

University of Plymouth
Higher Education Corporation

Board of Governors

Minutes of the Meeting of the Board of Governors on Wednesday 30 November 2016 at 9.30 am.

Present: Colin Drummond OBE DL (Chair) Professor Judith Petts CBE (Vice Chancellor)
Hamish Anderson Dr Mike Sheaff
Ian Duffin Henry Warren
Dr Rong Huang (*from 11 am – item 6.8*) Steph Wearne
Kate Jackson Denis Wilkins
Lowri Jones

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) (**CFO**)
Richard Middleton (Interim Registrar and Secretary) (**IRS**)
Mel Joyner (Director of Student Services) (*for item 6.8*)
Margaret Metcalfe (Governance Officer to the Board)(**MM**)

Item		Action
16/11/1	<p><u>Obituaries</u> Noted:</p> <ul style="list-style-type: none"> • The deaths of the following: Nicola Jameson, an Associate Lecturer in the Dental School since 2009, died in August 2016. Kathleen Traynor, a cleaner since 1984, died in September 2016. Derek Spratley, a former employee who retired from the Plymouth Business School in 2000, died in October 2016. 	
16/11/2	<u>Membership</u>	
2.1	<p>Apologies for Absence Noted:</p> <ul style="list-style-type: none"> • Apologies had been received from Barbara Fuller and Mary Palmer (Board members). • Margaret Schwarz had resigned from the Board. The Chair would be writing to her formally to express the Board’s gratitude for her service. • The Chair welcomed Richard Middleton, Interim Registrar and Secretary. 	Chair
2.2	<p>Notification of Any Other Business Noted: At the end of this meeting (see item 16/11/15 below):</p> <ul style="list-style-type: none"> • A short film about the University would be shown. • The Chair would thank Dr Mike Sheaff for his service in view of his impending retirement from the Board. 	

	<ul style="list-style-type: none"> Information would be provided about the University carol service in December, a Governors' dinner proposed for January and other future Governor activities. 	
2.3	<p>Declarations of Interest</p> <p>Noted:</p> <ul style="list-style-type: none"> The declarations of interest set out in Appendix 2 would apply. Amendments had been made to the Vice-Chancellor's entry to reflect her board membership of the Heart of the South West LEP. 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"> Vice-Chancellor's Report (item 4) HEFCE Annual Accountability Returns (items 6.1-6.8) Teaching Excellence Framework Submission (item 7) Annual Report on Whistleblowing (item 8.2) Change to HSBC loan terms (item 9) Davy Teaching Laboratory Refurbishment (item 11) Senate minutes (item 13) Board committee minutes (items 14.1 and 14.2) 	
16/11/3	<u>Minutes</u>	
3.1	<p>Minutes of the Meeting of the Board of Governors held on 6 October 2016 (Enclosure A)</p> <p>Noted:</p> <ul style="list-style-type: none"> The Vice-Chancellor's declaration of interests in Appendix 2 would be amended as noted above. Subject to that amendment, the minutes were approved as a correct record of the meeting and signed by the Chair. 	
3.2	<p>Necessary Redactions</p> <p>Agreed:</p> <ul style="list-style-type: none"> The minutes of the meeting on 6 October 2016 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 on various matters arising was noted. 	
16/11/4	<p><u>Vice-Chancellor's Report (Enclosure C) (Strictly Confidential)</u></p> <p>Noted:</p> <ul style="list-style-type: none"> Higher Education Bill (para 1.2): The Bill would now progress to the House of Lords for consideration. Lords associated with the University had been sent the Universities UK (UUK) briefing. Immigration Status of International Students (1.5): The Government was now likely to consult on its proposals after Christmas in view of the cross-party concerns raised. UUK was co-ordinating a national campaign against the proposals. The Vice-Chancellor had written to all local MPs, the Chamber of Commerce, the LEP, CBI, and the City Council and strong support had been received. The proposals may concentrate on compliance with visa requirements. 	

