Professor Louise Bracken, Jane Embley, Professor Steven Kyffin, Professor Tom Lawson, Professor George Marston, Daniel Monnery [BG21/02 – BG21/04, BG21/09 – BG21/10 and BG21/12 onwards], Simon Newitt, Lucy Winskell, Professor Graham Wynn.

MAIN ITEMS DISCUSSED/DECIDED ON AT THE MEETING

Introduction [Oral Report]

The Chair welcomed everyone to the first on campus Board meeting since March 2020, and welcomed Professor Louise Bracken, PVC (Research) and Professor Graham Wynn PVC (Education) to their first meeting of Board of Governors.

Vice-Chancellor's Report [BG21/01]

The Board of Governors considered an update on national, regional and local developments in the Covid-19 pandemic and the implications for Northumbria, and other key sector and policy developments. The Government's HE reform programme was still emerging, and more detail was likely to be available after the 27 October Spending Review. The campus was returning to a fairly normal level of activity, with the University's approach being constantly reviewed in the light of Government, sector and local public health guidance, with frequent communications in place to reassure students and staff and support was available and publicised for those who felt uncomfortable. **The Board noted the report.**

NSS 2021 Results and Response [BG21/02 and presentation]

The Board considered the recent disappointing NSS results and initial plans to recover the situation and protect the University's reputation and ranking. **The Board expressed its disappointment with the results, commended the clarity and honesty of the report and presentation, and raised a range of issues to be considered as part of the recovery plan. The Board noted that it was essential that lessons be learned from previous recovery plans, and that the Board be given confidence that interventions were having the desired impact and that that the group being established to lead NSS recovery would include representation from Governors. The Board requested that progress on the education enhancement plan and other NSS-related initiatives be a standing item on future Board agendas.**

Governance Effectiveness Review Progress Report [BG21/03]

The Board considered progress on the recommendations of the Governance Effectiveness Review; the Task and Finish Group had made significant progress across the summer but need to continue into 2021/22 – the position would be reviewed at the 25 April 2022 Board meeting. **The Board noted the report.**

Staff Governor Elections 2021 [BG21/04]

The Board considered a range of detailed proposals relating to the appointment and terms of office of elected and nominated staff governors in response to a recommendation of the Governance Effectiveness Review. The guiding principle in developing the proposals had been to enable a broader and more diverse staff perspective on the Board and encourage more staff to take the opportunity to serve. Elected staff governors would be limited to a maximum of two three-year terms of office, which would normally be served consecutively, and Academic Board would nominate one rather than two staff governors. The timing of the

election and nomination processes would be moved so that staff governors took office at the start of the academic year, and so that both elected staff governor positions would not be vacant at the same time to provide continuity of staff input to the Board's work. An awareness raising campaign would be launched to raise the profile of staff governorship and to emphasise that support from election to induction would be increased and improved to fully support staff taking on the role of governor. The proposals would be reviewed after three years. **The Board noted that other issues around governor appointments and terms of office would be addressed when the Instrument and Articles of Government are reviewed later in 2021/22 and approved the recommendations of the report.**

2021/22 Board Committee Membership and Terms of Reference [BG21/05]

The Board considered Board and Board Committee membership and terms of reference for 2021/22. During 2021/22, Nick Pope (on 17 January 2022) and Helen Thorne (on 31 May 2022) would reach the end of their second terms of office. Board Committees were in the process of reviewing their Terms of Reference; any changes proposed would be submitted to the November meeting of the Board of Governors; following discussion at both Committees, the Terms of Reference of Audit Committee and Employment and Finance Committee would be amended to clarify respective responsibilities for Health, Safety and Wellbeing. **The Board noted the report and approved that Nick Pope and Helen Thorne be asked to serve third terms as Independent Governors.**

Programme of Formative Discussions [BG21/06]

The Board noted potential topics for formative discussions with the Board of Governors or its Committees and suggested some additional topics for consideration.

Academic/Corporate Governance Workshop - Scope [BG21/07]

The Board endorsed the proposed scope and programme for the above workshop.

