

Plymouth University
Higher Education Corporation
Board of Governors

Minutes of the Meeting of the Board of Governors held on Tuesday 23 February 2016 at 2.30 pm.

Present:

James Brent (Chairman)	Mary Palmer
Hamish Anderson	Steve Pearce
Matthew Dark	Professor Judith Petts (Vice Chancellor)
Ian Duffin	Margaret Schwarz
Barbara Fuller	Stephen Tillman
Dr Rong Huang	Ruth Titmuss
Kate Jackson	Henry Warren
Jane McCloskey	Denis Wilkins

Secretary: Matthew Jackson (University Solicitor and Interim Clerk to the Board)

In attendance: Professor Simon Payne (Interim Deputy Vice-Chancellor)
David Alder (Chief Marketing Officer)
Alastair Matthews (Chief Financial Officer)
Vikki Matthews (Chief Talent Officer)
John Wright (Chief Information Officer)
Trevor Wills (Director of Estates and Capital Projects) for item 7
Siân Millard (Interim Head of Governance and Secretariat)
Margaret Metcalfe (Executive Administrator to the Board)

		Action
16/02/1	<p><u>Obituaries</u> Noted:</p> <ul style="list-style-type: none"> • The passing of Lisa Phillips, former Academic Registrar and Head of Stakeholder Engagement, following a long illness. 	
16/02/2	<p><u>Membership</u></p>	
2.1	<p>Welcome and Apologies for Absence Noted:</p> <ul style="list-style-type: none"> • Welcome to Professor Judith Petts in her first meeting as Vice-Chancellor. • Apologies received from Dr Ranulf Scarbrough and Dr Mike Sheaff. 	
2.2	<p>Notification of Any Other Business Noted:</p> <ul style="list-style-type: none"> • None raised. 	
2.3	<p>Declarations of Interest Noted:</p> <ul style="list-style-type: none"> • The declarations of interest set out in Appendix 2 would apply. • No other potential conflicts of interest relating to matters to be discussed at the meeting had been identified. 	

16/02/3	<u>Minutes</u>	
3.1	<p>Minutes of the Meeting of the Board of Governors held on 28 January 2016 (Enclosure A)</p> <p>Noted:</p> <ul style="list-style-type: none"> The minutes were approved as a correct record of the meeting and signed by the Chairman subject to any redactions. 	
3.2	<p>Necessary Redactions</p> <p>Agreed:</p> <ul style="list-style-type: none"> The Chairman, Vice-Chancellor and Interim Clerk to the Board would discuss the presentation and format of minutes going forward to minimise the need for redactions. To make any necessary redactions from the Management Accounts section (16/01/6) and the QAA HE Review section (16/01/4) on the grounds of commercial confidentiality by way of Chair's Action. The confidentiality status of agenda items should be assessed at the start of each meeting. 	<p>Chairman/ VC/Sec</p> <p>Chairman/ Sec</p>
3.3	<p>Matters Arising (Enclosure B)</p> <p>Noted:</p> <ul style="list-style-type: none"> The report, for information only, on various matters arising was noted. 	
16/02/4	<u>Portfolio Review</u>	
	<p>Proposals for Faculty of Arts and Humanities School Restructure (Enclosure C) <i>Presentation by Professor Simon Payne (Interim Deputy Vice-Chancellor)</i></p> <p>Noted:</p> <ul style="list-style-type: none"> The proposal for portfolio enhancements was to improve employability, student recruitment and financial performance. The Academic Board had considered and endorsed the proposals at its meeting on 17 February 2016 (the relevant extract from the minutes of that meeting was tabled). The Schools had engaged in the process, developing the proposals for submission by the Faculty. It was proposed to reduce costs by the management of vacancies and other non-staff expenditure. No redundancies would result from the merger as it was focussed at the executive structure level through management of vacancies. The proposal to merge the two Schools into a single School of Art, Design and Architecture aimed to achieve greater synergies and efficiency with a more coherent offer which provided new opportunities in the areas of architecture and art, and potential for research development. It would be important to ensure that programmes were vocationally relevant. <p>Discussed:</p> <ul style="list-style-type: none"> The link between mathematics and management to architecture, and assurance that the current programmes already had a strong technical underpinning and that architecture was a distinct discipline within the wider Faculty. The changes would not be out of line with the University's competitors. Whether the loss of the word 'Media' from the School title would have a negative impact, and assurance that Media would continue as a discipline within the new School. Research carried out to date indicated that a change of School name would not have a negative impact on demand. 	