	<ul style="list-style-type: none"> • Department for Education Green Paper (1.6): Consultations were being conducted on the proposals to increase university involvement in the establishment of schools and sponsorship of academies. The University would shortly submit its response, expressing its concerns and providing case studies of the schools it already sponsored. • Medical Students (1.9): The Executive Dean of PUPSMD was discussing with partners how to respond to the Government’s proposal to train an extra 1,500 doctors per year and to require graduates to work for the NHS for at least four years post-graduation (or repay some of their training costs). The local NHS trusts had been supportive. • Student Recruitment (2.1): The Board would be updated on the recruitment position in the New Year when student numbers had been finalised. Current indications showed a larger shortfall (in home, EU and international students) than originally predicted. Application numbers across the sector for the 2017/18 entry were down on the same time last year on account of demographic factors which were likely to continue until 2021/2022. Returning students were also slightly down. A large proportion of the University’s shortfall in the current year was confined to six subject areas and the DVC was currently reviewing the data with the Faculties to identify the underlying factors. Marketing was being stepped up with an enhanced advertising campaign. The revised budget would be discussed by the Finance Committee in January 2017. • National Pay Negotiations (2.3.2): The trade unions had confirmed that the 2016/17 negotiations had been concluded. • Staff Briefing (2.5): A staff update meeting would take place on Tuesday 6 December to advise colleagues of the University’s latest strategic developments. A briefing booklet ‘Advancing Knowledge, Transforming Lives – Our Refreshed Strategy 2016-2020’ would be circulated at that meeting: copies were tabled for information. • University London Showcase Event (2.6): The University’s first annual showcase had been very successful with a good attendance. • Joint Executive Meeting with Plymouth City Council (2.10): The joint meetings provided a valuable opportunity to discuss current strategic issues, common concerns and potential joint actions. In addition, the Vice-Chancellor met Council leaders on a very regular basis. One common issue which had been discussed was the provision of, and requirements for, sports facilities and green areas for general leisure activities. David Rose, UPSU’s new Head of Sport, was forming a good working relationship with the Council and was a member of the Development Committee. • Opening of Dental Education Facility in Exeter (2.11): Dr Sara Hurley, the Chief Dental Officer, had officially opened the new Veysey Building in Exeter on 24 November, and had been very complimentary about the University’s dental teaching provision which ranked with the best in the country. • Appointment of Deputy Vice-Chancellor (International and Planning) (5.1): Interviews would be taking place on 14 December. • Research (9): The University had a large portfolio of research awards and was currently leading or collaborating in structural fund bids worth a substantial aggregate sum.. • Autumn Statement: The Government had announced a National Productivity Investment Fund and Industrial Strategy Challenge Fund to provide additional funding and opportunities for research and innovation. 	
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	<p>The removal of tax incentives on most salary-sacrifice schemes (with exceptions related to childcare, cycle to work schemes and ultra-low emission cars) had also been announced. With respect to off-payroll consultancy (which was common in the public sector) it was proposed to shift responsibility for ensuring the payment of the tax to the “employer”/client rather than the consultant.</p>	
16/11/5	<p>Students’ Report (Enclosure D) <i>Presentation by Lowri Jones (UPSU President)</i> Noted:</p> <ul style="list-style-type: none"> • UPSU had had a good start to the year. However, events, bar and the sports centre were all down on their budgets although these were beginning to pick up. • Student engagement with sports clubs and societies had been mixed and this was being reviewed to identify the reasons. • At its October meeting, the Board of Trustees had decided to change UPSU’s legal form from an unincorporated association to a company limited by guarantee in order, primarily, to reduce trustees’ potential personal liability. The required new memorandum and articles of association would come to the Board of Governors for approval early next year. • The new Head of Sport, David Rose, had been active in meeting relevant stakeholders and collecting data, with a view to producing a report on sport engagement and facilities on- and off-campus by February 2017. • A new Insight Manager and Student Development Manager had been appointed. • Various Officer campaigns were on-going, including the Global Project and Black History Month events. Talks were planned for both Disabled and LGBT+ History Month, as well as Green Week in March 2017. As part of the NUS’ Alcohol Impact accreditation scheme, UPSU and the University had jointly established a steering group to enhance safe drinking on and around campus and to measure the impact of the campaign on levels of alcohol consumption and patterns of behaviour. As part of its “Stop selling hate” campaign, the Union Executive Council had called on the campus shop to stop selling various national newspapers. • UPSU expressed a wish to continue to be involved in the development of the new Estates Strategy and in any proposed changes to the University’s branding. <p>Agreed:</p> <ul style="list-style-type: none"> • The Board was impressed with the work being carried out by UPSU. 	
16/11/6	<p>HEFCE Annual Accountability Returns (Strictly Confidential)</p>	
6.1	<p>Annual Consolidated Financial Statements for y/e 31 July 2016 and Letter of Representation (Enclosure E) (Strictly Confidential) <i>Presentation by CFO</i> Noted:</p> <ul style="list-style-type: none"> • The Financial Statements and Letter of Representation to the External Auditors had been reviewed by UEG and then at a joint meeting of the Audit and Finance Committees on 17 November 2016. Those Committees had recommended that the Board should approve both documents, subject to specified amendments. 	

