

Plymouth University
Higher Education Corporation

Board of Governors

Minutes of the Meeting of the Board of Governors held on Tuesday 24 May 2016 at 2.30 pm.

Present:

James Brent (Chairman)	Steve Pearce
Hamish Anderson	Professor Judith Petts (Vice Chancellor)
Matthew Dark	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)(USIC)

In attendance:

Professor Simon Payne (Deputy Vice-Chancellor)(DVC)
David Alder (Chief Marketing Officer)(CMO)
Alastair Matthews (Chief Financial Officer)
John Wright (Chief Information Officer)
Siân Millard (Interim Head of Governance and Secretariat)
Margaret Metcalfe (Governance Officer to the Board)(MM)

		Action
	An informal discussion session on the Government’s White Paper ‘Success in a Knowledge economy’ was held before the main Board meeting led by the DVC, Pro Vice-Chancellor (Teaching and Learning), Pro Vice-Chancellor (Research and Enterprise) and the CMO	
16/05/1	<u>Obituaries</u> Noted: <ul style="list-style-type: none"> • The passing of James Manto, a Geology student who died whilst on a field trip to South Wales. 	
16/05/2	<u>Membership</u>	
2.1	Apologies for Absence Noted: <ul style="list-style-type: none"> • Apologies had been received from Jane McCloskey (Board member) and Vikki Matthews (Executive). 	
2.2	Notification of Any Other Business Noted: <ul style="list-style-type: none"> • No additional items of business had been received. 	
2.3	Declarations of Interest Noted: <ul style="list-style-type: none"> • Margaret Schwarz declared an interest as the newly appointed non-executive director of Cornwall Partnership NHS Foundation Trust. 	

	<ul style="list-style-type: none"> • Dr Mike Sheaff declared an interest as a member of UCU in relation to the industrial dispute referred to in paragraph 3 of the Vice-Chancellor's Report (item 16/05/4). • Subject to the above additions, 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. 	
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 on the grounds of commercial confidentiality: <ul style="list-style-type: none"> - Plymouth Science Park (item 16/05/7); and - Management Accounts (item 16/05/8). 	
16/05/3	Minutes	
3.1	<p>Minutes of the Meeting of the Board of Governors held on 26 April 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. • Update on Chairman's Succession Planning (<i>Minute 16/04/6</i>): the Chairman and Vice-Chancellor had discussed with the Chancellor whether the incoming Chair should also serve as Pro-Chancellor (as was common in the HE sector). As the Chancellor had been supportive of this proposal and the current Pro-Chancellors would end their terms of office at the end of July, it was proposed that the role and title would in future be attached to that of the Chair of the Board, commencing with the incoming Chair. 	
16/05/4	<p><u>Vice-Chancellor's Report (Enclosure C) (Strictly Confidential)</u></p> <p>Noted:</p> <ul style="list-style-type: none"> • New outreach programme for widening participation (paragraph 1.4): the University had successful outreach programmes across the region to raise awareness of HE but it was also important to look beyond the region. It was suggested that 40% of local government wards in Plymouth would be eligible to participate in HEFCE's new national collaborative outreach programme. • Recurrent Funding (2.2): as expected, the University's total HEFCE recurrent funding for 2016/17 had been reduced by 8% from the previous year. The HEFCE grant now only represented 11% of the University's income and was likely to decline further in future years. • HEFCE's annual assessment of institutional risk (2.3): the University had been classified as 'not at higher risk', which was the best outcome achievable. The sector benchmarking attached to the assessment confirmed that the University's staff costs and the historical cost surplus were out of line with the sector medians and needed to be kept under review. A copy of the HEFCE risk assessment was attached to the report. 	

