

Plymouth University
Higher Education Corporation
Board of Governors

Minutes of the Meeting of the Board of Governors held on Tuesday 22 March 2016 at 2.30 pm.

Present:

James Brent (Chairman)	Professor Judith Petts (Vice Chancellor)
Hamish Anderson	Dr Ranulf Scarbrough
Ian Duffin	Margaret Schwarz
Barbara Fuller	Dr Mike Sheaff
Dr Rong Huang	Ruth Titmuss
Kate Jackson	Henry Warren
Mary Palmer	Denis Wilkins

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

In attendance: Alastair Matthews (Chief Financial Officer)
 Vikki Matthews (Chief Talent Officer)
 John Wright (Chief Information Officer)
 Professor Kevin Jones (Executive Dean of Science and Engineering) (for item 12.1)
 Siân Millard (Interim Head of Governance and Secretariat)
 Margaret Metcalfe (Governance Officer)

		Action
16/03/1	<p><u>Obituaries</u> Noted:</p> <ul style="list-style-type: none"> • The passing of Deborah Conn, a Stage Two Sociology mature student who had excelled in her work. As her programme lead, Dr Mike Sheaff paid tribute and would discuss with her family the most appropriate way for the University to recognise her academic achievements. 	
16/03/2	<p><u>Membership</u></p>	
2.1	<p>Apologies for Absence Noted:</p> <ul style="list-style-type: none"> • Apologies had been received from Matthew Dark, Jane McCloskey, Steve Pearce and Stephen Tillman (Board members) and Professor Simon Payne and David Alder (Executive). 	
2.2	<p>Notification of Any Other Business Noted:</p> <ul style="list-style-type: none"> • An additional item relating to the request for the University to provide a guarantee and indemnity in support of a bid by UPEL to provide certain services (see minute 16/03/12 below). 	
2.3	<p>Declarations of Interest Noted:</p> <ul style="list-style-type: none"> • The declarations of interest set out in Appendix 3 would apply. • No other potential conflicts of interest relating to matters to be discussed at the meeting had been identified. 	

2.4	<p>Confidentiality Status of Agenda Items</p> <p>Noted:</p> <ul style="list-style-type: none"> • The following items were classified as strictly confidential: <ul style="list-style-type: none"> - Executive Structure (item 5) on the grounds of its sensitivity. - Management accounts (item 9) on the grounds of commercial confidentiality. - Minutes of Audit Committee (item 11.1) and Minutes and Report of Finance Committee (items 11.3 and 11.4) on the grounds of commercial confidentiality. - The item of other business referred to (item 12) on the grounds of commercial confidentiality. 	
16/03/3	<u>Minutes</u>	
3.1	<p>Minutes of the Meeting of the Board of Governors held on 23 February 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. 	
3.2	<p>Necessary Redactions</p> <p>Agreed:</p> <ul style="list-style-type: none"> • The minutes could be published in full. 	MM
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. 	
16/03/4	<p><u>Vice-Chancellor's Report (Enclosure C)</u></p> <p>Noted:</p> <ul style="list-style-type: none"> • HEFCE grant letter (para 1.1): There had been uncertainty last year about HEIF funding allocations but these had now been confirmed. • The UK Research Partnership Investment Fund (1.1) would run until 2021. • EU membership (1.3): Annex 1 to the Report had been provided for information. Plymouth Marine Laboratory (PML) and Exeter University were proposing a joint release of information on the importance of EU membership to science, education and research and had asked the University to participate. As a charity, the University was not permitted to campaign on the general in/out question but could provide information on the importance of the EU to universities. The University had already engaged in this way through UUK. Given the longstanding collaborations with Exeter University and PML, it would be important to offer a regional voice. Subject to any release focusing on the funding and collaboration benefits of EU membership for the University's scientific, education and research activities and on factual information about the HE sector, the Board supported the University's proposed participation in the joint release. • Grant Agreements (1.9): A new clause was to be inserted into all new and renewed research grant agreements to ensure that taxpayer funds were spent on improving people's lives and good causes rather than lobbying for new regulation or more funding. However given that universities were charitable organisations, the wording for this was being reconsidered. • Prevent (2.2): A session at a future Board meeting was proposed, involving UPSU and the local police. The draft Prevent plan to be submitted to HEFCE was being finalised. The Board would need to give formal approval to this. • University comparator set (2.3): The original comparator set had not 	

