

Board of Governors

Minutes of the ninety-second meeting of the Board of Governors, held on Friday 20th November 2014 at 5pm in Room MC301, City Campus, Wolverhampton.

Present:

Mr Michael Elliott, Chair
Ms Kathy Gee, Deputy Chair
Dr Simon Walford, Deputy Chair
Professor Geoff Layer, Vice-Chancellor
Dr Josh Johnson, Independent Governor
Mr Ben Reid, Independent Governor
Mr Mike Priddy, Independent Governor
Ms Carole Burgher, Independent Governor – from item 1486 onwards
Ms Paula Clark, Independent Governor
Rev Eddie Wynn, Non-Teaching Staff Representative Governor
Dr Aidan Byrne, Teaching Staff Representative Governor
Ms Zoe Harrison, Co-opted Governor (Student)
Ms Sukhbir Garcha, Co-opted Governor (Student) – until item 1495
Dr John Pymm, Academic Board Nominee Governor
Gaby Steinke, Academic Board Nominee Governor

In attendance:

Mrs Helen Lloyd Wildman, University Registrar and Secretary (Clerk) – until item 1492
Dr Anthea Gregory, Deputy Vice-Chancellor Academic
Ms Jackie Dunne, Deputy Vice-Chancellor Access and Lifelong Learning
Mr Andy Holding, Finance Director
Dr Emma Wedge, Policy Advisor to the Vice-Chancellor
Ms Claire Shaw, Head of Alumni & Development (until item 1487)
Professor Linda Lang, Dean of Faculty of Education, Health and Wellbeing (for item 1478 only)
Ms Sue Suchoparek, KPMG (External Auditors)

Apologies:

Ms Kate Copestake, Independent Governor
Professor Martin Chambers, Independent Governor
Cllr Kuldip Singh Sahota, Co-opted Governor
Professor Gill Nicholls, Co-opted Governor

Administrator:

Miss Gemma Towns, Assistant Clerk to the Board

1478 Presentation from the Faculty of Education, Health and Wellbeing

Professor Lang delivered a presentation from the Faculty of Education, Health and Wellbeing.

The Board thanked Professor Lang for the Faculty's hard work. The meeting discussed the Faculty's plans for the future, retention rates and their NSS results.

1479 Welcome, apologies and declaration of interests

The Chair welcomed to the meeting Sue Suchoparek from KPMG, Claire Shaw, Head of Alumni and Development and Dr Emma Wedge, Policy Advisor to the Vice-Chancellor.

Apologies had been received from Professor Gill Nicholls, Cllr Kuldip Singh Sahota, Ms Kate Copestake and Professor Martin Chambers. The Board expressed their condolences to Professor Chambers on the family bereavement.

The Chair advised that Professor Chambers had recently been named the Construction Industry National Achiever of 2014.

The Chair congratulated Mrs Lloyd Wildman who would shortly be taking up the post of Deputy Vice-Chancellor and Chief Operating Officer at the University of West England in the New Year. The Chair thanked Mrs Lloyd Wildman for her hard work and wished her the best of luck in her new role.

The Chair advised that Miss Towns had been successful in her application for the post of Clerk to the Board, a role formally held by Mrs Lloyd Wildman. A start date had yet to be confirmed. The Chair congratulated her on her appointment.

No members present had any interests to declare.

1480 Minutes of the previous meetings

The minutes of the ninetieth meeting held on 3rd July 2014, the ninety-first meeting held on 26th September 2014 and the Governors/CMT Away Day held on 26th September 2014 were agreed as a true record.