	<ul style="list-style-type: none"> • National pay negotiations (3): UCEA, the employers association, had made a final offer of 1.1%. UCU had balloted for strike action or action short of a strike. Should the strike action go ahead, the University would ensure that disruption to services and students was minimised. <i>[Secretary's note: As noted in item 16/05/2.3 above, Dr Mike Sheaff had declared an interest in this item]</i> • Strategy refresh (4.1): the process was underway, and thanks were expressed to those governors who had attended the Q&A event on 20 May 2016 with the Vice-Chancellor, Chancellor and members of the Executive. The proposed strategy refresh would be discussed at the Board/Executive away day on 6/7 October. Nicola Dandridge, Chief Executive of Universities UK, had agreed to join the event for dinner on the Thursday evening. • QAA Higher Education Review (4.2): the review visit had taken place during the week beginning 9 May 2016. This had been a considerable undertaking with staff, students and partner colleges taking part in the discussions. The draft report was expected by the end of June. The University would then have three weeks to provide any factual corrections before the final report was produced by the end of July. Whatever the outcome of the report, the University would then put an action plan in place. • Student recruitment (4.3): the positive trajectory was continuing. EU student enrolments were higher. • Staff appointments (5.1): the process was under way to appoint two Deputy Vice-Chancellors and the Registrar and Secretary. • League Tables (6): the rankings had been published with a slight rise in the University's position in The Complete University Guide. In the Guardian League table, the University had risen 11 places from 87th to 76th out of 119 institutions but was still below its 2014 ranking. It was noted that the Complete University Guide was probably more influential for parents, with the Unistats website more popular with students. 	
16/05/5	<p>Students' Report (Enclosure D) <i>Presented by Ruth Titmuss and Matthew Dark (Student Union governors)</i></p> <p>Noted:</p> <ul style="list-style-type: none"> • Award ceremonies had been taking place – SSTAR, Society, Sports and also Volunteering Awards. Thanks were expressed to those governors who had attended the Volunteering Awards on 20 May. The names of the winners had now been published. • The UPSU mobile SU was now ready for use. It was intended for visits to off-campus students and partner colleges. • NUS: seven UPSU representatives had attended the NUS national conference. Of most interest were motions to boycott the NSS (which would be a matter for the new UPSU leadership), oppose Prevent and highlight the impact of student unions. Whether UPSU would disaffiliate from the NUS may come up for consideration in the new academic year. • Clubs, societies and volunteering: Students were very engaged with volunteering with over 20,000 hours of student volunteering recorded and £220,000 raised by students for charities (which was £40,000 more than last year). • The number of students within societies continued to grow and a new Societies Department had been established. • Sports: Overall participation in sports activities had grown with 1,400 	

	<p>students attending sports events (a 40% increase over last year). The “Give-it-a-Go” campaign had encouraged individual participation while the Intramural Programme assisted team sports.</p> <ul style="list-style-type: none"> • Sustainability: UPSU was working towards a Green Impact award and had organised a conference in support of its submission to the NUS. • QAA Review: students had been involved in the review, working with the Pro Vice-Chancellor (Teaching and Learning) on how to progress the Student Written Submission. • Employability: UPSU had been working with the University to provide students with a fully rounded Higher Education Achievement Report (HEAR). In terms of employment, UPSU provided 250 students with part-time work to fit in with their studies and provide a source of income. Some UPSU representatives had visited Bath University to assess their ideas to foster employability. • The Right to Pray campaign to secure suitable praying facilities for students on campus had received helpful support from the University. Temporary space had been arranged and the requirement for this should feature in the new Estates Strategy. • A campaign was underway to encourage students to register to vote in the up-coming EU referendum. A debate on referendum issues had been held with another proposed. • Partnership in the Community: UPSU was working with the City Council to improve relations with the Council and local community (for example, by reducing noise levels). • Mutley Matters: UPSU was working with the community trust to hold joint events for students and the community. • Club Hosts: the University had provided £10K within the block grant for the next academic year to support the Club Hosts scheme which assisted students in need when on a night out. • Change of UPSU’s name: in a recent poll, 75% had voted to retain UPSU’s current name. <p><i>Comments</i></p> <ul style="list-style-type: none"> • Congratulations to Ruth Titmuss on her election to the NUS Board of Trustees. 	
16/05/6	<p>Approval of new Instrument and Articles of Government (Enclosure E) <i>Presentation by Matthew Jackson (USIC)</i></p> <p>Noted:</p> <ul style="list-style-type: none"> • The purpose of the paper was to provide an update on the changes made to the draft Instrument and Articles (I&A) to be adopted by the University during the approval process with the Privy Council, and to seek Board approval of the I&A. • The Privy Council had granted informal approval of the revised I&A on 9 May. The Board was now invited to approve the adoption of the I&A by means of a resolution in the prescribed form. This would permit the Privy Council to make any further changes as necessary in the nature of typographical or numerical corrections or the insertion of dates. The Board could also request a particular date on which the new I&A would take effect – otherwise, they would come into force on the date of the relevant Privy Council meeting at which formal consent was given. • Once approved by the Board, the I&A would then return to the Privy Council 	

