

University of Plymouth
Higher Education Corporation
Board of Governors

Minutes of the Meeting of the Board of Governors on Tuesday 31 January 2017 at 2.30 pm.

Present: Colin Drummond OBE DL (Chair) Professor Judith Petts CBE (*via phone for items 1-4 & 7*)
 Hamish Anderson
 Ian Duffin Mary Palmer
 Dr Rong Huang Henry Warren
 Kate Jackson Steph Wearne
 Lowri Jones Denis Wilkins
 Professor Trish Livsey

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

In attendance: Professor Simon Payne (Deputy Vice-Chancellor - International and Planning) **(DVC I&P)**
 Professor Julian Chaudhuri (Deputy Vice-Chancellor - Education and Student Experience) **(DVC ESE)**
 Professor Jerry Roberts (Deputy Vice-Chancellor - Research and Enterprise) **(DVC R&I)**
 Alastair Matthews (Chief Financial Officer) **(CFO)**
 Richard Middleton (Interim Registrar and Secretary) **(IRS)**
 Matthew Jackson (University Solicitor) **(US)**
 Trevor Wills (Director of Estates and Capital Projects) **(DECP)** (*for item 7*)
 Gina Connelly (UPSU Chief Executive Officer) **(UPSUCEO)** (*for item 5*)
 Margaret Metcalfe (Executive Administrator to the Board)**(EA)**

Item		Action
17/01/1	<p><u>Obituaries</u> Noted:</p> <ul style="list-style-type: none"> The deaths of the following: John Warren, a former governor from 1997 until 2005. As an architect, John took a keen interest in the University's built environment, writing the Environment 2000 Report on the future of the University and producing the subsequent review of its estates strategy. The University awarded John an Honorary Doctorate in 2005. A memorial service for John will take place at Buckland Monachorum Parish Church on February 16th at 1130. <p>Matthew Carton graduated last September from the University of Southampton. He had been working at the University of Plymouth as a member of the Library cleaning team and had been due to leave on 26 January to take part in a research project in Malaysia before his untimely and tragic death on 24 January.</p>	
17/01/2	<p><u>Membership</u></p>	
2.1	<p>Apologies for Absence Noted:</p> <ul style="list-style-type: none"> Apologies from Barbara Fuller. 	

2.2	<p>Welcome</p> <ul style="list-style-type: none"> • The Chair welcomed: <ul style="list-style-type: none"> - Professor Trish Livsey, the new Senate representative on the Board,; - Newly appointed Deputy Vice-Chancellors: <ul style="list-style-type: none"> - Professor Julian Chaudhuri (Deputy Vice-Chancellor - Education and Student Experience) and - Professor Jerry Roberts (Deputy Vice-Chancellor - Research and Enterprise); - Professor Simon Payne in his new role as Deputy Vice-Chancellor – International and Planning; and - Sonia Burgess, newly appointed Clerk to the Board • The Chair expressed thanks to Matthew Jackson for his work as Interim Clerk for the last 12 months. 	
2.3	<p>Notification of Any Other Business</p> <p>Noted:</p> <ul style="list-style-type: none"> • No notification of any other business. 	
2.4	<p>Declarations of Interest</p> <p>Noted:</p> <ul style="list-style-type: none"> • The declarations of interest set out in Appendix 2 apply. • There were no other conflicts of interest relating to matters discussed at the meeting. 	
2.5	<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) - UPSU’s new Memorandum and Articles (item 5.2) - Management Accounts for Period 4 (item 6) - Capital Projects (items 7.1 - 7.3) - Committee minutes (item 9.1) 	
2.6	<p>Chair’s remarks</p> <p>Noted:</p> <ul style="list-style-type: none"> • Recent consideration of the Board’s committee structure had resulted in the proposal to create the Health & Safety Assurance Committee (HSAC). The Chair thanked Governors for their support and willingness to take up the roles of Vice-Chair of the Board of Governors and Chair of the HSAC. • The recruitment process to appoint three new independent governors is underway and suitable candidates will be interviewed in late March. • The University’s refreshed strategy, <i>Advancing Knowledge, Transforming Lives</i> was commended for its high level coherence and clarity. Individual faculties and departments were responsible for their own competitive strategies within this overall programme. • The Chair confirmed his commitment to a culture of openness, honesty and mutual respect during all Board meetings and business. • The timetable for Board and Committee meetings for the academic year 2017/2018 and the annual cycle of required business will soon be available for all governors. 	CB/EA