	<p>included any universities with a medical school and so East Anglia and Leicester had been added.</p> <ul style="list-style-type: none"> • Student Recruitment (4): Attendance on applicant days had increased. However, competition was aggressive and so the Recruitment team was working hard to convert applications into acceptances. Unconditional offers were being piloted in some subject areas to attract high quality students and to assess market response. 	
16/03/5	<p><u>Executive Structure</u> (Strictly Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> • The Vice-Chancellor was responsible for the management structure but the Board was invited to discuss the initial proposals in principle on an informal basis. • The Vice Chancellor was proposing a structure which was common to the HE sector, comprising thematic Deputy Vice-Chancellors and a new position of Registrar and Secretary. • An Academic Registrar may be appointed but the precise role for this would be decided when the Registrar and Secretary was in place. • The role of Pro-Vice-Chancellor would be retained for potential use, but on a project-specific, fixed term basis. This would be decided once the DVCs were appointed. 	
16/03/6	<p><u>Students' Report</u></p> <p>Noted:</p> <ul style="list-style-type: none"> • The President of UPSU provided an update on key issues and would provide a written report for future Board meetings. • Change of UPSU's name: Students were being polled. The closing date was 18 April. Indications so far were in favour of retaining the current branding. • The Big 10 survey had been carried out in January. Students had been asked 10 key questions about the University. The 5,000 responses were currently being analysed and the Board would be informed of the outcome. • At the recent UPSU elections, the following had been elected (and would be taking up their posts on 1 July 2016): <ul style="list-style-type: none"> President – Lowri Jones VP Education – Steph Wearne VP International & Outreach – Davide Bertelli VP Welfare – Chloe Mills VP Activities – Jess Vagg VP Sport – Philippa Williams • There would be an opportunity to meet the incoming officers at the June Board meeting. Their manifestos would be provided to the Board. Turnout had been lower than in previous years with 2944 votes in total. This was thought to be due to use of social media and UPSU was to run a campaign to encourage engagement with the Students' Union. • The annual Varsity Championships between the University and University of St Mark & St John (Marjon) had been won by the University for the fourth year running. • The 'Out In Sport' campaign (in which Matthew Dark had been heavily involved) had been launched to raise awareness of the LGBT community's participation in sport and to make sport more inclusive. The campaign had been started by the NUS and carried forward by universities. The UPSU 	

	<p>campaign had been endorsed by the University's Equality and Diversity Committee.</p> <ul style="list-style-type: none"> • A mobile UPSU advice centre was to launch next month. A camper van had been equipped to enable UPSU services to be provided at partner colleges and across the campus. • UPSU's annual awards in sports, volunteering and other areas would be awarded shortly and a list of award winners would be provided to the Board. • UPSU's campaign to protect vulnerable students at City nightspots had been featured in local ITV news reports. UPSU had launched a 'safe drinking' pilot scheme. • To assist students in compiling their HE Achievement Records, UPSU had been holding focus groups to ensure that details of SU achievements were verifiable and so could be included in the HEAR. • Students were being encouraged to register to vote in local elections and the EU referendum. The NUS supported the EU 'In' campaign and UPSU was clarifying the legal position of running a local 'In' campaign. It was intended to hold debates on the question. • Aside from the question of student finances, current student concerns centred on the opening hours of buildings such as the gym, and on space (particularly Library space and study space). The Director of Estates and Capital Projects was looking into these issues. • UPSU had an active debating society. This had started 3 years ago as a PCMD Debating Society and had now been expanded to encompass all disciplines. The Plymouth Student Law Society had been consistently successful in both local and national mooting competitions. 	
16/03/7	<u>Governance</u>	
	<p>GGI Final Report (Enclosure D)</p> <p>Noted:</p> <ul style="list-style-type: none"> • GGI's report provided an assessment of the University's progress against its original recommendations, together with its general observations. • The University's self-assessment document (approved by the Board at its last meeting) had been submitted to GGI to assist preparation of its final report. • The Governance and Nominations Committee had reviewed GGI's report that morning, had noted that there were no areas of concern, had not suggested any changes to the report and had recommended that the report be published on the University's website. • The report had been marked as 'Strictly Confidential' pending Board approval and so GGI would be requested to remove that wording from the final version of the report for publication. <p>Agreed:</p> <ul style="list-style-type: none"> • To publish the final GGI report on the University website. • No need to publish the University's self-assessment which had informed the GGI report. • Thanks to GGI for its supportive engagement with the University. 	IHGS
16/03/8	<p>Senate Terms of Reference and Composition (Enclosure E)</p> <p>Noted:</p> <ul style="list-style-type: none"> • The proposed amendments had been considered by the Academic Board Review Group and approved by the Academic Board at its 16 March meeting. The revised Terms of Reference and Composition were recommended to the Board for approval. 	