	<p>for its formal approval.</p> <ul style="list-style-type: none"> One further amendment was requested: references in the I&A to “him/her” and “s/he” or similar should be replaced by “their” or another suitable gender neutral alternative. It should be possible to effect these amendments by means of the Privy Council’s general power to make changes as referred to above, rather than having to seek further informal approval. <p>Agreed:</p> <ul style="list-style-type: none"> The Board of Governors approved the amendments to the Instrument of Government and the Articles of Government of the University in the form as appended to the relevant paper (subject to replacing the gender references with neutral terminology), and requested that Her Majesty approve the revisions to the Instrument and Articles of Government as noted subject to any amendments required by Her Majesty, and requested that such revisions take effect on and from 1 August 2016. 	USIC
16/05/7	<p>Plymouth Science Park (Strictly Confidential) <i>Presentation by Matthew Jackson (USIC)</i></p> <p>Noted:</p> <ul style="list-style-type: none"> Plymouth Science Park Limited (PSP) was a company jointly owned by the University and Plymouth City Council (PCC). In July 2015 (Minute 15/07/14), the Board had been advised of proposals for the University to make a secured loan to PSP to fund the development of Phase V of the Science Park. The total capital cost of the project was funded by a grant from the Heart of the South West LEP and match funding from the University and PCC. The amount, term and interest rate for the University’s loan were mentioned. The loan documentation had been completed and the facility was now in place. The first drawdown of funds had taken place on 23 May 2016. John Wright and Kevin Jones were currently members of the PSP Board. On his departure from the University, it was proposed that Alastair Matthews would take over from John Wright. <p>Agreed:</p> <ul style="list-style-type: none"> Thanks to Matthew Jackson for his work on ensuring the loan had been satisfactorily completed. 	
16/05/8	<p>Finance (Strictly Confidential) Management Accounts for period 8 (Enclosure F) <i>Presentation by the CFO</i></p> <p>Noted:</p> <ul style="list-style-type: none"> The update on financial performance to date, which showed a cumulative surplus for this period which was ahead of plan. This would be the last report in the current format; future reports would reflect FRS102. UEG would discuss the budget for 2016/17 at its meeting on 25 May. This would then be submitted to the Finance Committee at its June meeting, and to the Board for approval in July. At its meeting that morning, the Audit Committee had requested that a distinction be drawn between recurring and non-recurring elements of any surplus in order to assist its understanding of financial sustainability. It was not yet known whether the European Commission would have considered the FP7 issue by the end of the current accounting year. 	

	<ul style="list-style-type: none"> • A comprehensive budgeting exercise had been conducted. One objective was to prevent faculties from late spending at the end of one financial year in order to preserve their budgets for the next. 	
16/05/9	<u>Committees Minutes (Strictly Confidential)</u>	
9.1	<p>Minutes of the Governance and Nominations Committee meeting held on 22 March 2016</p> <p>Noted.</p> <ul style="list-style-type: none"> • A report of this meeting had been provided at the March Board meeting. <p>Agreed</p> <ul style="list-style-type: none"> • To approve the extension for Dr Mike Sheaff’s term as governor for an interim period to 31 December 2016 to enable Senate elections to take place (item 16/02/7 of the minutes). 	
9.2	<p>Report from the Governance and Nominations Committee meeting held on 24 May 2016</p> <p><i>Presentation by the Chairman</i></p> <p>Noted:</p> <ul style="list-style-type: none"> • The Committee had considered the future of the Finance Committee and whether it should be replaced by a Strategic Planning and Resources Committee or similar, and whether an independent governor should take on the role of Treasurer. The Committee had concluded, and recommended to the Board, that:- <ul style="list-style-type: none"> - the Finance Committee should be retained for the foreseeable future and should have a more strategic role in respect of financial matters; - there would be no benefit in introducing the role of Treasurer at this time. However, the Chair of the Finance Committee should be used as a sounding board on financial issues. • Dr Ranulf Scarbrough was due to end his term of office as Chairman of the Finance Committee at the end of July. The Committee recommended to the Board that:- <ul style="list-style-type: none"> - Ian Duffin should be invited to take on this role; - Margaret Schwarz should transfer from the Audit Committee to the Finance Committee to support him in this role; and - Kate Jackson would be invited to join the Audit Committee. • Margaret Schwarz and Denis Wilkins were due to end their first terms of office at the end of July 2016. The Committee recommended that their terms of office be extended for a further one-year term. • The survey completed by governors in respect of the Board skills matrix had identified gaps in the areas of Property, PR and Marketing, Accountancy and Finance, and Higher Education. However, it had been agreed to defer further consideration of the skills mix until the new Chair had been appointed. • Membership of the Board committees had been reviewed. Changes to the Finance Committee’s membership were recommended as noted above. The composition and role of the Honorary Awards Committee was currently under review and so it had been agreed to defer any decisions on its membership until a later date. • The Chairman’s succession planning (this item having been chaired by the Senior Independent Governor): it had been reported that the recruitment consultants had produced a long list of potential candidates with a view to producing a shortlist by mid-July. They would be invited to take part in discussions/interviews. The Committee hoped to be able to make a 	

