

**University of Plymouth
Higher Education Corporation**

Board of Governors

Minutes of the Meeting of the Board of Governors on Wednesday 4 October 2017.

Present: Colin Drummond OBE DL (Chair) Bruce Mann CB
 Hamish Anderson Dinah Nichols CB
 Barbara Fuller Sir Keith O’Nions
 Michelle Hanson Professor Judith Petts CBE
 Dr Rong Huang Simon Perry
 Kate Jackson Henry Warren
 Lowri Jones Philippa Williams
 Professor Kevin Jones

Secretary: Sonia Burgess, Clerk to the Board **(CB)**

In attendance: Professor Simon Payne (Deputy Vice-Chancellor - International and Planning)
(DVC I&P)
 Professor Julian Chaudhuri (Deputy Vice-Chancellor - Education and Student Experience) **(DVC ESE)**
 Professor Jerry Roberts (Deputy Vice-Chancellor - Research and Enterprise)
(DVC R&I)
 Alastair Matthews (Chief Financial Officer) **(CFO)**
 Gordon Stewart (Registrar and Secretary) **(R&S)**
 David Alder (Chief Marketing Officer) **(CMO)** for item 7
 Margaret Metcalfe (Executive Administrator to the Board) **(EA)**

Item		Action
17/05/1	<p><u>Obituaries</u> Noted:</p> <ul style="list-style-type: none"> • Governors marked the deaths of student Fiona Carpenter (BSc Biosciences) and member of staff Stephen Donohoe (Associate Professor (Senior Lecturer) in the School of Art, Design and Architecture, Faculty of Arts and Humanities.) 	
17/05/2	<p><u>Membership</u></p>	
2.1	<p>Apologies for Absence Noted:</p> <ul style="list-style-type: none"> • No apologies for absence. • Because of work commitments, Mary Palmer resigned from the Board on September 20th, 2017. The Independent Governors meeting in December will consider the need to recruit new Board members. • Welcome to Philippa Williams, Student Governor. 	Chair
2.2	<p>Notification of Any Other Business Noted:</p> <ul style="list-style-type: none"> • No notification of any other business. 	
2.3	<p>Declarations of Interest Noted:</p> <ul style="list-style-type: none"> • The declarations of interest set out in Appendix 2 apply. 	

	<ul style="list-style-type: none"> • Recent media interest in HE Senior Executive salaries. The Committee of University Chairs (CUC), at its meeting later in October, will discuss this issue with a view to developing a sector response to the issue. Dinah Nichols will be representing the Board at this meeting. The Board’s Reward and Remuneration Committee will consider the outcome of the CUC meeting in its discussions. It was suggested that reference to these meetings are made in the University’s annual reports. • Reward and Remuneration Committee. It was proposed to bring forward the next meeting from 12 December to 8 November. Updated meeting requests will be sent out. • Equality and diversity monitoring information. HESA requires the University to gather additional equality and diversity monitoring information about all governors. Governors are required to complete forms, but there was a ‘prefer not to say’ option against relevant sections. The University’s HR Department will collect this information and each governor will be contacted directly by HR in the next few weeks. 	<p>CFO</p> <p>EA</p>
<p>17/05/5</p>	<p><u>Vice-Chancellor’s Report</u> (Enclosure E) (Confidential) Noted:</p> <ul style="list-style-type: none"> • Teaching Excellence Framework (1.2): The full specification will be published later in October. • Student Fees (1.4): The Government has announced a freeze in tuition fees for 2018/19 and the University anticipated this in its planning. The House of Commons Education Committee has launched a broad based inquiry into value for money in higher education. The University will continue to monitor developments in relation to student fees and take appropriate action, as necessary, to manage any risks associated with this issue. It was suggested that this issue is discussed at a future Board/UEG Away Day. • REF2021 (1.3): HEFCE has released its initial decisions on the design of REF 2021. REF planning is integrated into the overall University Planning Cycle, and meetings have taken place with all Faculties to raise awareness of REF requirements. • Student Recruitment (3.2). The University has raised its tariff as part of realising its strategic objectives. There is approximately a 300 shortfall from target for undergraduate students, which was anticipated and planned for. The target for Post-Graduate Taught and international students was slightly higher than last year, and numbers are in line with forecasts. The University’s Clearing performance has been better than anticipated. • Halls of Residence Staffing and Support (3.4). The recently revised system of staffing and support is in operation and will be monitored and reviewed for effectiveness. • HMRC investigation. A recent investigation into a minimum wage claim found no issue and no further action is required. • Research Awards (5). Three new knowledge transfer partnerships have secured funding. • National Student Survey (2.1): The University has achieved above sector average scores for overall satisfaction. UEG has congratulated those programmes that achieved scores significantly above average, 	