	<ul style="list-style-type: none"> The approach to this review was similar to that for the School of Government with the same timescales applied. It would be helpful to receive a report on how the review was progressing at some future point. Given that the renewed portfolio would not be implemented until the 2017/18 Academic Year, it was suggested that the major review point should be in December 2017. <p>Agreed:</p> <ul style="list-style-type: none"> The Board commended Professor Payne, and also Professor Dafydd Moore and his team for carrying out a well-organised process. The proposal to merge the Schools of Art and Media and of Architecture, Design & Environment into a new School of Art, Design and Architecture. 	
16/02/5	<u>Governance</u>	
	<p>Self-Assessment of Progress against the Original Governance Review (Enclosure D) Presentation by Siân Millard (Interim Head of Governance and Secretariat)</p> <p>Noted:</p> <ul style="list-style-type: none"> The Good Governance Institute (GGI) had been commissioned to undertake an assessment of the University's progress in implementing the recommendations made by GGI as part of its governance review in March 2015. The assessment would be informed by the University's self-assessment. Dr Mike Sheaff had been unable to attend the meeting and so had submitted some comments to the Chairman, focussing on the importance of culture to good governance. These were tabled. GGI's report would be considered by the Board at its March meeting. Recommendation 6 (that the Board should have a more visible and broad-based, diverse membership) was always likely to remain 'in progress' as it was part of an ongoing process to recruit new governors when current governors came to the end of their terms of office. The new internal auditors would be provided with a copy of GGI's terms of reference and report and would consult the CFO and the Chair of Audit Committee if they thought a further audit was required. It would be expected that normal Internal Audit processes would identify any future governance issues where review might be appropriate. <p>Agreed:</p> <ul style="list-style-type: none"> The self-assessment document, subject to reflecting culture as a central tenet of good governance Final approval of the amendments would be via Chair's action. 	<p>IGHS</p> <p>IGHS</p>
16/02/6	<u>Finance – Commercially Confidential</u>	
	<p>Period 6 Management Accounts and Forecast (Enclosure E) <i>Presentation by Alastair Matthews (Chief Financial Officer)</i></p> <p>Noted:</p> <ul style="list-style-type: none"> The management accounts had been considered by the Finance Committee at its meeting on 16 February 2016. The format of the schedules had been amended to provide a clearer summary of information, and also included a schedule of key financial opportunities and risks. The accounts did not reflect the impact of the new FRS 102 accounting standards, the adoption of which was likely to reduce the reported surplus slightly. The analysis of financial performance for period 6 showed a surplus at this period which was ahead of plan. 	