	<p>recommendation to the Board at its meeting on 26 July.</p> <p>Agreed:</p> <ul style="list-style-type: none"> To approve the retention of the Finance Committee. Not to create the position of Treasurer. To approve the appointment of Ian Duffin as Chair of Finance Committee from 1 August 2016. To approve the transfer of Margaret Schwarz from the Audit Committee to the Finance Committee and to invite Kate Jackson to join the Audit Committee. To approve the extension of the terms of office for Margaret Schwarz and Denis Wilkins for a further one-year term. To update the terms of reference to the relevant Committees accordingly. 	USIC/MM
9.3	<p>Minutes of the Employment Committee meeting held on 26 April 2016 (Enclosure H).</p> <p>Noted.</p> <p><i>[Secretary's note – the Minutes have been approved by the Chairman of the Employment Committee but not yet formally by its members.]</i></p>	
9.4	<p>Report from the Audit Committee meeting held on 24 May 2016 <i>Presentation by Henry Warren (Chairman of the Audit Committee)</i></p> <p>Noted:</p> <ul style="list-style-type: none"> The Chief Marketing Officer had given a presentation on the activities of the External Relations Department as part of the Value-for-Money process. The Value-for-Money review of the Truro Residences project would be presented to the July meeting. KPMG had presented the external audit plan for 2015/16. PWC had presented their first two internal audits: <ul style="list-style-type: none"> - Key Financial Systems (Budgetary Control) which had provided assurance in this area. - Research Awards. Consideration of this report had been deferred to the Audit Committee's July meeting pending further discussions between PWC and the Vice Chancellor. The Follow-up report on outstanding actions had shown that good progress had been made in dealing with recommendations and actions although further work was required. PWC had provided an update on risk management within the HE sector. An update had been provided on the FP7 clawback issue. The Chief Information Officer had provided an update on data quality. In future, the Audit Committee would receive notice of key data reports to be submitted and an opportunity to ask questions on these but data quality would cease to be a regular agenda item. The Committee had discussed the implementation of FRS102. 	
16/05/10	<p><u>Date of Next Meeting</u> Tuesday, 21 June 2016, 1430-1730</p>	

Appendix 1: Action Plan

Minute		By	Deadline
16/05/3.1	Minutes of the Meeting of the Board of Governors held on 26 April 2016 to be published in full.	MM	As soon as possible

16/05/6	Approval of new Instrument and Articles of Government: to submit the formal resolution and supporting documents to the Privy Council and apply for its formal approval of the Instrument and Articles.	USIC	As soon as possible
16/05/9.2	Report from Governance and Nominations Committee: to update the terms of office of the governors referred to and to amend the terms of reference of the Committees affected.	USIC/MM	As soon as possible
16/05/9.3	Minutes of the Employment Committee Meeting on 26 April: to secure approval of the minutes by the members of that Committee	USIC/MM	As soon as possible

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

	Cornwall Care	Interim HR 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 Cornwall Partnership NHS Foundation Trust	Governance Lead Non-executive Director
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
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