	<ul style="list-style-type: none"> The Financial Statements (incorporating the financial review, public benefit statement and corporate governance statement) were the principal HEFCE return; they had been audited and no significant issues had been identified. The Financial Statements for 2015/16 had been prepared in a fundamentally different way following the implementation of FRS102 (which had been fully discussed during the year by the Board and Finance and Audit Committees). The increased pension deficit (in particular the Devon Local Government Pension Scheme) arising from changes in corporate bond discount rates was a significant issue. The actuary's triennial pension valuation was expected before Christmas. The Finance Committee would review the pensions position on the LGPS Scheme at its meeting in January 2017. The Letter of Representation was in a standard format and did not include any additional representations specific to the University. KPMG's term as external auditors would continue for another year. A tender exercise would then be run for that role. <p>Agreed:</p> <ul style="list-style-type: none"> After also considering the matters referred to in 6.2 of these minutes, the Board approved the University's annual consolidated Financial Statements for the year ending 31 July 2016 for submission to HEFCE, and the External Auditors' Letter of Representation for signature. The Board expressed its gratitude to the Audit and Finance Committees for their work in reviewing early drafts of the documents, and to the Finance team for the quality of the papers produced. 	<p>Finance Ctte</p> <p>CFO</p>
6.2	<p>External Auditors' Highlights Memorandum and Management Letter for y/e 31 July 2016 (Enclosure F) (Strictly Confidential) <i>Presentation by CFO</i></p> <p>Noted:</p> <ul style="list-style-type: none"> The External Auditors' Highlights Memorandum was due to be submitted to HEFCE by 1 December as part of the Annual Accountability Return The Audit and Finance Committees had considered the Memorandum and Letter in detail at their joint meeting on 17 November 2016 and both Committees had recommended approval by the Board. The Board commended the very thorough document. <p>Agreed</p> <ul style="list-style-type: none"> The Board approved the External Auditors' Highlights Memorandum and Management Letter for submission to HEFCE. 	CFO
6.3	<p>High Level Commentary on 2015/16 (as required by HEFCE) (Enclosure G) (Strictly Confidential) <i>Presentation by CFO</i></p> <p>Noted:</p> <ul style="list-style-type: none"> The commentary provided an explanation of significant movements for both income/expenditure and the balance sheet between the most recent forecast and the actual results. This was in line with HEFCE's revised requirements and differed from previous years when HEFCE had required a separate financial template submission and detailed narrative. The commentary had been reviewed by the Finance Committee at its meeting on 17 November 2016. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the High Level Commentary for submission to HEFCE. 	CFO
6.4	<p>Annual Financial Statements for the University's wholly owned subsidiaries for y/e 31 July 2016 (Enclosure H) (Strictly Confidential)</p>	