Senior Post Appointment Committee [BG21/08]

The Board considered the proposed membership and terms of reference of the Senior Posts Appointment Committee that would manage the appointment process for the next Vice-Chancellor and Chief Executive, following endorsement by Nominations Committee on 20 September 2021. The Committee would report into Nominations Committee which would make the recommendation to appoint to the Board of Governors, and would provide a diverse range of perspectives and experience including an external perspective. **The Board approved the membership and terms of reference of the Senior Posts Appointment Committee.**

Carbon Management Strategy [BG21/09]

The Board considered the Carbon Management Strategy 2020 – 2030, and the commitment to achieving Net Zero Carbon by no later than 2040, following endorsement by Employment and Finance Committee on 20 September 2021 and Strategic Performance Committee on 22 September 2021. The Strategy was closely related to the Estates Strategy, with the condition and features of some existing buildings impacting their viability from a carbon management viewpoint, and was also closely linked to the IT Strategy. **The Board approved the Strategy and encouraged efforts to achieve zero carbon before 2040.**

University Strategy 2018-23 Update and Performance Report [BG21/10]

The Board considered the performance of the University Strategy as at the end of Period 12 2020/21 (End of Cycle); performance for KPIs was four at green, six at red and one where data was not yet available. Following discussion at Strategic Performance Committee, work was in progress to prioritise Business Outcomes to enable capacity to be focused on higher priority outcomes. **The Board noted the report.**

Student Recruitment Semester 1 - Implications [BG21/11 and Presentation]

The Board received an update on student recruitment for semester 1 2021/22 and plans for semester 2 and 2022/23. Recruitment for semester one had generally progressed well, with quality maintained, and preparations for the January and September 2022 cycles were now in progress, with positive feedback received on open days. **The Board noted the update.**

Students' Union President's Report [BG21/12]

The Board of Governors considered the Students' Union President's Report. Niall Sweby had been appointed as CEO of the Students' Union following the retirement of Martyn Williams. Freshers' Week had been very successful with high levels of student volunteering supporting the return to campus, and activity within the SU building was returning to pre-pandemic levels, and sign-up to societies and teams was very positive. **The Board noted the Report and commended the energy of the new Sabbatical Team and the positive working relationship that was rapidly developing.**

Monthly Finance Report Period 12 2020/21 [BG21/13]

The Board of Governors considered the University's financial position and performance at Period 12 (31 July 2021); both the overall financial position and the cash position for 2020/21 were positive compared to budget and would flow through to the Annual Report and Financial Statements. There continued to be no current requirement for the University to report an event to the OfS around short term threats to financial viability or cessation or suspension (actual or planned) of HE delivery. **The Board noted the report and that the position for 2020/21 was favourable to budget.**

Barclays Loan Agreement Amendment [Oral Report]

The Board noted that the entire banking sector was currently transitioning from LIBOR (London Interbank Offered Rate) to SONIA (Sterling Overnight Averaged Index). In consultation with Employment and Finance Committee the University had taken both legal and financial advice to mitigate any risks and ensure that the best possible outcome was achieved. Approval out of cycle by Written Resolution via Employment and Finance Committee and then Board of Governors would be required.

Banking Mandate Amendment [BG21/15]

The Board approved the amendment of the University's banking mandates to reflect changes in key postholders in the Finance service.

Health and Safety Policy [BG21/16]

The Board of Governors considered the updated Health and Safety Policy and Operating Arrangements for 2021/22 following endorsement by Employment and Finance Committee on 20 September 2021. The Policy combined two previous documents to improve usability and remove repetition and the potential for contradiction, and its style had been changed to be more user-friendly and supportive. **The Board approved the updated Health and Safety Policy and Operating Arrangements for 2021/22.**

Health, Safety and Wellbeing Report: Q4 2020/21 [BG21/17]

The Board of Governors considered an update on the period May to July 2021. Health and Safety compliance and effectiveness was in line with the Health and Safety Policy and there were no concerns relating to accidents, incidents or near misses. **The Board noted the report.**

Chair's Report - Audit Committee: 13 September 2021 [BG21/18]

The Board noted that at its 13 September 2021 meeting, Audit Committee had received assurance that the external audit was proceeding to plan and no material issues had emerged, considered PwC's draft internal audit plan for 2021/22 as well as receiving reports from EY and had requested that the Terms of Reference of Audit Committee and Employment and Finance Committee would be amended to clarify respective responsibilities for Health, Safety and Wellbeing.

Chair's Report - Employment and Finance Committee: 20 September 2021 [BG21/19]

The Board noted that at its 20 September 2021 meeting, Employment and Finance Committee had approved the opening of an additional investment fund account to help manage counter-party risk, approved an investment in an early-stage venture capital fund that would place Northumbria alongside the research-intensive institutions as a regional investor in research and innovation, approved the establishment of a Spinout and Equity Committee to improve agility in the commercialisation of IP and approved in principle subject to contract documentation the establishment of a Nursing Midwifery Council (NMC) OSCE Testing Centre following a successful bidding process.

Chair's Report - Strategic Performance Committee: 22 September 2021 [BG21/20]

The Board noted that at its 22 September 2021 meeting, Strategic Performance Committee had primarily focused on the NSS results and response and had also considered the Government's HE reform agenda.

Georgina Bailes
Secretary to the Board of Governors
November 2021