

BOARD OF GOVERNORS' MEETING

27 November 2023 in room 209, 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), Dr Birju Bartoli [from BG23/24], Liv Bird, James Bromiley, Dr Laura Brown, Helen Fairfoul, Dr Stuart Fancey, Katherine Fawcett, Sophie Haagensen, Peter Judge, Hassan Kajee, Mark Larsen, Professor Andy Long, Professor James McLaughlin, Sally Pelham, Nerius Shah, Helen Thorne, Ian Wilkin.

Apologies: Libby Orme.

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

In attendance: Professor Louise Bracken, Dr Guy Brown, Dr Simon Corbett, Jane Embley, Marie Foalle [BG23/23], John McKenna [BG23/23], Professor Tom Lawson, Professor Robert MacIntosh [BG23/23], Professor George Marston, Dan Monnery, Simon Newitt, Professor Jon Reast, Peter Thomas, Professor Graham Wynn.

MAIN ITEMS DISCUSSED/DECIDED ON AT THE MEETING

The Chair also noted that this was the final Board meeting for James Bromiley and Sally Pelham, and extended the Board's thanks to them for their dedicated service and commitment to the University over nine years of office, which had encompassed many roles on the Board's Committees as well as the Board itself.

University Strategy 2024-30 [BG23/23]

The Board of Governors considered the University Strategy 2024-30, which built on Northumbria's heritage and transformation over the last decade to set an ambitious and realistic Vision for the University. The development phase of the Strategy had included comprehensive and inclusive consultation and engagement with the University's Senior Management Group, a wide range of colleagues, Governors, the Students' Union, students, alumni and external partners. The six key elements of the Strategy, reflecting the feedback from the engagement process, were: a new Mission statement, setting out the University's enduring purpose; a Vision statement, summarising the desired future state; three interconnected Strategic Ambitions of equal priority, which defined the focus of the changes we would make to achieve our Vision. These were the core of the Strategy; six Measures of Success aligned to the Strategic Ambitions; these three metrics for education and social mobility and three for research would enable us to judge numerically whether we have achieved our Strategy and constitute its primary metrics; five Commitments, signifying how we would act over the next six years and the sort of organisation we were; five Measures of Success aligned to the Commitments, a secondary set of metrics to judge whether we were adhering to them. **The Board commended the approach to the consultation and engagement process and the effort involved in distilling its outputs into the draft Strategy, noted that a guide to the metrics of the Strategy would be produced as part of an overall guide to using the Strategy and noted that Strategic Performance Committee would consider and then receive monitoring reports on a wider range of more detailed progress measures below the headline measures of success. The Board of Governors unanimously approved the six key elements of the Strategy.**

University Strategy 2018-24 Closure Report [BG23/24]

The Board of Governors considered the University Strategy 2018-24 Closure report following consideration by Strategic Performance Committee on 15 November 2023. Across the last two Strategy periods Northumbria had successfully completed the transformation into a research-intensive university. 4 of 11 KPIs were rated Green, 2 Amber and 4 Red at the end of 2022/23, with one where no rating was possible due to changes in the NSS; 18 Business Outcomes were defined as "complete", 16 were "on track" and 9 'off-track' at the last reporting period and had not achieved all intended deliverables by the time of the closure report. There had

been some challenging areas of the strategy such as student satisfaction and continuation, both of which had been affected by the pandemic; focused work through the Education Strategy had delivered a recovery in student satisfaction and was addressing continuation. Lessons learned from the 2018-24 strategy had been used to inform the development of the 2024-30 Strategy – for example the number of strategic outcomes/ambitions had been reduced from five to three and measures of success were fewer in number and directly linked to the ambitions. **The Board noted the Closure Report, that some Business Outcomes were likely to be relevant to the Strategy 2024-30 as progress measures, and that those elements of the 2018-24 Strategy which had not been delivered would be kept in focus at Strategic Performance Committee.**

Vice-Chancellor's Report [BG23/25]