	<p>Noted:</p> <ul style="list-style-type: none"> The Financial Statements had been made available via the intranet community. The Financial Statements had been reviewed in detail by UEG and at the joint meeting of the Audit and Finance Committees on 17 November 2016. <p>Agreed:</p> <ul style="list-style-type: none"> The Board noted the Financial Statements for the University's wholly-owned subsidiaries for the year ended 31 July 2016. 	
6.5	<p>Annual Provider Review and Assurance for HEFCE (Enclosure I) (Strictly Confidential) Presentation by DVC</p> <p>Noted:</p> <ul style="list-style-type: none"> The Annual Assurance Return for the year ended 31 July 2016 formed part of the Annual Accountability Return to be submitted to HEFCE. As previously discussed at the Board (Board minute 16/10/4), the Annual Provider Review (APR) was a new process which supplemented the existing requirements for assurance about an institution's finances and compliance with HEFCE's Memorandum of Assurance and Accountability and the Concordat to Support Research Integrity 2015/16. (The University's Assurance statement on compliance with the Research Concordat had been considered by the Research and Innovation Committee.) The aim of the Assurance report was to provide the Board with the appropriate evidence and advice to confirm its assurance to HEFCE. As this was the first year of this new process, the report set out the basis for that assurance in detail. The report was for the Board's reference and was not required by HEFCE. The report had been considered and agreed by UEG, the University's Teaching, Learning and Quality Committee of Senate, and the Audit Committee. Because of the timings, it would be discussed by the full Senate at its next meeting. At its meeting on 17 November 2016, the Audit Committee had recommended that full assurance be given by the Board and that the full three-part return be signed by the Vice-Chancellor as accountable officer. The form of report tabled at the Audit Committee meeting had been a later version than that submitted to the Board. Therefore, it was agreed that this later version would be circulated to the two governors not present at that meeting. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the Annual Assurance Return (in the form discussed and approved by the Audit Committee) for submission to HEFCE. 	<p>MM</p> <p>CFO</p>
6.6	<p>Annual Audit Committee Report (including the Annual Internal Audit Report) (Enclosure J) (Strictly Confidential) Presentation by USIC</p> <p>Noted:</p> <ul style="list-style-type: none"> The Audit Committee's Annual Report (together with the Internal Auditors' Annual Report) formed part of the Annual Accountability Return to HEFCE. The Report outlined the Committee's activities during the 2015/16 year in relation to internal audit, value for money, risk management, data quality and governance, and the Committee's opinion on the University's Financial Statements; it was required to incorporate specific assurance statements. The Report had been considered by the Audit Committee at its meetings on 18 October and 17 November 2016, and its comments had been incorporated. 	

	<ul style="list-style-type: none"> The Audit Committee confirmed it could provide reasonable assurance regarding the adequacy and effectiveness of the University's systems of governance, internal controls, risk management, value for money, data quality and fraud prevention for the year ended 31 July 2016. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the Annual Report of the Audit Committee for submission to HEFCE. 	CFO
6.7	<p>Annual Value for Money Report (Enclosure K) (Strictly Confidential) <i>Presentation by CFO</i></p> <p>Noted:</p> <ul style="list-style-type: none"> The University had made voluntary submissions of a Value for Money (VfM) Report to HEFCE in previous years. This Report was now a mandatory requirement. HEFCE would produce guidance requiring more evidence-based reporting and more comprehensive performance information (including the introduction of metrics) in 2017 which would apply to the December 2017 submission. The internal audit plan made provision for consideration of the guidance and requirements to be issued by HEFCE in 2017. In the absence of a specified format, the format of this year's report was similar to that of last year's and provided a narrative of the initiatives undertaken to deliver VfM. The University took a broad view of value for money. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the Annual Value for Money report for submission to HEFCE. 	CFO
6.8	<p>Annual Prevent Duty Monitoring Report (Enclosure L) (Strictly Confidential) <i>Presentation by Mel Joyner (Director of Student Services) who attended for timed business</i></p> <p>Noted:</p> <ul style="list-style-type: none"> HEFCE had assessed the University's compliance activities and confirmed that the University was compliant with its Prevent duty. The team had carried out a lot of compliance work and had developed good working relationships with HEFCE and with the Students' Union. There were no new issues to report. The strategy was to promote diversity and inclusion and to effect interventions before specific issues arose. This work linked to the support provided for mental health and hate crime issues. The University would be implementing a web-filtering system as required by HEFCE but would adopt a minimalist approach to protect freedom of speech. Training was going well overall although the "disconnect" between national and local risks presented challenges as the required national training materials were not all relevant to the University. 200 student-facing staff had received training: this was not required for all academic staff. The plan was to provide on-line training (as for other issues such as equality and diversity) when suitable material was available. With regard to partner colleges, the Prevent duty applied to each individual institution, not to the University in respect of them. The University would play the role of critical friend and partner in relation to Prevent for example, taking the opportunity provided by the teaching and learning-based 	