	<ul style="list-style-type: none"> The changes included an increase in membership, revisions to the categories of elected members and elections on a faculty, rather than University-wide, basis. Elected members would still exceed the ex officio members in number, Senate elections were to be held following the Easter break, with the new Senate proposed to be in place at the start of the next academic year. The definition of staff in para 1 should specify 'permanent' rather than 'full time'. The proposed size of the Senate was 72 members. This was in line with the sector norm of 50-80 (ie, large enough to ensure a quorum and to provide representation across the University while not being too large or unwieldy). However, given its size and as the Senate would meet three times a year, it would be important to ensure that Senate meetings were properly managed and that Senate committees would work effectively and provide the Senate with the necessary assurance. Senate meetings would be earmarked for discussion with operational issues being handled by its committees. As part of her regular report to the Board, the Vice-Chancellor would report on Senate activities and provide assurance on the governance of teaching and research activities of the University. <p>Agreed:</p> <ul style="list-style-type: none"> To approve the revised Terms of Reference and Composition of the Senate. 	
16/03/9	Finance (Strictly Confidential)	
	Management Accounts to 29 February 2016 (Enclosure F) Noted: <ul style="list-style-type: none"> The update on financial performance to date. 	
16/03/10	Academic Board	
10.1	Draft minutes of the Academic Board meeting held on 17 February 2016 (Enclosure G) Noted: <ul style="list-style-type: none"> Academic Board had received updates on the implementation of the Portfolio Review recommendations for the Faculty of Business, and had approved the Portfolio Review recommendations for the Faculty of Arts and Humanities. The minutes were in draft form pending the next formal Academic Board meeting in June. <p>Agreed:</p> <ul style="list-style-type: none"> As proposed for the Senate, the Vice-Chancellor would report to the Board on the Academic Board's activities while it continued in operation. 	VC
16/03/11	Committees minutes (Strictly Confidential)	
11.1	Minutes of the Audit Committee meeting held on 23 February 2016 Noted. <ul style="list-style-type: none"> A report on this meeting had been provided at the February Board meeting. 	
11.2	Report from the Governance and Nominations Committee meeting held on 22 March 2016 Noted: <ul style="list-style-type: none"> The Governance and Nominations Committee had approved the GGI Report on Governance (see minute 16/03/7). The Committee had considered the comments provided by the Privy Council on the University's proposed new Instrument and Articles. Regarding the proposal to provide for governors remuneration in the Instrument, the Privy Council had stipulated the need for an order under section 105, Charities Act 	