	<ul style="list-style-type: none"> • The current cash balance was ahead of plan, due to an improved operating surplus and capital expenditure to date being significantly lower than planned. • Pension liability was a key issue for the LGPS. Mercers had given a presentation on pensions exposure some time ago, and the Finance Committee had asked for a copy of the report to be circulated to its members. • It would assist strategic planning for the Board to look at forecasts for future years. The Board was assured that strategic considerations would be reflected in the revised accounts format and the initial assumptions for 2016/17 had been considered by the Finance Committee at its meeting last week. The planning process was looking at a 3 year forward view which would be discussed at Finance Committee in due course. This would link in with an assessment of the Corporate Risk Register (which was proposed to be split between strategic and operational risks). • The savings anticipated from the portfolio review process were unlikely to be extensive.. At the end of the year, it was intended to provide the Board with a summary of all the portfolio review work done. This would identify how savings had been achieved by good management (particularly the effective management of redundancies) and without the need for compulsory redundancies. In the longer term, a review of professional services was also likely to produce savings. • The major part of the savings made would be recurring although this would become clearer as the budget setting process progressed over the next three months. • Delays in TIS projects (including replacement of the campus network and the data centre project) would affect forecasts. The principal impact would be a delay in the anticipated improvements in the student and staff experience. • Regional Growth Fund spending was in effect allocated by the University on behalf of BIS and had little impact on the University’s own operating results. • To ensure financial sustainability (ie, so that sufficient income was generated to cover investment), the University should set annual income and savings targets as part of the budget setting process. <p>Agreed:</p> <ul style="list-style-type: none"> • The Board noted the financial performance to date. 	
16/02/7	Capital Projects Commercially Confidential	
	<p>Update on Rolle Exmouth Disposal and Approval of Transfer of Part (Enclosure F) Trevor Wills (Director of Estates and Capital Projects) attended for timed business</p> <p>Noted:</p> <ul style="list-style-type: none"> • The Board noted progress to date. The site had been marketed with the planning process running concurrently. The planning application was likely to be decided at the Planning Committee in May. • It was proposed to transfer the Owen Building and adjacent land to Rolle Exmouth Limited (REL) by way of a gift (in the form of an option to purchase for a nominal consideration). The University would also make a financial contribution towards the costs of REL’s intended improvements of that part of the site. But both elements were subject to the strict condition that the University received satisfactory planning permission for its wider proposals. If it did not, the University would not be obliged to proceed. The Board was 	

	<p>assured that the proposal would be consistent with the University's charitable objectives, and would enable the University to discharge its community benefit obligations.</p> <ul style="list-style-type: none"> The Board was being requested to support the principle of the gift; once the planning outcomes were known, the matter would be referred back to the Board for further consideration. <p>Agreed:</p> <ul style="list-style-type: none"> The Director of Estates and Capital Projects would consider the charitable aspects further with the University's advisers and report on this and progress to the next Board meeting. 	<p>DofECP</p> <p>DofECP</p>
<p>16/02/8</p>	<p>Vice-Chancellor's Report</p> <p>Noted:</p> <p>Academic Board/Senate</p> <ul style="list-style-type: none"> To ensure that the Senate was set up in the most effective manner and in line with best practice, the Vice-Chancellor had suggested the Senate's terms of reference be reviewed and had asked the Academic Board Review Group to consider her reflections. To allow time for any changes to go back to the Academic Board and the Board for approval, it was now proposed that the Senate would be formally established from the start of the 2016/17 academic year. Academic Board had been advised of this at its meeting on 17 February and had been supportive of the proposal. <p>Estates strategy</p> <ul style="list-style-type: none"> It was intended to adopt a new Estate Masterplan and Strategy which would prioritise future projects. This would need to be supported by the necessary infrastructure to manage the Strategy. The sourcing of the funding required would also form part of that Strategy. The first stage had been to undertake an estates review in the form of a Five Facet survey which had looked at the physical condition of buildings, statutory compliance, energy performance, space utilisation and functional suitability. The work had identified needs in terms of maintenance backlog. Some areas of work were priorities and could be progressed in advance of the adoption of the Estate Strategy. However, no outstanding items were considered to be high risk. Work would now take place with staff and students to consider prioritisation of projects over a 8-9 year term. The Estate Masterplan and Strategy should be ready for Board consideration in September, possibly in the form of a joint Board/UEG away day which may also consider the University strategy and a revised Corporate Risk Register. Discussions about the wider strategy would also take place at the Senior Leadership Forum in April. <p>Issues for future consideration</p> <ul style="list-style-type: none"> Graduate employability: it would be helpful for the Board to receive updates at appropriate times on the steps outlined at the Board Meeting of 28 January 2016 to improve employability (16/01/8). Corporate Risk Register: the Board would receive updates twice a year. Frequency of meetings: the Governance and Nominations Committee would be considering the frequency of Board meetings. The question was raised about how often reports should be made to the Board about key priorities and whether this should be annually or more 	<p>VC/ Chairman</p>