1481 Membership

- (a) It was resolved that Dr John Pymm be appointed to the Board of Governors as an Academic Board Nominee Governor for a two year term of office from 20th November 2014 until 31st July 2016.
- (b) It was resolved that Ms Gaby Steinke be appointed to the Board of Governors as an Academic Board Nominee Governor for a one year term of office from 20th November 2014 until 31st July 2015.
- (c) It was resolved that Mr Jas Bains be appointed to the Board of Governors as an Independent Governor for a three year term of office from 20th November 2014 to 30th November 2017.
- (d) It was resolved that Ms Kim Carr be appointed to the Board of Governors as an Independent Governor for a three year term of office from 20th November 2014 to 30th November 2017. It was also resolved that Ms Carr be appointed to membership of Finance and General Purpose Committee and Equality and Diversity Committee for the same term of office.

1482 Academic Board minutes

It was resolved that the minutes of the Academic Board meetings held on 15th September 2014 and 10th November 2014 be approved.

1483 Minutes of sub-committee meetings

- (a) Nominations Committee, 11th September 2014: **It was resolved that the minutes and amended Terms of Reference be approved.**
- (b) Finance and General Purpose Committee, 25th September 2014: **It was resolved that the minutes be approved.**
- (c) Audit Committee, 4th November 2014: **It was resolved that the minutes be approved. The Vice-Chancellor provided an update on the confidential minute from Audit Committee.**
- (d) Finance and General Purpose Committee, 13th November 2014: **It was resolved that the minutes be approved. It was resolved that the inflationary increase for international students, Home/EU taught postgraduates and Home/EU part-time undergraduates be approved.**
- (e) Wholly Owned Companies, 13th November 2014: **It was resolved that the minutes be approved.**
- (f) University of Wolverhampton Science Park, 13th November 2014: **It was resolved that the minutes be approved.**
- (g) Remuneration Committee, 13th November 2014: **Mr Reid advised one slight alteration to the minutes had been made. It was resolved that the amended Terms of Reference be approved.**

1484 Chair's actions

The Board noted the following Chair's actions:

- i. 22nd July 2014: Purchase of specialist equipment for the Faculty of Science and Engineering.
- ii. 4th August 2014: Authorisation of Josephine Gittens and Pragyat Singh as authorised signatories for the University of Wolverhampton bank account with Standard Chartered Bank, India.
- iii. 27th August 2014: Purchase of land known as Springfield Brewery
- iv. 2nd September 2014: Amendments to Bye-Law 1
- v. 11th September 2014: Amendments to Bye-Law 4

1485 Sealing Register

The Board confirmed the affixing of the Common Seal of the Corporation to the documents set out against items 395-398.

1486 Confidential Minute

Confidential minute.

1487 Amendment to Bye-Law 5

It was resolved that the amendment to Bye-Law 5 at section 21 be approved.

1488 Investing in 2020

An addendum to this paper was tabled.

Professor Layer advised the purpose of the paper was to foster a debate on how the University invests and what it invests in. A set of investment principles for the University had been developed together with the Senior Management of the University. Professor Layer highlighted that requests for investment would require clear and comprehensive business cases to be approved. Such business cases would need to demonstrate an impact on at least two of the identified principles.

Mr Reid welcomed the paper and was pleased it linked to the University's Strategic Plan. Dr Wedge advised that there was a wish to ensure a buy-in across the University as the plans impacted on both staff and students and was part of a wider culture change. Dr Wedge advised that at a Leadership Challenge Away Day groups of the senior management team had broadly arrived at the same vision for the University. Reverend Wynn suggested that student priorities may be different. Ms Harrison agreed and suggested that the University looked at dissatisfaction of students first as many of the students would not see the long-term improvements as they would have graduated. It was noted that the Students' Union was part of the planning process and had engaged really positively in shaping the proposals.

The Board noted the paper.

1489 Key Performance Indicators (KPIs)

A revised paper was tabled.

Mrs Lloyd Wildman advised that KPIs 3, 4, 5 and the Level 1 KPIs required approval.

(a) KPI 3 – maintain the financial health of the University

Mr Holding advised the KPI had been recalculated based on the five year forecast and on the 2013/14 year-end accounts. **It was resolved that KPI 3 be approved as status 1.**

(b) KPI 4 – improved student survey scores

Dr Gregory advised that a significant amount of work was being undertaken by the University in this area. Academic Board had held length discussions on this item and following a vote had recommended the status of this KPI was graded 4 recognising its importance.