	<p>2011 which may delay implementation of the other constitutional changes. The Committee noted this and that such remuneration was unusual for charitable institutions generally and in the HE sector in particular. In the light of feedback from the Executive team, the Committee had concluded that this was not the right time to take forward the proposal to remunerate governors but that this issue should be revisited in 12 months, and recommended to the Board accordingly.</p> <ul style="list-style-type: none"> • The structure of Board committees (particularly the Employment and Finance Committees) had been discussed. The Committee’s view was that debate of strategic employment issues should be elevated to Board level and that the role of the Employment Committee should cease at the end of academic year. To make best use of governors’ skills and expertise in this area, the Board should identify one of its members to assume particular responsibility for employment. • The role of the Finance Committee had been discussed. It was agreed that debate should not be duplicated by the Board and Finance Committee. Some form of Board committee was required but this should be more strategic. Membership should comprise both Board and Executive members. A member of the Board with finance expertise should be appointed to liaise with the Chief Financial Officer. The Vice-Chancellor would liaise with the Chair of Finance Committee and CFO on proposals for a new committee for the Board’s consideration. • The Committee had discussed the frequency of Board meetings. It was important to ensure that governors felt engaged and had sufficient knowledge of University activities to discharge their fiduciary responsibilities. But it was acknowledged that monthly Board meetings placed considerable pressure on the Executive. Bi-monthly meetings had been proposed with strategy or development days in between to discuss specific topics and strategic issues. It had been agreed that the Vice-Chancellor would produce proposals on the frequency of Board meetings for the Committee’s consideration. In the meantime, it was recommended that the Board should agree to bi-monthly meetings on a trial basis: there would be no formal meeting until May with the April meeting dedicated to discussion of a key item such as Prevent or the Green Paper (although time would also be allocated to the consideration of any formal business as necessary). The May meeting would open with a specific topic for discussion which would not form part of the formal agenda. • The Committee considered the new governor recruitment process. Three independent governors would retire in July, taking the Board’s membership to nine independent governors (which was the optimum number). Therefore it was proposed to postpone any new governor recruitment process for the time being. The Board was lacking HE experience but it would be preferable to review the position when a new Chairman had been appointed. • The Senior Independent Governor provided an update on planning for the Chairman’s succession. It would be possible to appoint a head-hunter for this purpose in compliance with procurement rules. Work would continue on setting the required criteria and characteristics for a new Chairman which would be circulated to governors via email. These should be available for discussion at the April Board meeting. Once agreed, they would be provided to the head-hunter. <p>Agreed:</p>	<p>SIG</p>
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	<ul style="list-style-type: none"> To proceed towards the adoption of a new form Instrument and Articles, but to withdraw the proposed provision for governors' remuneration. To withdraw the Employment Committee from the commencement of the 2016/17 Academic Year, making any necessary adjustments to the Board's Terms of Reference. 	
11.3	Minutes of the Finance Committee meeting held on 16 February 2016 (Enclosure I). Noted.	
11.4	Report from the Finance Committee Meeting held on 22 March 2016 Noted: <ul style="list-style-type: none"> The Committee had considered the management accounts and high level assumptions for the next three years' financial plan. The Committee recommended to the Board the renewal of the University's existing banking facilities for the next year. A resolution to evidence formal approval of these would be presented to the next Board meeting for adoption. 	CFO
16/03/12	<u>Other Business – Appendix 2 (Strictly Confidential - REDACTED)</u>	
16/03/13	<u>Date of next meeting</u> Tuesday 26 April 2016, 1430-1730	

Appendix 1: Action Plan

Minute		By	Deadline
16/03/3.2	Minutes of the Board meeting of 23 February 2016 to be published in full.	MM	As soon as possible
16/03/7	GGI final report: GGI to provide a final version of its report for publication on the University's website.	IHGS	As soon as possible
16/03/10.1	Academic Board: future Board meetings to receive reports on Academic Board activities from the Vice Chancellor.	VC	Ongoing
16/03/11.2	Characteristics for the new Chairman to be circulated to governors via email.	SIG	As soon as possible
16/03/11.4	Renewal of Banking facilities: a formal resolution to be presented to the April Board meeting for adoption.	CFO	April

Appendix 2 (Strictly Confidential - REDACTED)

Appendix 3: Declarations of interest

Name	Organisation	Role
James Brent	Akkeron Group LLP	Chairman and CEO
	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	Director
	Plymouth Argyle Football Club Limited	Chairman

	Royal Devon and Exeter NHS Foundation Trust South West Ticketing Solutions Limited; The Plymouth Pavilions Limited; Resurgam (West End) Limited; Suite Hospitality Limited;	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	
Professor Judith Petts	Sir Alister Hardy Foundation for Ocean Science BBSRC NERC Innovation Board University of Southampton University of Westminster	Trustee Council member Member Visiting Professor Husband is Vice-Chancellor
Steve Pearce	Deputy Lieutenant of Devon Drake Foundation Devon and Cornwall Crimestopper Hamoaze House	Vice-Chairman Member 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