17/01/3	<u>Minutes</u>	
3.1	Minutes of the Meeting of the Board of Governors held on 30 November 2016 (Enclosure A) Noted: <ul style="list-style-type: none"> • The minutes were approved and signed as a correct record of the meeting by the Chair, subject to correcting the following typo in Minute 6/11/7: the second line should read “the new <i>quality</i> assurance regime...”. 	EA
3.2	Necessary Redactions Agreed: <ul style="list-style-type: none"> • No redactions. The Minutes of the Board meeting on 30 November 2016 to be published in full. 	EA
3.3	Matters Arising (Enclosure B) Noted: <ul style="list-style-type: none"> • The report on various matters arising (Enclosure B). • Appointment of new Independent Governors (<i>Minute 16/11/8.3</i>). Process as follows: <ul style="list-style-type: none"> • The Board is looking for up to three new governors with experience of and skills in finance, property and higher education. • Odgers Berndtson is supporting Nominations Committee on the recruitment. • Longlisting will take place in mid-February; shortlisting in early- March and interviews later in March. • Details of the recommended appointees will be submitted for Board approval at the next Board meeting. 	
17/01/4	<u>Vice-Chancellor’s Report (Enclosure C) (Strictly Confidential)</u> Noted: <ul style="list-style-type: none"> • Industrial Strategy Challenge Fund (1.1.1): University staff are taking part in discussions with partners to consider projects to submit for funding from this Fund. • Industrial Strategy Green Paper: this paper gives rise to funding opportunities and the University is considering suitable projects for submission. • Science and Innovation Audit: The Board noted the recent House of Commons launch event for this. and the importance of local MPs supporting the University and helping it to highlight its strengths to Government. DVCI&P to circulate the executive summary of the audit. Consideration to be given to a future presentation to the Board. • Exiting the EU (1.2): The Prime Minister is seeking to provide reassurance concerning universities and research. • Research Excellence Framework - consultation (1.4): UEG is considering a draft paper outlining key themes and a number of Q&A sessions have taken place. • UCAS End of Cycle Report 2016 (1.6): Key findings of the report: Overall, the market appears to be flat lining with a 0.4% growth in acceptances; the number of eighteen year olds accepted by universities has risen by 1.5%; and the number of EU students has risen by 7%. • Learning and Teaching Awards (1.8): The University was awarded funding as part of HEFCE’s Catalyst Call A and will use it to support teaching and innovation. 	EA