It was resolved that KPI 4 be approved as status 4.

(c) KPI 5 – improved employment levels of University of Wolverhampton graduates

Mrs Lloyd Wildman advised the University had exceeded the benchmark figure and there had been a significant improvement in the results of the Destination of Leavers of Higher Education survey.

It was resolved that KPI 5 be approved as status 1.

(d) Level 1 KPIs

Mrs Lloyd Wildman advised KPI 2:2, extending the diversity of our staff profile across all equalities, would be presented to the Board at their March 2015 meeting. She also advised that KPI 9.1 and 9.2, research, would be reported on at the March 2015 meeting as the outcome of the REF was not yet known.

It was resolved that the Level 1 KPIs be approved.

1490 ASSUR report

The Board received the ASSUR KPI figures for information.

1491 Audit Committee annual report

Mr Priddy highlighted the high and medium risk items as identified by the University's Internal Auditors. Mr Priddy advised the work on risk appetite was ongoing. Mr Reid suggested post investment appraisals could be undertaken, particularly where there was a strategic element to the investment and this could be taken to the Board of Governors. The Chair requested a response to this request (**action: GL/AH**).

1492 Accounts 2013/14

Mr Holding recorded his thanks to KPMG for their work over the last year. Mr Holding advised that overall the accounts were in a healthy position and the old KPI figure had been exceeded. Mr Reid suggested that the process of sending accounts to the Board for approval could be altered as Audit Committee considered the audit highlights memorandum and management letter whilst Finance and General Purpose Committee did not. Mr Reid suggested there could be a more robust process to ensure the accounts received appropriate consideration. The Chair suggested the upcoming review of governance could consider this issue as part of the review remit.

It was resolved that the consolidated report and the financial statements for the year ended 31 July 2014 be approved and submitted to HEFCE.

1493 Audit Highlights Memorandum and Management Letter

Ms Suchoparek advised KPMG were happy to sign off the opinion for the accounts. She highlighted two points from the management letter, firstly the terms of reference for projects and secondly the impending new accounting standards.

It was resolved that the KPMG Audit Highlights Memorandum and Management Letter be approved and submitted to HEFCE.

1494 Students' Union Matters

(a) Impact report: Dr Byrne asked if the Students' Union had taken a view on the recent student demonstration in London. Ms Harrison advised this matter was to be returned to the Union Council for further consideration following the release of information from the NUS. **The impact report was received and noted by the Board.**

(b) Accounts 2013/14: Ms Harrison advised the accounts had been received by their auditors and there had been no areas identified for adjustment. A surplus had been achieved but the reserve remained within the limit of the reserve policy. The Students' Union were investing their reserves in a number of areas relating to their Strategic Plan. Ms Harrison commented that the Students' Union appreciated being involved in the University's investment plan to ensure there was not an overlap of spending. **It was resolved that the Students' Union accounts for the year ended 31 July 2014 be received and approved.**

(c) Bye-Laws: It was resolved that the changes to the Students' Union Bye-Laws be approved.

1495 Vice-Chancellor's report

The Board noted Professor Layer's report.

1496 QAA Higher Education Review update

Dr Gregory advised the University had submitted their documentation on time and were awaiting the panel's comments. The Chair thanked Dr Gregory for the hard work which had gone into this review.

The Board noted the update.

1497 Any Other Business

Dr Walford advised it was the Chair's last meeting. On behalf of the Board he wished the Chair every success and recorded his thanks to the Chair for all of his hard work as Chair of the Board of Governors. The Chair replied that it had been a pleasure to serve on the Governing Body and he was delighted to hand the Chair over to Dr Walford.

Meeting closed 7:25pm.

Next meeting: 26th March 2014, 5pm, MA224