	<p>Periodic Reviews to discuss the Prevent measures adopted by those colleges.</p> <ul style="list-style-type: none"> The University was part of the regional network of HE and FE institutions and it was intended to share best practice with other institutions within the region and those facing similar issues in other parts of the country. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the Prevent Duty Monitoring report for submission to HEFCE. The Director of Student Services would brief the Board every six months on plan implementation. 	<p>DSS</p> <p>DSS</p>
<p>16/11/7</p>	<p>Teaching Excellence Framework Submission (Enclosure M) (Strictly Confidential) Presentation by VC</p> <p>Noted:</p> <ul style="list-style-type: none"> The Teaching Excellence Framework (TEF) was the second component of the new quality assurance regime, in addition to the APR. The primary purpose of TEF was to provide students with an assessment of the quality of teaching and teaching outcomes in universities. The TEF awards (for years 2 onwards) would be in the form of a Gold, Silver or Bronze rating in May 2017 which would last for three years, and would determine the institution's ability to raise student fees in line with inflation in following years. The TEF was an award of a quality rating above the minimum threshold judged by APR. TEF 1 had been implemented, providing for student fees to be increased in line with inflation for 2017/18. This had been based on institutions' most recent QAA Higher Education Review outcomes as at 18 May 2016. The second year of the TEF - TEF2 - was a 'trial' assessment which institutions could choose to enter. The University had received its underpinning benchmarked metrics from HEFCE and if it was to participate in TEF 2, it would need to submit a supporting report by 26 January 2017. Whether the University should make a TEF2 submission had been considered by UEG and the Teaching, Learning and Quality Committee on behalf of Senate. The paper outlined the pros and cons. As to the potential advantages:- <ul style="list-style-type: none"> It was assumed that a TEF rating would provide the baseline judgement for the Home Office in terms of an institution being able to recruit international students, but this was not totally clear. A TEF2 award would support an increase in undergraduate Home/EU fees in line with inflation for 2018/19. The qualitative submission did provide an opportunity for an institution to explain issues underlying its data (which were all in the public domain already). Regarding the potential disadvantages:- <ul style="list-style-type: none"> No substantive guidance on the form of submission had been provided. The rules of the assessment process were unclear. Non-submission would bar the University from fee increases. Ensuring quality in the underlying data was key (which the University was already working on) and as TEF used the previous 3-years' data, it was going to be difficult to achieve a better outcome in the short term. 	<p>DVC</p>

	<ul style="list-style-type: none"> On balance, the general view was that the University should make a TEF2 submission. The NUS and UPSU were both opposed to TEF as the process did not reflect teaching quality. Accordingly, it would be helpful for the University to consider a strategy for student communications about TEF. <p>Agreed:</p> <ul style="list-style-type: none"> The Board noted and supported the recommendation that the University should make a TEF2 submission. 	CMO
16/11/8	Governance	
8.1	<p>Proposal to Rename and Revise TORs of the Governance and Nominations Committee, and to revise TORs of Audit Committee and Honorary Awards Committee (Enclosure N) Presentation by USIC</p> <p>Noted:</p> <ul style="list-style-type: none"> In 2014, the then Nominations Committee had been given responsibility by the Board for considering governance issues. This was no longer considered necessary and so it was proposed that the full Board of Governors should exercise oversight of governance issues (with power to delegate such issues to the Audit Committee as appropriate) and that the Governance & Nominations Committee should revert to its previous “nominations” role. Accordingly, it was proposed to change the name of the Governance and Nominations Committee to the “Nominations Committee” and amend its terms of reference and those of the Audit Committee accordingly. Changes in the award and management of honorary degrees and the replacement of the honorary sporting colours award with honorary fellowships had been approved by the Honorary Awards Committee in February and notified to the Senate in June and to the Board in July. The Committee’s terms of reference needed to be amended to reflect those changes (the changes having already been approved on behalf of Senate). The new Chair expressed his wish to serve on the Nominations Committee, Honorary Awards Committee and the Reward and Remuneration Committee, which was in line with the terms of reference of each Committee. He did not believe it good practice for the Chair to be a member of the Audit Committee but would attend its November meeting each year as an observer. Similarly, he would not serve on the Finance Committee but would attend its meetings as an observer as appropriate. The USIC would amend the University Bye-laws to reflect the various changes. <p>Agreed:</p> <ul style="list-style-type: none"> The Board: <ul style="list-style-type: none"> Approved the proposed changes of name and terms of reference of the Governance and Nominations Committee. Approved the proposed changes in the terms of reference of the Audit Committee. Approved the proposed changes in the terms of reference of the Honorary Awards Committee. Noted and approved the Board Committees on which the new Chair of the Board was proposing to serve. 	USIC
8.2	<p>Annual Whistleblowing Report (Enclosure O)</p> <p><i>Presentation by USIC</i></p> <p>Noted:</p>	