	<ul style="list-style-type: none"> • International Outlook – Home Office National Statistics Study (1.9): There is a slight decline in the number of international students coming to the UK; however, the University is doing better than its competitors in what is an increasingly competitive market. . There may be an opportunity to encourage students to study in the UK rather than the USA. • Brexit and EU students and staff: it was noted that further work is underway to provide support and advice to EU staff who may wish to consider UK citizenship • US travel ban: it was noted that the University was monitoring the number of staff and students who could be affected if the ban is imposed. • TEF Submission (2.2): The University has made its submission in relation to TEF2 and copies were circulated to governors. • Student recruitment (2.3): The University has taken a series of actions to ensure its marketing is as effective as possible. • University’s Economic impact (2.7): Identifying the University’s economic impact on the city, region, and nationally is an increasingly important indicator and the University will commission a study to identify its economic impact in the near future. • Awards and Prizes (5): <ul style="list-style-type: none"> - The University’s <i>Student Life</i> magazine has received a second international accolade. - Professor Liz Kay received an MBE in the New Year’s Honour in recognition of her services to dentistry and dental education - Professor Iain Stewart, MBE received the European Federation of Geologists 2016 Medal of Merit. <p>The Board extended its congratulations.</p> • Employability: following a first stage review with external input the University is producing an action plan for both the short and longer term. The Board will be updated in July as this is one of the strategic priorities that will be reported on annually. 	
17/01/5	<p>Students Union <i>Gina Connelly, UPSU CEO, attended for timed business.</i></p>	
5.1	<p>Students’ Report (Enclosure D) <i>Presentation by Lowri Jones (UPSU President)</i> Noted:</p> <ul style="list-style-type: none"> • UPSU is undertaking the Investors in People re-accreditation process during March 2017. UPSU has been a Gold Standard Investor in People since 2014. • UPSU is currently developing a new sports’ strategy and will keep governors informed as this work progresses. • UPSU recently appointed an Insight Manager and a Student Development Manager. • Current and upcoming campaigns: <ul style="list-style-type: none"> - Alcohol Impact campaign - the Global Project - LGBT+history month - International Women’s Day - Green Week - The International Guarantor Scheme - One Step 	

	<ul style="list-style-type: none"> • Governors will be sent further information and invitations for the upcoming awards season. • The Elections for 6 new executive officers and 15 Forum Chairs begins on 24 February. • Gina Connelly briefed the Board on her role at Chief Executive Officer of UPSU. UPSU has a turnover of £5.5m, 80 permanent staff and 50 student staff. As CEO, GC is the interface between the Union and the University and has delegated responsibility for running the Union's business. <p>Agreed:</p> <ul style="list-style-type: none"> • The Board commended the work being carried out by UPSU. 	
5.2	<p>New UPSU Memorandum and Articles (Enclosure E) (Strictly Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> • UPSU is in the process of incorporating under the Companies Act 2006 with a target completion date of 1 August 2017. As part of this process, the organisation is required to adopt a new Memorandum and Articles of Association. • Under the University's Schedule of Delegation Board of Governors' approval is required for such constitutional changes. • Key changes are: <ul style="list-style-type: none"> - the title of Executive Officers to revert to Sabbatical Officers and Forum Chairs would be called Part-Time Officers - The number of signatories required to call a Referendum increases to 400 and in the case of a vote of no confidence in an officer or trustee 800 signatories - The Union Executive Committee renamed as Union Council and to include the School Representatives. • The Interim Registrar and Secretary, following advice for the University Solicitor, recommended that the Board approve UPSU's Memorandum and Articles of Association. <p>Agreed:</p> <ul style="list-style-type: none"> • Subject to noting the above, the Board approved the draft version UPSU's Memorandum and Articles of Association. • Discussion in relation to the wording of articles 11.1.1 and 11.1.2 to be finalised outside the Board meeting. • University's Schedule of Delegation to be amended to reflect UPSU's new legal form and UPSU's independence and autonomy. 	<p>DVC ESE/GC US</p>
17/01/6	Finance (Strictly Confidential)	
6.1	<p>Management Accounts for Period 4 (including forecast and verbal update on Period 5)</p> <p>Noted:</p> <ul style="list-style-type: none"> • Update on financial performance for the year to date, including the full year forecast • The year to date operating result is ahead of plan before taking account of the impact of the increase in the accounting pension charge (non-cash). • The forecast for this year indicates a result in line with the plan before taking account of the additional £5m non-cash pension charge. • Student income is slightly behind plan and the University is reviewing how to address this given the highly competitive market. • Research income is forecast as being marginally behind plan. 	