	and is taking action, alongside programme teams, in those subjects where improvement is needed.	
17/05/6	Governance	
6.1	<p>Draft minutes of Nominations Committee held on 7 September 2017 Enclosure D) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> Minute 17/03/2.1 to be amended to clarify that the Vice-Chancellor will be in attendance and not a member of the Reward and Remuneration Committee, and would be absent when discussion of her reward and remuneration is being considered 	EA
	<p>Health and Safety Assurance Committee Terms of Reference Enclosure E) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> The key change to the terms of reference related to the composition and membership, whereby the Deputy Vice-Chancellor, International and Planning and the Registrar and Secretary will become full members. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the revised terms of reference. 	
	<p>Appointments to Health and Safety Assurance Committee Enclosure F) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> The members of the Health and Safety Assurance Committee (HSAC) reflect a broad range of skills and expertise. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved, on the recommendation of the Nominations Committee, the appointment to the HSAC of: Michelle Hanson, Independent Governor Simon Payne, Deputy Vice-Chancellor - International and Planning Gordon Stewart, Registrar & Secretary Steve Cardew, external member Arnold (Frank) Francis, external member Tim Marsh, external member Commodore Ian Shipperley, external member 	
	<p>Reward and Remuneration Terms of Reference Enclosure G) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> Currently, the Reward and Remuneration Committee comprises all independent Governors, totalling ten members. A review of common practice across the sector indicated that the current size and composition of the University's Reward and Remuneration Committee is not comparable to other Higher Education Institutions. The main revision to the terms of reference is the change in the number of members, reducing the current members from ten to five. An error in the cover sheet to the terms of reference in section 2.1, second sentence, was corrected and clarified as follows: the role of the Reward and Remuneration Committee will remain unchanged, and the proposal is to reduce the number of members on the Committee to make meetings more manageable, and to be in line with sector practice. 	

	<ul style="list-style-type: none"> The Board will not receive the minutes of Committee meetings given the confidentiality of issues being discussed. However, independent governors would be provided with a full update on the outcome of the discussions, the process of arriving at decisions and details of the benchmarking undertaken to inform decisions. UCU and NUS have reviewed student representation on remuneration committees. The review concluded that a number of institutions have student members on their remuneration committee and that this can increase diversity, support transparency and embraced the culture of students as partners. UPSU has carried out some additional research on student members of remuneration committees. The Reward and Remuneration Committee meeting on November 8 will consider the feasibility of a student member. Consideration will also be given to whether an external member should be included in the Committee’s membership. It was agreed that the terms of reference would be revisited if appropriate. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the proposed terms of reference. The Committee would look at the issue of student governors and/or an external member having membership of the Committee. Data from UPSU’s research will be included on the agenda for the meeting on 8 November. The Registrar and Secretary will provide a report on the standard practice in the sector in relation to membership of Reward and Remuneration Committees, for the November 8 Committee meeting. 	<p>R&R Ctte</p> <p>UPSU/ CB</p> <p>R&S</p>
	<p>Appointments to Reward and Remuneration Committee (Enclosure H) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> An electronic meeting of the Nominations Committee was held on September 7 to consider and recommend to the Board appointments for membership of the Reward and Remuneration Committee. Delegated authority was given to the Chair of the Reward and Remuneration Committee to make recommendations to the Board in relation to the two independent governor appointments proposed. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved, on recommendation of the Nominations Committee, the appointment to the Reward and Remuneration Committee of: Hamish Anderson, Chair, (Vice-Chair of the Board) Colin Drummond (Chair of the Board) Bruce Mann (Chair of Finance Committee) Dinah Nichols (Independent Governor) Sir Keith O’Nions (Independent Governor) 	
<p>17/05/7</p>	<p>Visual Identity (Enclosure I) (Confidential)</p> <p><i>David Alder, Chief Marketing Officer, attended for timed business</i></p> <p>Noted:</p> <ul style="list-style-type: none"> The key aims for updating the visual identity are to rationalise and streamline branding and ensure that the University’s identity aligns with its strategic direction as set out in the refreshed strategy. Staff and students were engaged in the development of the University identity via seminars, workshops and carrying out webinars, as well 	