	<p>frequently. The VC would discuss this with the Chairman to get the balance right.</p> <p>Agreed:</p> <ul style="list-style-type: none"> • A date for the joint Board/UEG away day would be identified as soon as possible. 	IGHS
16/02/9	<u>Board Committees</u>	
9.1	<p>Minutes of the Governance and Nominations Committee meeting held on 28 January 2016</p> <p>Noted.</p>	
9.2	<p>Minutes of the Finance Committee meeting held on 16 February 2016 (Enclosure I)</p> <p>Noted:</p> <ul style="list-style-type: none"> • As the Chairman of the Finance Committee was away, the minutes would be deferred to the March meeting. • In the interim, the Chairman of the Board provided an update on the meeting, noting that the Committee had:- <ul style="list-style-type: none"> - discussed and recommended that the Board should approve the proposed land transfer at Exmouth. - discussed the Management Accounts for period 6. - received a presentation on Formation Zones, and the University's relationship with Frontier IP. - received updates on the initial assumptions for the 2016/17 financial plan; the TRAC return; and implications for the new FRS102 accounting standards. - been notified of a potential collaboration opportunity for Peninsula Dental School Social Enterprise. - received further updates on the Veysey and Derriford Research Facility projects, the new Estate Strategy, the Mayflower Autonomous Research Ship project and the proposed loan to the Plymouth Science Park. - approved an amendment to the Treasury Management Policy and a project to improve and modernise toilet facilities and the external doors in the Library. 	MM
9.3	<p>Report from the Audit Committee Meeting held on 23 February 2016 by the Chair of Audit Committee</p> <p>Noted:</p> <ul style="list-style-type: none"> • The role of internal auditor for the University had moved from Deloitte to PricewaterhouseCoopers (PWC). • Four internal audit reports had been considered: Partnerships; Risk Management; Fraud Risk; and IT Control Environment – applications. • Outstanding actions and recommendations had been reviewed, noting the arrangements in place for the transition phase. • The latest update on the Corporate Risk Register had provided a useful discussion. It was intended to completely update the Register, distinguishing strategic and operational risks, with the aim of presenting a revised draft in September/October. • Recommendations about accounting treatment relating to the new FRS102 accounting standards had been considered. • The action plan to address audit findings and proposed clawbacks of some EU grants on Framework Programme 7 projects had been noted. • The Head of Procurement had given a helpful presentation on her initial 	

	<p>findings since taking up her post and on her recommendations.</p> <ul style="list-style-type: none"> • It had not been possible to have the planned value for money presentation on External Relations and the Chairman would discuss with the Chief Marketing Officer how to address this. • The Chairman had given thanks to Professor David Coslett for his support for the work of the Committee, particularly in ensuring that good progress had been made in clearing the outstanding audit recommendations. 	
16/02/10	Date of next meeting Tuesday 22 March 2016, 1430-1730	