The Board of Governors considered an update on international, national, regional and local sector and policy developments and their implications for Northumbria. £10m of funding for NESST, which was the largest amount awarded, had been received from UKSA and £15m from Lockheed Martin would follow. Northumbria was one of 12 Universities to be awarded funding for a UKRI Centre for Doctoral Training focusing on Artificial Intelligence, the £9m project would aim to recruit 60 PhD students. **The Board noted the report,**

Annual Report and Financial Statements 2022/23 [BG23/26]

The Board of Governors considered the 2022/23 Annual Report and Financial Statements (ARFS) following endorsement by Employment and Finance Committee on 6 November and Audit Committee on 13 November 2023. Employment and Finance Committee had reviewed the ARFS with a particular focus on the performance elements including the University's financial performance and position; Audit Committee had reviewed the ARFS with a particular focus on the conformance elements of the accounts (those elements which are required content, including the financial statements themselves. A strong operating performance meant that the University's financial position remained strong, in a period which would bring both known challenges, but also opportunities for transformative investment. **The Board approved the 2022/23 Annual Report and Financial Statements.**

Annual Financial Return 2022/23 [BG23/27]

The Board of Governors considered the five-year financial forecast to be submitted to OfS by 30 November 2023, following its endorsement by Employment and Finance Committee earlier on 27 November 2023. headline forecasts provided both for the achievement of stable but growing operating cashflows in line with increased financing service cost (the key indicator of stability) and for some contingency headroom in order to invest and/or manage unforeseen changes; capital outlay and associated financing was significant but was also considered achievable. The forecasts had used the plans which underpin the Strategy 2024-30 and recent work on Income Diversification as the basis for modelling, and showed a reasonable balance between the ambitions of the University and the need to maintain caution and headroom given the challenging sector and global economic circumstances. **The Board approved the five-year financial forecast to be submitted to OfS by 30 November 2023.**

Annual Report of Audit Committee 2022/23 [BG23/28]

The Board of Governors considered the Audit Committee Annual Report 2022/23, which was approved by Audit Committee Chair's Action following the Committee meeting on 13 November 2023. Based on the internal audit work performed, including the follow up work undertaken, during 2022/23, in PwC's opinion there was reasonable to moderate assurance that Northumbria University's governance, risk management and value for money arrangements in relation to business-critical areas were generally satisfactory. Audit Committee concluded that, in its opinion, the University had adequate and effective arrangements in place for risk management, governance and control, and economy, efficiency and effectiveness (value for money). **The Board noted the Annual Report of Audit Committee.**

Safeguarding and Prevent Annual Report 2022/23 [BG23/29]

The Board of Governors considered the Safeguarding and Prevent Annual Report 2022/23 following endorsement by Audit Committee on 13 November 2023. Prevent referrals were consistent with previous years with 3 prevent referrals made and none which progressed to channel referrals. Safeguarding referrals and those which progressed to case conferences were at a similar level to 2021/22. All staff would now receive some elements of Prevent training as part of the wider safeguarding training, and more detailed training was provided for those identified as key staff; the vast majority of Governors had completed the safeguarding training. **The Board noted that OfS was reviewing its expectations of governing bodies for safeguarding, and approved the Safeguarding and Prevent Annual Report 2022/23 including the specific statements required by OfS.**

Modern Slavery Statement 2022/23 [BG23/30]

The Board of Governors considered the 2022/23 Statement on Modern Slavery and Human Trafficking for

subsequent publication on the University's website. Existing and potential future measures to address social and environmental risks, including modern slavery, across the University's supply chains continued to be reviewed and built into the category plans where risks were thought to be most significant. A new Anti-Slavery and Human Trafficking Policy was introduced in June 2023 and a modern slavery section was included in online safeguarding training, which was available to all staff and mandatory for those in roles where safeguarding concerns could arise. **The Board approved the 2022/23 Statement on Modern Slavery and Human Trafficking.**

Compliance with OfS Registration Conditions [BG23/31]