	<ul style="list-style-type: none"> The staffing re-forecast showed an expected saving in comparison to plan prior to the FRS17 costs. This is a reflection of savings identified in both faculties and services, including specific recruitment controls. There are more opportunities than risks arising from the risks and opportunities review of the latest financial plan. <p>Agreed:</p> <ul style="list-style-type: none"> The Board commended the Finance team for their work. The Board noted the financial performance to date. 	
17/01/7	<p>Capital Projects (Enclosure M) (Strictly Confidential) <i>Trevor Wills, Director of Estates and Capital Projects, attended for timed business.</i></p>	
7.1	<p>Kirkby Lodge (Enclosure G) (Strictly Confidential) Noted:</p> <ul style="list-style-type: none"> The proposal to refurbish Kirkby Lodge to provide a focal point for the University's sustainability and environmental work. Costs for the project were included in the overall capital plan, approved by the Board in July 2016. The project is due for completion in March/April 2018. Finance Committee have considered the business case for the proposal and recommended Board approval of the proposal. Board to note that the Finance Committee has requested that the project benefits are further articulated within the project reporting cycle. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the proposal to refurbish Kirkby Lodge. 	
7.2	<p>Plymouth University Estate Strategy (2017-2027) (Enclosure H) (Strictly Confidential) Noted:</p> <ul style="list-style-type: none"> The 10-year Estate Strategy for the University which sets out the key principles, high-level objectives and rationale that will shape and inform future decisions. The next stage will be finalisation of the Estate Masterplan, outlining development options and the potential investment costs. It is hoped to bring back this work for Board consideration in May. Enhancing the University's sports provision is a consideration within the Estate Strategy and a joint working group with UPSU is exploring opportunities and possibilities. The snapshot utilisation data and the condition data that have informed the Strategy development will help to inform future space needs. The University currently does not own student accommodation and this aspect of the estate is not considered in the Estate Strategy. The DECP assured the Board that there are no health and safety risks with respect to the University's estate and where such risks emerged there are robust and effective procedures in place for taking action in relation to such risks. A public facing version of the Estate Strategy will be available in due course. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the University of Plymouth Estate Strategy (2017-2027). 	
7.3	<p>Development Opportunity (Strictly Confidential)</p>	

	<p>Noted:</p> <ul style="list-style-type: none"> • A report on the potential acquisition of identified land and corresponding opportunity for development that would meet the University's operational needs and aspirations. • Assuming this remained a live prospect; this development opportunity would be further considered and explored within the context of the Estate Masterplan. • It is important to be mindful of other potential development opportunities within the city and review feasibility of such potential. <p>Agreed:</p> <ul style="list-style-type: none"> • The Board noted the update and confirmed its support for continuing discussions for the potential development • DECP to carry out a review and light touch options appraisal of other potential development opportunities within the city and report to UEG. 	DECP
17/01/8	<u>Governance</u>	
8.1	<p>Appointment of the Vice-Chair of the Board of Governors</p> <p>Noted:</p> <ul style="list-style-type: none"> • Following a decision at the December meeting of the Nominations Committee, existing governor, Hamish Anderson proposed as Vice- Chair of the Board of Governors. <p>Agreed:</p> <ul style="list-style-type: none"> • The Board approved the appointment of Hamish Anderson as the Vice-Chair of the Board of Governors. 	
8.2	<p>Proposal to establish a new Health and Safety Assurance Committee (HSAC) and appointment of Chair</p> <p>Noted:</p> <ul style="list-style-type: none"> • This proposal supports a recommendation from the University's internal auditors (Price Waterhouse Coopers) that the University formalises its approach to health and safety assurance. • This recommendation was considered by the December meeting of the Nominations Committee. • The Nominations Committee recommends to the Board: <ul style="list-style-type: none"> - the establishment of the HSAC; - that Kate Jackson be appointed as Chair of this committee. • Change to the dates for meetings of the HSAC. Meetings will generally take place in March and October. <i>Post meeting note:</i> the first meeting of this committee in 2017 will take place in April/May to follow the previously scheduled University Health & Safety Committee. <p>Agreed:</p> <ul style="list-style-type: none"> • The Board approved the establishment of a new Health and Safety Assurance Committee and the appointment of Kate Jackson as Chair of this Committee. 	
17/01/9	<u>Committees Minutes and Reports (Strictly Confidential)</u>	
9.1	<p>Draft Minutes of the Meeting of the Nominations Committee held on 13 December 2016 (Enclosure K)</p> <p>Noted:</p> <ul style="list-style-type: none"> • The Board noted the draft minutes (which remained subject to the approval of the Nominations Committee). 	