	<ul style="list-style-type: none"> Under the University's Whistleblowing Policy, the Board was to receive an annual report on all concerns raised, and investigations made, under that Policy. The three concerns raised under the Policy during 2015/16 were described in the paper. Top line of page 3: The gender reference should be replaced by "that person". A low number of concerns would be expected given the definition of public interest. The University encouraged early raising and consideration of complaints and issues through normal line management processes. Issues of reputational significance were reported by the whistleblowing officer to Board members. The Whistleblowing Policy was published on the website. It was proposed to make it more accessible with the inclusion of a FAQ section. <p>Agreed</p> <ul style="list-style-type: none"> The Board noted the report. 	<p>USIC</p> <p>USIC</p>
8.3	<p>Appointment of Vice-Chair; Proposal for new Board Health and Safety Assurance Committee; and Appointment of new Independent Governors</p> <p>Noted:</p> <ul style="list-style-type: none"> It was proposed that the Nominations Committee should progress the appointment of a new Vice-Chair and the process for recruitment of three new independent governors at its meeting in December. A number of governors had expressed interest in the role of Vice-Chair (whose specific duties included chair of the Reward and Remuneration Committee) and the Chair would discuss this with the Vice-Chancellor and Senior Independent Governor. Proposals for a new Board Committee on Health and Safety Assurance would come to the January Board meeting. Finance Committee in particular required new members to remain quorate, as would the new Board committee. Board members should consider whether they would be interested, eligible and able to serve on either Committee <p><i>Secretary's note: Members of Audit Committee are not eligible to serve on the Finance Committee.</i></p>	<p>Chair</p> <p>VC</p> <p>All Board members</p>
16/11/9	<p>Change in HSBC Loan Covenant Terms (Enclosure P) (Strictly Confidential)</p> <p><i>Presentation by CFO</i></p> <p>Noted:</p> <ul style="list-style-type: none"> The revised HSBC facilities letter incorporated a minor change in the timing of delivery of quarterly management accounts under that letter. The amendment had been approved by Finance Committee at its meeting on 17 November and required the Board's ratification. <p>Agreed:</p> <ul style="list-style-type: none"> The Board noted the change in the facility letter and approved the letter and Board resolution for signing. 	<p>CFO</p>
16/11/10	<p>Annual Review of the Consolidated Accounts of the Students' Union (Enclosure Q)</p> <p>Noted:</p>	