	<p>as via 'Student Room', an online forum, where prospective students had been surveyed.</p> <ul style="list-style-type: none"> • A range of concepts was considered and positive feedback received in relation to branding that is based on the University's coat of arms. Further refinement resulted in the 'shield concept' proposal and this was recommended to the Board, following review and approval by UEG. • The new brand will be rolled out incrementally and financed from within the existing communications and marketing budget. The rollout will begin in January 2018, beginning with the Undergraduate Prospectus and the external website. • The Student Governors expressed concern about the final consultation timing and for this reason only did not wish to support a decision. Discussion however did not identify major concerns about the proposed design. • Time pressures regarding the publication of the Undergraduate Prospectus meant that some of the engagement process unavoidably took place outside of term time. The University recognises the importance of student and staff engagement and has been working with UPSU since October 2016 on the visual identity project. The University acknowledges the importance of reviewing and improving processes and the Registrar and Secretary will take action to identify lessons learned for the future. • The Board received assurance that the Visual Identity Project Steering Group was satisfied with the process carried out to reach a decision, and that a broad spectrum of feedback was taken into consideration. • The University and UPSU will work together to ensure students are informed about the branding changes. <p>Agreed:</p> <ul style="list-style-type: none"> • The University will work positively with UPSU to learn lessons and address the concerns raised. • The Board approved the refreshed University visual identity. 	R&S/ UPSU
17/05/8	<p>Finance</p> <p>Draft 2016-17 year end position Enclosure J) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> • The University has delivered a full year pre-audit operating surplus ahead of the month 8 reforecast which is in line with expectations. The result is therefore in line with the original plan for 2016/17. The External Auditors are finalising their audit and at this stage, there are no significant matters arising from their audit. 	
17/05/9	<p>Research Ethics and Governance Annual Report Enclosure K) (Confidential)</p> <p>Noted.</p>	
17/05/10	<p>Complaints and Appeals Annual Report Enclosure L) (Confidential)</p> <p>Noted.</p>	
17/05/11	<p>Annual Report on use of the University Seal</p>	

	Enclosure M) Noted.	(Confidential)	
17/05/14	<p><u>Date of Next Meeting</u> Noted:</p> <ul style="list-style-type: none"> Wednesday 8 November 2017 – this meeting will be preceded by a tour of the Faculty of Science and Engineering <p>Items for November meeting to include:</p> <ul style="list-style-type: none"> HEFCE Annual Accountability Returns, including Annual Report and Accounts Fundraising Annual Report Proposal in relation to independent Governor Appeals Health and Safety Policy Statement <p>Board to note:</p> <ul style="list-style-type: none"> Board Self- Appraisal (Nov) Pensions Training (Dec) 		

