

## BOARD OF GOVERNORS' MEETING

22 February 2021 - via Microsoft Teams (including videolink)

### CONFIRMED SUMMARY MINUTES

Contact Georgina Bailes, [georgina.bailes@northumbria.ac.uk](mailto: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, Jean Brown, Lorraine Brown, Helen Fairfoul, Dr Stuart Fancey, Sophie Haagensen, Peter Judge, Emmanuel Kabengele, Daniel Monk, Sally Pelham, Amy Rice-Thomson [absent Cyber Incident – Lessons Learned], Claudia Shaw, John Taylor, Helen Thorne, Professor Andrew Wathey, Dr Jeya Wilson, Simon Yellowley.

Apologies: Nick Pope.

Secretary: Susan F O'Donnell, Richard Elliott (Assistant Secretary).

In attendance: Kim Ansell (AdvanceHE) [Governance Effectiveness Review], Adam Dunlop, Jane Embley [to Cyber Incident – Lessons Learned], Professor Peter Francis, Professor Steven, Professor Tom Lawson [BG20/72], Professor George Marston, Daniel Monnery, Aaron Porter (AdvanceHE) [Governance Effectiveness Review], Simon Newitt, Professor Jon Reast, Alona Welby, Lucy Winskell.

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

#### Governance Effectiveness Review [Presentation]

The Board of Governors considered the draft conclusions of the Governance Effectiveness Review, in advance of the final report being submitted to the 26 April meeting of the Board. The University's governance arrangements were already sound with a positive culture and strong approach to regulatory responsibilities - recommendations would focus on how to move from good to excellent and were likely to include the opportunity to take a more holistic, scenario-based approach to risk reporting, enhanced co-ordination across Board Committees, opportunities to improve the diversity of the Board and potential improvements to the links between academic and corporate governance. **The Board welcomed the overview of key findings and noted the intention to establish a Task and Finish Group of Board to guide the University's response to the recommendations.**

#### Professional Services Staff Governor Election [BG20/64]

The Board considered the proposed timing of the Professional Services (PS) Staff Governor election following endorsement by Nominations Committee. Board had agreed on 5 October 2020 that the election should be postponed, and the term of office of the current Staff Governor be extended, until it was possible to hold the election both safely and fairly. Given continuing pandemic restrictions and also the need to take into account any relevant conclusions of the Governance Effectiveness Review, it was recommended that the election process should begin in October 2021, and that the current Staff Governor's term of office be extended until the election concluded. **The Board approved that the Professional Services Staff Governor election and the Academic Staff Governor election should be held to conclude on 9 December 2021 subject to review of the timing of the Academic Staff Governor election by Nominations Committee in June 2021, and that the term of office of the current PS Staff Governor should be extended until 9 December 2021.**

#### Vice-Chancellor's Report [BG20/65]

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. It was expected that the Government's roadmap to move England out of lockdown, due to be announced on 22 February, would include a return to campus for final year students from 8 March with other cohorts to follow; Northumbria's approach would be to deliver as much face to face teaching as was allowed as early as possible, and to avoid as far as possible any overspill from the 2020/21 academic year. Government policy developments were likely to be shaped by a general desire to reduce the overall cost of higher education; Northumbria's response would include acceleration of income diversification and ensuring that the academic core was protected and operations streamlined to manage costs. **The Board noted that financial scenarios reflecting potential Government policy developments as well as the continuing impacts of the**

**pandemic would be considered by Employment and Finance Committee.**

**2019/20 Annual Report and Financial Statements** [BG20/66]

The Board of Governors received the updated 2019/20 Annual Report and Financial Statements (ARFS), following their endorsement by Employment and Finance Committee on 5 February 2021 and Audit Committee on 9 February 2021. The 2019/20 ARFS had been approved by Board on 14 December 2020, subject to confirmation of a number of points; following the identification of an issue with the consolidation of the London Campus subsidiary results, approval was now sought for the updated ARFS - the required changes related only to the consolidated results and were significant enough to require reapproval for transparency reasons, but were not material. There were no implications for 2020/21 or any future years and no impact on the financial covenant agreed for 2020/21 **The Board approved the 2019/20 Annual Report and Financial Statements for publication.**

**Amendment and waiver letter with Barclays Bank PLC** [BG20/67]

**Following approval in principle by Employment and Finance Committee on 7 December 2020, the Board approved a letter of variation in relation to the University's term and revolving facilities agreement with Barclays Bank PLC for the 12-month period ending on 31 July 2021. The Board noted that the approval would be minuted in a specific form as required by the bank.**