9.2	<p>Report of the Meeting of the Reward and Remuneration Committee held on 13 December 2016</p> <p>Noted:</p> <ul style="list-style-type: none"> • The Chair provided a verbal update. • The Committee had considered confidential matters relating to specific members of staff. • The Committee had agreed the level of performance related pay for participating members for 2015/16. • The Committee discussed a revised PRP policy, which would come into effect in 2017/18 and the inclusion of additional members in the current plan for 2016/17. • The Committee agreed, in principle, proposed pension arrangements for the Vice-Chancellor. 	
9.3	<p>Report of the Finance Committee held on 31 January 2017</p> <p>Noted:</p> <ul style="list-style-type: none"> • The Finance Committee Chair provided a verbal update. • The Committee had considered an update on the review of the costs and risks arising from the LGPS pension scheme and the options for managing potential future liabilities. The Committee authorised the resourcing of further work to look at this complex issue in more detail. • The business case for the Kirkby Lodge Sustainability Hub Project was considered and recommended for Board approval. • The following updates on capital projects were considered by the Committee: <ul style="list-style-type: none"> - The disposal of Rolle College, Exmouth. The sale was completed, on the terms previously approved, on 15 December 2016. - The Exeter Dental Education Facility (formerly the Veysey Project) successfully completed, under forecasted budget, in October 2016. - The Derriford Research Facility project is well advanced with completion due in July 2017. The financial position is being reassessed in anticipation of a budget overrun. The Committee recommended that the Board approve delegated authority for the Chair of the Finance Committee to approve spend over budget to a maximum of £1million. Arising from discussion at the Board meeting – consideration be given to including this project within the parameters of this year’s internal audit process. <p>Agreed:</p> <ul style="list-style-type: none"> • The Board agreed to delegate authority to the Chair of the Finance Committee in relation to additional spending, subject to a maximum of £1million, on the Derriford Research Facility project. • The Chair will update members of the Committee when action is taken and report back to the Board at its March meeting. 	
17/01/10	<p><u>Date of Next Meeting</u></p> <p>Noted:</p> <ul style="list-style-type: none"> • Thursday 30 March 2017 (14.00-17.00), Rm 602, Rolle Building. 	

Appendix 1: Action Plan

Minute		By	Deadline
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17/01/2.2	Timetable for Board and Committee meetings and the annual cycle of regular business for the coming academic year will be circulated as soon as possible.	CB/EA	As soon as possible
17/01/3.1	Correct a typo in Minute 6/11/7	EA	As soon as possible
17/01/3.2	The corrected version of the minutes of the Board Meeting on 30 November 2016 to be published in full.	EA	As soon as possible
17/01/4	Science and Innovation Audit: the Deputy Vice-Chancellor – International and Planning would circulate the executive summary of the audit.	DVCI&P	As soon as possible
17/01/5	UPSU Memorandum and Articles of Association: To amend the University's Schedule of Delegation in due course to reflect the changes	US	Tbc
17/01/7.2	Development Opportunity: A review and light touch options appraisal of other potential development opportunities within the city.	DECP	Tbc

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 University of Oxford, Commercial Law Centre	Consultant Honorary Professor Member Wife is a director Committee Member (Director) Member
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
Professor Trish Livsey	Trevi House Musgrove Park Hospital Plymouth Guild	Trustee Governor Trustee
Mary Palmer	Kernow CCG	Interim Senior Community and Council Commissioner
Professor Judith Petts	Sir Alister Hardy Foundation for Ocean Science BBSRC NERC Innovation Board Heart of the South West LEP Board University of Southampton University of Westminster	Trustee Council member Member Member Visiting Professor Husband is Vice- Chancellor
Henry Warren	Plymouth Science Park Advisory Board Plymouth Hospitals NHS Trust	Member Non-executive 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