Appendix 1: Action Plan

Minute		By	Deadline
16/02/3.2	The Chairman, Vice-Chancellor and Interim Clerk to the Board would discuss the presentation and format of minutes going forward to minimise the need for redactions.	Chairman/VC/Sec	As soon as possible
16/02/3.2	The Chairman to make any necessary redactions from the Management Accounts section (16/01/6) and the QAA HE Review section (16/01/4) of the Board minutes of 28 th January 2016.	Chairman/Sec	As soon as possible
16/02/5	Self-assessment of progress against the original governance review: copy of GGI report and terms of reference to be sent to PWC.	IGHS/MM	As soon as possible
16/02/5	Self-assessment of progress against the original governance review: report to be updated and sent to GGI.	Chairman/IGHS	As soon as possible
16/02/7	Once the planning outcomes were known, the Director of Estates and Capital Projects would report to the Board on next steps.	DofECP	May
16/02/7	The Director of Estates and Capital Projects would consider the charitable aspects further with the University's advisers and report on this to the next Board meeting.	DofECP	March
16/02/8	The VC and the Chairman to consider how often reports should be made to the Board about key priorities.	VC/Chairman	As soon as possible
16/02/8	Joint Board/UEG away day: a date for the meeting would be identified as soon as possible.	IGHS	As soon as possible
16/02/9.2	Minutes of the Finance Committee meeting held on 16 February 2016 to be presented to the March meeting.	MM	March

Appendix 2: Declarations of interest

Name	Organisation	Role
James Brent	Akkeron Group LLP Natatomisam Limited; Akkeron Leisure Limited; Oldway Mansion Limited; Five Directions Limited; HHP Nominee Limited; Akkeron Hotels Group Limited; Akkeron Hotels Management Limited; Saltrock Surfwear Limited Plymouth Argyle Football Club Limited Royal Devon and Exeter NHS Foundation Trust South West Ticketing Solutions Limited; The Plymouth Pavilions Limited; Resurgam (West End) Limited; Suite Hospitality Limited;	Chairman and CEO Director Chairman Chairman (non Exec) Director
Hamish Anderson	Norton Rose Fulbright LLP Nottingham Trent University Kingston University Le Page Architects Ltd	Member Visiting Professor Visiting Fellow Wife is a director
Matthew Dark	University of Plymouth Students' Union UPSU Trustee Board	Vice-President and trustee
Ian Duffin	Dean Close School IAD Management Services Limited Yoganic Limited	Trustee, Member of Council & Non Executive Director Director Director
Barbara Fuller	None	
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	Partner Director Director
Jane McCloskey	Fixers (Public Service Broadcasting Trust), Marwell Wildlife Theatre Royal Plymouth	Trustee Trustee Trustee
Mary Palmer	None	
Steve Pearce	Deputy Lieutenant of Devon Drake Foundation	Vice-Chairman Member

	Devon and Cornwall Crimestopper Hamoaze House	Trustee
Dr Ranulf Scarbrough	BT Group PLC	Employee
Margaret Schwarz	Cornish Mutual Insurance	Governance Lead
Dr Mike Sheaff	brother is employed by the University (Prof Rod Sheaff in the School of Government, faculty of Business) Stoke Damerel Community College (one son is an employee) B&Q (one son is an employee) younger son has been selected by the Green Party to stand for election to Plymouth City Council in Drake Ward (in which the campus is located)	Staff governor
Stephen Tillman	Altitude(Ascot) Limited Altitude Real Estate LLP– name change to ARE (Properties) LLP Altitude Property Developments Limited Altitude (Arncott) Limited Argent Projects Nos 2 Partnerships Argent Projects No.3 Partnerships SGR (Bicester 2) Limited SGR (Farringdon) Limited Altitude Real Estate Limited ST 2015 Holdings Limited ARE (Binfield) Limited SGR (Bicester 3) Limited SGR (Bicester 4) Limited ARE (Moss End Limited	Director Partner Director Director & shareholder Partner Partner Director Director Director Director Director Director Director Director
Ruth Titmuss	University of Plymouth Students' Union UPSU Trustee Board	President and trustee Chair
Henry Warren	Plymouth Science Park Advisory Board Plymouth Hospitals NHS Trust Fluvial Innovations Limited	Member Non-executive director Director
Denis Wilkins	Royal College of Surgeons – Faculty Peninsula Medical Foundation Confidential Reporting Programme in Surgery (CORESS) Menheniot Old School Trust PUPSMD Board Son in Law Director at Ernst & Young	Chair Trustee Trustee Member