The Board of Governors considered the University's obligations in relation to its OfS registration as a higher education provider and the University's ongoing compliance with registration conditions. **The Board noted that it was the responsibility of the governing body to ensure that Northumbria continued to satisfy the ongoing conditions of registration and that the University remained fully compliant with all conditions.**

Students' Union Report [BG23/32]

The Board of Governors considered the report of the Students' Union Sabbatical Team. The welcome and induction period had been very successful, including at London and Amsterdam, with feedback informing next year's programme; nearly 1,000 department and programme reps had been recruited, with training now underway. **The Board noted the report.**

Monthly Finance Report Period 3 2023/24 [BG23/33]

The Board of Governors noted the University's financial position and performance at Period 3 (31 October 2023).

CHASE Business Case [BG23/34]

The Board of Governors considered the decision of the Employment and Finance Committee at its meeting on 6 November 2023 regarding CHASE: the Committee had approved the proposed business case as presented and agreed it as the appropriate basis on which to progress the development of detailed design plans for the construction of the building and detailed financing plans, as part of wider University financing plans. The Committee had also approved the appointment of Ryder Architecture as Lead Designers/Architects for the CHASE building following the tender process. **The Board noted that staff had been involved in the initial visioning workstreams for CHASE and engagement would continue to be integral to all workstreams and that progress updates would be provided to Board via Employment and Finance Committee before key decision points in the programme.**

ERP Overview [BG23/35]

The Board of Governors considered an update on the implementation of the Northumbria University People and Finance System (NUPF), an enterprise resource planning (ERP) system. Core HR functions and payroll were now live, with other HR and payroll functions and core Finance functions to follow early in the New Year. **The Board noted that although there was significant bespoke integration with other University systems, NUPF overall was much simpler than the basket of systems it replaced and that the decision to make the minimum necessary levels of customisation had resulted in many non-value adding stages and processes being removed.**

Equality, Diversity and Inclusion Annual Report [BG23/36]

The Board of Governors considered the 2022-2023 Annual Equality, Diversity and Inclusion (EDI) Report ahead of its publication following endorsement by Employment and Finance Committee on 6 November 2023; the University was required to publish relevant, proportionate information showing compliance with the Public Sector Equality Duty (PSED). EDI work was further focused on three themes which were: Theme 1- Embedding EDI into our core business, Theme 2- Taking action to eliminate barriers and Theme 3- Fostering inclusion and creating a sense of belonging. **The Board approved the 2022-2023 Annual Equality, Diversity and Inclusion (EDI) Report ahead of its publication.**

Race Equality Activity [BG23/37]

The Board of Governors considered recent race equality activity including a) the publication of 2023 Race Equality Update and b) the agreement of University Executive to set targets for achieving a more ethnically diverse workforce, differentiated by the different starting points for each faculty and service and the differing appropriate external benchmarking. University Executive and all four Faculty Executive Groups had agreed proposals to bring Northumbria's overall colleague diversity more closely in line with the sector. **The Board noted the report and that the ethnic mix of the North East could be a constraining factor on some targets, as could the ethnic composition of the senior academic cohort at a UK level, but nevertheless some 2030 targets appeared unambitious and would be reviewed.**

Strategic Risk Report [BG23/38]

The Board of Governors considered the Strategic Risk Report following consideration by Audit Committee on 13 November 2023; the Strategic Risk Register would be subject to full review in the New Year to reflect the risk profile of the University Strategy 2024-30. **The Board commended the comprehensive and dynamic nature of the Strategic Risk Register and approved the updates.**

Risk Appetite Statement [BG23/39]

The Board of Governors considered updates to the University's Risk Appetite Statement following endorsement by Audit Committee on 13 November 2023. Additional risk descriptors and categories had been added following feedback from the Committee and the risk appetite ratings had been increased from 3 to 5 allowing for more nuanced consideration of the risks involved within each category. **The Board approved the updates to the University's Risk Appetite Statement.**

Health and Safety Policy Annual Review [BG23/40]