	<ul style="list-style-type: none"> • UPSU was an independent charity and its accounts did not form part of the University's Financial Statements. However, the Board did have some supervisory duties with respect to UPSU. • The UPSU President and Chief Executive had presented the accounts to the Audit Committee at its meeting on 17 November 2016. <p>Agreed:</p> <ul style="list-style-type: none"> • The Board noted the accounts. 	
16/11/11	<p>Davy Teaching Laboratory Refurbishment (2nd and 3rd Floors) (Enclosure R) (Strictly Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> • The paper outlined the proposal (with full business case and financial appraisal) for the refurbishment of laboratories on the second and third floors of the Davy Building. • The project was considered by the Finance Committee at its meeting on 17 November 2016 and approved in principle. Finance Committee had concerns about risks related to the timing and costs of the project and the need for a contingency, and had requested that a further report be provided to the Committee after enabling works but before any third party commitments were entered into. On this basis, the Committee recommended that the Board be asked to approve the project. <p>Agreed:</p> <ul style="list-style-type: none"> • The Board approved the project on the basis recommended. 	CFO
16/11/12	<p>Note of Board Away Day held on 6 and 7 October 2016 (Enclosure S)</p> <p>Noted:</p> <ul style="list-style-type: none"> • The report provided a brief record of the discussions at the Joint Away Day held on 6-7 October 2016. • The Board noted the report. 	
16/11/13	<p>Minutes of the Meeting of the Senate held on 19 October 2016 (Enclosure T) (Strictly Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> • The Board noted the minutes. 	
16/11/14	<u>Committees Minutes and Reports</u> (Strictly Confidential)	
14.1	<p>Draft Minutes of the Meeting of the Finance Committee held on 17 November 2016 (Enclosure U)</p> <p>Noted:</p> <ul style="list-style-type: none"> • The Board noted the draft minutes (which remained subject to the approval of the Finance Committee). 	
14.2	<p>Draft Minutes of the Meeting of the Audit Committee held on 17 November 2016 (Enclosure U)</p> <p>Noted:</p> <ul style="list-style-type: none"> • The Board noted the draft minutes (which remained subject to the approval of the Audit Committee). 	
16/11/15	<u>Any Other Business</u>	
15.1	<p>University Carol Service</p> <p>Noted:</p>	

	<ul style="list-style-type: none"> The Carol Service would take place on Tuesday 13 December at 7.30pm at the Mutley Plain Baptist Church. 	
15.2	<p>University Film Noted:</p> <ul style="list-style-type: none"> The Board commended the quality of the film which had been made by two alumni. The film would be available on the website and a link would be circulated to governors. It was noted that the “University of Plymouth” title and coat of arms were used in the film in line with corporate and international publications. Enhancement of how the University “tells its story” had been discussed and agreed at the October Awayday and would be raised at the forthcoming staff update meeting as part of an on-going consultation process. 	MM
15.3	<p>Dr Mike Sheaff Noted</p> <ul style="list-style-type: none"> The Chair thanked Mike for his contribution to the Board during his seven year term as governor. Mike commented that, despite being challenging at times, he had relished the task of combining his role as a member of academic staff for over 19 years with serving on the Board of an institution of which he was immensely proud. He welcomed the responsibility he had been given to question, challenge and sometimes criticise those in positions of authority which he had endeavoured to do in a constructive way, and the opportunity to contribute to the University’s progress. 	
15.4	<p>Governors’ New Year Dinner Noted:</p> <ul style="list-style-type: none"> It was proposed to hold an early supper after the Board meeting on 31 January for members of the Board and UEG. Margaret Schwarz would be invited. 	MM
15.5	<p>Faculty/School Visits Noted:</p> <ul style="list-style-type: none"> It was proposed to provide Governors with the opportunity to see more of the activities taking place across the campus by holding future Board meetings at a Faculty/School location and inviting that Faculty/School to give a presentation before the relevant meeting. 	MM
16/11/16	<p><u>Date of Next Meeting</u> Noted:</p> <ul style="list-style-type: none"> The next meeting would be held on Tuesday 31 January 2017 (14.30-17.30). 	