Appendix 1: Action Plan

Minute		By	Deadline
17/05/2.1	The Chair would review in November the potential need for recruitment of new Board members.	Chair	November
17/05/3.1	Minutes of the Meeting of the Board of Governors held on 20 July 2017. Minute 17/04/11, Academic Promotions, was not confidential therefore this designation should be removed.	EA	As soon as possible
17/05/3.2	Necessary Redactions. The minutes of the Board Meeting on 20 July 2017 to be published in full.	EA	As soon as possible
17/05/3.3	Board/Committee Evaluation. The Clerk to the Board would circulate the questionnaire for Board members to complete immediately after the 8 November meeting.	CB	November 2017
17/05/6.1	<p>Reward and Remuneration Committee</p> <ul style="list-style-type: none"> The Committee would look at the issue of student governors and/or independent partners having membership of the Committee. The Board approved the proposed terms of reference. Data from the Students' Union would be included on the agenda for the Board meeting on 8 November. The Registrar and Secretary would review comparisons across the in sector terms of representation 	<p>R&R Cttee</p> <p>UPSU/CB</p> <p>R&S</p>	<p>November 2017</p> <p>November 2017</p>
17/05/7	Visual Identity. The University would work positively with the Students' Union to help address the concerns raised.	R&S/ UPSU	

Appendix 2: Declarations of Interest

Name	Organisation	Role
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Colin Drummond OBE DL	Taunton and Somerset NHS Foundation Trust Calvert Trust, Exmoor (outdoor holidays for people with disabilities) 1610 Society (alumni legacy fund-raising for Wadham College, Oxford) Water Conservation Trust (provision of bursaries for post graduate study in the water and environmental sectors) Deputy Lieutenant of Somerset	Chairman (non Exec) Honorary Vice-President President Trustee
Hamish Anderson	Norton Rose Fulbright LLP Nottingham Trent University Law School Advisory Group, Kingston University Le Page Architects Ltd Peninsula Medical Foundation University of Oxford, Commercial Law Centre	Consultant Honorary Professor Member Wife is a director Committee Member (Director) Member
Barbara Fuller	None	
Michelle Hanson	Sodexo Trustee Services Ltd	Trustee and Chair
Dr Rong Huang	Association for Tourism in Higher Education Tianjin University of Commerce Quality Assurance Agency Enterprises	Executive member Guest Professor Associate
Kate Jackson	Trethawle Enterprises Trethawle Renewables Clean Earth Trethawle Turbine Cornwall Care	Partner Director Director Interim HR Director
Professor Kevin Jones	Engineering Council Mayflower Autonomous Ship UTC Plymouth STEM Plymouth PSP UoPEL City, University of London Shugenkai	Trustee Director Governor Chair Member of the board Member of the board Visiting academic President
Lowri Jones	University of Plymouth Students' Union UPSU Trustee Board	President and trustee Chair
Bruce Mann CB	Place Partnership Ltd Emergency Planning College, providing advice and training in crisis management and response. Cornwall Council and STP, on estate matters. Southampton Council and public sector partners, on estate matters	Non-Executive Chair Associate Advisory Advisory
Dinah Nichols CB	The Land Trust South West Lakes Trust	Trustee Trustee
Sir Keith O'Nions	Cambridge Enterprise, University of Cambridge A*Star , Singapore Nanyang Technological University, Singapore KAPSAARC, Saudi Arabia	Chair Trustee Trustee Trustee

Simon Perry	Saveurs Ltd Advisory Board of Arowana International Limited Richmond Holdings (Jersey) Limited (holding company for Parkdean Resorts).	Director Member Director
Professor Judith Petts	Sir Alister Hardy Foundation for Ocean Science BBSRC Heart of the South West LEP Board University of Southampton University of Westminster	Trustee Council member Member Visiting Professor Husband is Vice-Chancellor
Henry Warren	Fluvial Innovations Limited Plymouth Hospitals NHS Trust	Director Non-executive director
Philippa Williams	University of Plymouth Students' Union UPSU Trustee Board	Vice-President and trustee