**Annual Finance Return: Five Year Financial Forecasts Submission to OfS** [BG20/68]

The Board of Governors considered the updated five-year forecast and associated commentary prior to submission to the OfS, following endorsement by Employment and Finance Committee. The updated five-year forecast included the actual consolidated results for 2018-19 and 2019-20, plus the most recent projection for 2020-21, updated for material known movements such as the accommodation rent rebate) and four years of forward forecasts for 2021-22 to 2024-25. The forecasts demonstrated continued growth in income, in line with the University Strategy, as well as an overall stable financial position resulting from controlled expenditure, with strong operating cashflows, and included a significant element of contingency within the income and expenditure account to fund investment in the Strategy. **The Board approved the updated five-year forecast and associated commentary, for onward submission to OfS.**

**University Strategy 2018-23 Update and Performance Report** [BG20/69]

The Board of Governors considered an update on performance against the KPIs in the University Strategy 2018-23 as at Period 6 2020/21, with predicted status at the end of 2020/21, and on the development of plans for the new and revised Business Outcomes agreed as part of the Strategy refresh. Predicted year end status was for three KPIs to be 'green', five to be 'amber' and three to be 'red'. Following feedback from Strategic Performance Committee on 4 February, detailed delivery plans for the revised suite of Business Outcomes were in development and would be reviewed by Strategic Performance Committee in due course. **The Board noted the update.**

**Student Recruitment Update February 2021** [BG20/70 and Presentation]

The Board of Governors considered the student recruitment position for 2020/21 and the emerging picture for 2021/22. For 2021/22, Home recruitment via UCAS had recovered to expected levels and was slightly ahead of 2020/21 although EU applications were down. Other recruitment streams remained strong. **The Board noted the update.**

**NSS Update** [Presentation]

The Board of Governors considered a presentation on improvement planning in response to the 2020 NSS. Action planning had been redesigned and refocused to understand and resolve the underlying causes of underperformance at Faculty and Service level, so that the collective performance could achieve upper quartile level by 2023. 15 subjects were priorities for action, of which eight had shown some improvement in the most recent NSS. **The Board noted that improvement work was focused on teaching quality and standards and on development of current staff and integration of new staff, not on NSS specifically, so should be applicable to a reshaped or replaced NSS. It was acknowledged that staff resilience had been severely tested this year, but that engagement remained positive and a real sense of step change was emerging.**

**Annual Quality and Standards Report** [BG20/71]

The Board of Governors considered a report on the University's compliance with OfS general ongoing conditions of registration B1 to B6 during 2019/20. Strategic initiatives currently underway to strengthen University Quality and Standards activity included a major project to change the process of Annual Programme Monitoring. **The Board noted the report.**

### **REF2021 Update and post-REF Research Strategy** [BG20/72]

The Board of Governors considered the latest estimate of the quality profile of outputs for REF 2021 submission, and the outline strategy for post-REF research. The REF submission was expected to show a significant increase in quality as well as volume, with both research power and QR power improving dramatically compared to the 2014 submission; some gender disparities in the submission were being investigated and would be addressed in the next REF period. Northumbria's ambition was to reach the UK top 30 in terms of research power, underpinned by core principles to continue the transformation achieved since previous REF and RAE exercises, with step changes in impact and collaboration, and a focus on research in academic recruitment. **The Board noted the update and emphasised the need to plan now for how to capitalise on the anticipated REF results to build a sense of communal effort and achievement that would increase and sustain momentum.**

### **Cyber Incident – Lessons Learned** [Presentation]

**The Board noted an update on lessons learned from the recent cyber incident.**

### **Students' Union President's Report and Impact Statement 2020** [BG20/73]

The Board of Governors considered the Students' Union President's Report - although the Students' Union building itself remained closed, the wide range of Covid activities and support to students was continuing with over 1700 students involved in Northumbria Connected and a wide range of events continuing online. Nominations for this year's Sabbatical Officer elections had closed on 12 February, with an increase in nominations compared to 2020 and more international students nominated; election week would take place 15-19 March, and candidates were being advised on safe approaches to campaigning under Covid restrictions. **The Board noted the Report and Impact Statement, and congratulated the Students' Union for maintaining such a high level of support to the student community throughout the continuing difficult circumstances.**

### **Strategic Risk Register Update** [BG20/74]

The Board of Governors considered a proposed revision to Strategic Risk (SRR011) on IT infrastructure following discussion at the 23 November 2020 meeting; the risk had been expanded to explicitly refer to data management as well as technology. **The Board approved the amendment, subject to the likelihood being raised to High.**

### **Final Audit Committee Annual Report** [BG20/75]

**The Board of Governors noted the Final Audit Committee Annual Report 2019/20 following its approval at the 9 February 2021 Audit Committee meeting and subsequent minor revisions approved by the outgoing and incoming Committee Chairs.**

### **Monthly Finance Report Period 6 2020/21** [BG20/76]

The Board of Governors considered the University's financial position and performance at Period 6 (31 January 2021); both the overall financial position and the cash position for 2020/21 were positive compared to budget. 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 and reiterated that the structure of the report and the clear explanatory narrative was very helpful.**

### **Compliance with OfS Registration Conditions** [BG20/77]

**The Board noted the update.**

Georgina Bailes  
Secretary to the Board of Governors  
April 2021