Appendix 1: Action Plan

Minute		By	Deadline
16/11/2.1	The Chair to write to Margaret Schwarz to thank her for her service on the Board.	Chair	As soon as possible
16/11/3.1	Minutes of the Board Meeting on 6 October 2016 to be published in full.	MM	As soon as possible
16/11/6.1	Annual University Financial Statements for the year ending 31 July 2016: The Finance Committee to review the pensions position on the LGPS Scheme at its meeting in January.	Finance Cttee	31 January 2017

16/11/6.1	Annual University Financial Statements for the year ending 31 July 2016: To upload for submission to HEFCE and to arrange signature of the External Auditors' Letter of Representation.	CFO	1 December 2016
16/11/6.2	External Auditors' Highlights Memorandum and Management Letter for y/e 31 July 2016: To upload for submission to HEFCE.	CFO	1 December 2016
16/11/6.3	High Level Commentary on 2015/16: To upload for submission to HEFCE.	CFO	1 December 2016
16/11/6.5	Annual Provider Review and Assurance: To circulate to those governors not present at the Audit Committee's November meeting the version of the assurance report submitted to that meeting.	MM	As soon as possible
16/11/6.5	Annual Provider Review and Assurance: To upload the Return for submission to HEFCE.	CFO	1 December 2016
16/11/6.6	Annual Report of the Audit Committee: To upload the Report for submission to HEFCE.	CFO	1 December 2016
16/11/6.7	Annual Value for Money Report: To upload the Report for submission to HEFCE.	CFO	1 December 2016
16/11/6.8	Prevent Duty: To upload the Report and accompanying data annex for submission to HEFCE.	DSS	1 December 2016
16/11/6.8	Prevent Duty: The Director of Student Services to brief the Board every six months.	DSS	July 2017
16/11/7	Teaching Excellence Framework Submission: To consider a strategy for student communications about TEF	CMO	As soon as possible
16/11/8.1	Rename and Revise TORs of the Governance and Nominations Committee, and to revise TORs of Audit Committee and Honorary Awards Committee: To amend the University Bye-laws to reflect the changes of name and terms of reference of the Governance and Nominations Committee; and changes in the terms of reference of the Audit Committee and the Honorary Awards Committee.	USIC	As soon as possible
16/11/8.2	Annual Whistle-blowing Report: To amend the wording of the Report.	USIC	As soon as possible
16/11/8.2	Annual Whistle-blowing Report: To revise the presentation of the Policy on the website and to include an FAQ Section.	USIC	As soon as possible
16/11/8.3	Appointment of New Vice-Chair: The Chair to discuss the appointment with the Vice-Chancellor and Senior Independent Governor and progress via Nominations Committee.	Chair	As soon as possible
16/11/8.3	Finance Committee: Eligible Board members to consider if they wanted to serve on this committee	Board Members	As soon as possible
16/11/8.3	Proposals for the new Board Health and Safety Assurance Committee to come to the January Board meeting	VC	31 January 2017
16/11/9	Change in HSBC Loan Covenant Terms: Facility letter and Board resolution to be signed.	CFO	As soon as possible
16/11/11	Davy Teaching Laboratory Refurbishment (2 nd and 3 rd Floors): Project to proceed on the terms recommended by the Finance Committee.	CFO	In accordance with project timetable described in paper
16/11/15.2	University Film: Link to be circulated to the governors.	MM	As soon as possible

16/11/15.4	Board/UEG Dinner – to be arranged following the Board meeting on 31 January	MM	31 January 2017
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Appendix 2: Declarations of Interest

Name	Organisation	Role
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	Consultant Honorary Professor Member Wife is a director Committee Member (Director)
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 Cornwall Care	Partner Director Director Interim HR Director
Lowri Jones	University of Plymouth Students' Union UPSU Trustee Board	President and trustee Chair
Mary Palmer	Kernow CCG	Interim Senior Community and Council Commissioner
Professor Judith Petts	Sir Alister Hardy Foundation for Ocean Science BBSRC NERC Innovation Board	Trustee Council member Member

	Heart of the South West LEP Board University of Southampton University of Westminster	Member Visiting Professor Husband is Vice-Chancellor
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
Henry Warren	Plymouth Science Park Advisory Board Plymouth Hospitals NHS Trust Fluvial Innovations Limited	Member Non-executive director Director
Steph Wearne	University of Plymouth Students' Union UPSU Trustee Board	Vice-President and trustee
Denis Wilkins	Peninsula Medical Foundation Confidential Reporting Programme in Surgery (CORESS) Menheniot Old School Trust St John Ambulance Plymouth Son in Law Director at Ernst & Young	Chair Trustee Trustee President