The Board of Governors considered the updated Health and Safety Policy and Operating Arrangements following endorsement by Audit Committee on 13 November 2023. There had been no significant changes since the previous full review two years prior, but a number of minor updates had been made. **The Board approved the updated Health and Safety Policy and Operating Arrangements.**

Health and Safety Report Q1 2023/24 [BG23/41]

The Board of Governors considered the Interim Health, Safety and Wellbeing Quarterly Report August 2023 to September 2023, following consideration by Audit Committee on 13 November 2023. **The Board noted the report.**

Chair's Report: Academic Board: 26 October 2023 [BG23/42]

The Board noted that at its 26 October 2023 meeting the Board had approved modifications to academic regulations for both taught and research programmes and endorsed the subject step change report for English, with a focus on cultural partnerships.

Chair's Report: Employment and Finance Committee: 6 November 2023 [BG23/43]

The Board noted that at its 6 November 2023 meeting the Committee had considered and endorsed many of the items on the agenda for this meeting and approved number of contractual matters. There would be an in-depth consideration of pensions issues and options later in 2023/24.

Chair's Report: Audit Committee: 13 November 2023 [BG23/44]

The Board noted that at its 13 November 2023 meeting the Committee had considered and endorsed many of the items on the agenda for this meeting.

Chair's Report: Strategic Performance Committee: 15 November 2023 [BG23/45]

The Board noted that at its 15 November 2023 meeting the Committee had considered and endorsed many of the items on the agenda for this meeting, particularly relating to the measurement of the University Strategy 2024-2030.

Board and Committee Membership [BG23/51]

Ian Wilkin took no part in this item.

The Board of Governors considered a range of appointments to the Board of Governors and its Committees, and changes to Governor and Co-opted Committee Member terms of office, following endorsement by Nominations Committee on 13 November 2023. Following the latest Governor recruitment campaign, which had benefitted from valuable support from Saxton Bamphylde, the selection panel concluded that Professor Dame Janet Beer, Alison Fellows and Jan Thompson should be appointed as Independent Governors. Nominations Committee recommended that Alison be asked to join Audit Committee given her previous experience of Audit Committee membership in other roles, that Jan be asked to join Strategic Performance Committee; and that Ian Wilkin be asked to join Audit Committee. The Committee recommended a third and final term of office for Graeme Hudson as a Co-opted Member of Remuneration Committee beginning on 1 January 2024, and the extension of the term of office of Alasdair Corfield as a Co-opted Member of Audit Committee from 5 February 2024 to 12 February 2024 to allow him to attend Audit Committee on 12 February 2024. The extension of Libby Orme's term of office as Staff Governor nominated by Academic Board to its full three years ending on 17 October 2024 was also recommended, so that the Faculty election processes and Academic Board's nomination process can take place early in the academic year as previously. **The Board approved the recommendations of Nominations Committee.**

Appointment of the Deputy Chair [BG23/52]

Hassan Kajee took no part in this item.

The Board of Governors approved the appointment of Hassan Kajee as Deputy Chair of the Board and Pro-Chancellor from 19 December 2023 in succession to Sally Pelham.

Appointment of a Fourth Pro-Chancellor [BG23/53]

Peter Judge took no part in this item.

The Board of Governors approved the appointment of Peter Judge as a Pro-Chancellor.

Approach to Evaluation of Application-based Appointment Process for Academic Staff Governor
[BG23/54]

The Board of Governors considered the approach that will be taken to the evaluation of the pilot application-based process for the appointment of the most recent Academic Staff Governor following endorsement by Nominations Committee on 13 November 2023. The Board on 25 April 2022 set two objectives for the pilot process: to test whether an application-based approach would result in higher levels of interest among staff in becoming a Governor; and to test whether an application-based approach could help improve and secure a more diverse range of candidates for the Board. It was proposed that the evaluation also considered the extent to which the process attracted candidates who are able to work with other Board members to advise at a strategic level. **The Board approved the approach that would be taken to the evaluation of the pilot application-based process for the appointment of the most recent Academic Staff Governor.**

Georgina Bailes
Secretary to the Board of Governors
October 2023