

# Kingston University London

## MINUTES BOARD OF GOVERNORS

### MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON WEDNESDAY 20 MAY 2009 IN THE SIR FRANK LAMPL BUILDING, KINGSTON HILL

#### Present:

Gren Collings (Chair), Tony Beadle, Olrick Coker, Ann Corrigan, Sara Drake, Deirdre Ferrier, Robert Green, Stephen King, Peter Kopelman, Roderic Lyne, Phil Molyneux, Tim Oliver, David Reardon, Peter Scott, Christine Swabey, David Taylor, Colin Watts and Clarissa Wilks

#### In attendance:

Deputy Vice-Chancellor, University Secretary, Pro Vice-Chancellor (Employer Engagement), Pro Vice-Chancellor (Research & Enterprise), Finance Director, Executive Director of Enterprise (for Minute 44), Head of Secretariat, Minuting Clerk

#### 32.0 Apologies for absence

Apologies for absence were received from George Alexandrou, Stephen Cox, Derek Osbourne and the Pro Vice-Chancellor (External Affairs)

#### 33.0 Minutes of the Board of Governors Meeting held on 11 March 2009

33.1 The Minutes were approved.

#### 34.0 Matters Arising

34.1 There were no matters arising.

#### 35.0 Vice-Chancellor's Report (Paper BG 45/09)

35.1 After the Budget:

35.1.1 The Vice-Chancellor reported on the post-Budget prospects for funding. There were two main points to note. Firstly, public spending cuts would be resisted by the government in the current year, although growth in public spending would be lower than in the past. Secondly, Higher Education would be required to achieve efficiency savings totalling £180m

by 2010/11. The first tranche of the efficiency savings would be in respect of funding for Teaching. The budget for Quality Research would be maintained.

35.1.2 It was reported that some additional Student Numbers would be available in 2010/11, which would be focused on Science subjects, seen as a national and economic priority.

35.1.3 It was difficult to determine the future position regarding public spending due largely to the continuing uncertainty of the economic climate. However, it was anticipated that there would be substantial cuts in the next comprehensive spending review.

## 35.2 Implementing the Strategic Plan:

36.2.1 The Strategic Plan had been discussed in detail at the recent residential Executive and Senior Staff conference, which had been attended by several members of the Board. Discussion had focused on reaffirmation of Kingston's mission as a comprehensive university and the cross-cutting themes of academic focus and fitness for purpose.

36.2.2 It was reported that the three Pro Vice-Chancellors would produce a high-level report on academic focus by September 2009, taking into account opportunities and constraints in broad subject areas. The objective was to produce a broad academic framework rather than a detailed plan.

36.2.3 The Finance Director and the University Secretary would lead on work relating to fitness for purpose, which would be based on key projects, centred on the idea that improved efficiency would support the implementation of a clear academic focus. Possible areas where this could be achieved included reducing the complexity of the current modular system, establishing a single STEM faculty in place of the existing CISM, Engineering and Science faculties to produce a stronger base for these subjects, and focusing research development funding on those units which had attained 2\* level in the Research Assessment Exercise.

36.2.4 The Board noted the clear message that 'comprehensive' was not synonymous with 'universal'. The quality of student intake had been discussed at the conference, and it was suggested that, in the light of restricted growth, the continuing high demand allowed the University to apply greater rigour in recruitment and increase the quality of its intake.

## 35.3 Royal Holloway and St George's:

35.3.1 The Vice-Chancellor reported on progress with the RHUL and SGUL proposed merger, and noted recent significant changes, including the resignation of the Principal of RHUL. The two institutions would most likely be replaced by a single new institution with the title of Royal Holloway St George's. It was anticipated that the new institution would be in place by the summer of 2010, upon the resolution of a number of issues.

35.3.2 At a recent meeting between RHUL, SGUL and Kingston, it had been agreed in principle that a single partnership agreement would be put in place for the joint Faculty of Health and Social Care Sciences and the SWan alliance, with a single governance structure and arrangements for a co-ordinated academic framework. A summary of the proposal was attached as Annex 2 to the Vice-Chancellor's report.

35.3.3 Peter Kopelman confirmed that considerable progress had been made on most issues. Whilst the formation of the new institution had yet to be finalised, it was likely to be set up as a company limited by guarantee. The pension issue had largely been resolved and was awaiting approval. The HEFCE Strategic Development Fund bid was due for consideration in September, but this did not impact on the formation of the new institution, the timing of which was dependent upon Privy Council approval. The merger proposal would undergo a due diligence process through the committee structures of both institutions, prior to final approval.

35.3.4 Peter Kopelman welcomed the proposals relating to a new governance structure for the joint Faculty and SWan alliance, and noted the importance of keeping this area under review, particularly in relation to the NHS. It was noted that the current arrangements for the joint Faculty and SWan alliance would continue until the merged institution was in place.

35.3.5 The Board noted the need to retain the momentum of SWan activities. It was reported that there was much ongoing work in this area in terms of student recruitment and research studentships. The Academic and Social Care network was another group in South West London carrying out similar work in health and social care.

35.3.6 The Board noted the progress report on the proposed merger, and agreed to endorse the approach with regard to a single partnership agreement, as outlined in Annex 2 to the Vice-Chancellor's Report.

#### 35.4 League Tables

35.4.1 It was reported that two new league tables had recently been published and the University's position had improved in both of these. The main reason for this was the University's improvement in the NSS (National Student Survey) results. It was noted that the methodology used in drawing up the league tables was not necessarily accurate and that some of the measures used were based on value judgements. However, the University's position had been relatively consistent across the tables. It was felt that the tables probably had most impact internally, on staff morale, and more so on overseas rather than home students.

#### 35.5 Other matters for report

##### 35.5.1 UCU Ballot

It was reported that the UCU (University and College Union) had withdrawn its ballot of members on industrial action. This meant that the University no longer faced the threat of possible disruption during the examination period. However, it was possible that the UCU might re-activate the ballot in the autumn term, depending on the outcome of current pay negotiations.

#### 35.5.2 Applications / Admissions

The position regarding applications and admissions was largely unchanged from the last report to the Board in March. The main change was a decline in international applications, but a significant increase in postgraduate applications.

35.5.3 It was agreed that this Minute be confidential.

*(See Confidential Minutes attached)*

*Peter Kopelman left the meeting*

### **36.0 Liquidation of Kingston University's wholly owned subsidiary – Hadleigh Products Ltd**

*(Paper BG 46/09 - confidential)*

36.1 The Finance Director gave a brief background to Hadleigh Products Ltd which had been arranged as a VAT planning scheme in 1996 in relation to building work at Kingston Hill. It was now necessary to terminate this scheme in order to avoid incurring costs in the future. The Finance Director said that the proposed arrangement was for members' voluntary liquidation, and confirmed that all necessary elements had been put in place in order to complete this process. The Board was being asked to approve the delegation of authority to the Chair. It was noted that the University would meet any financial liabilities which may arise as a result of the process, the worst case scenario being the repayment of benefits gained. The possible liability of Corporation Tax was noted.

It was resolved that

The Board approve the delegation of authority to the Chair in terms of the members' voluntary liquidation of Hadleigh Products Ltd and that any liabilities that arise as a consequence of the liquidation will be met by the ultimate parent, Kingston University and no personal liability will fall on any director of HPL.

### **37.0 NHS Contract for Radiography and Physiotherapy**

*(Paper BG 47/09)*

37.1 The NHS Contract for Radiography and Physiotherapy was an interim measure for the current year. This was pending the commencement of a new contract in September 2009, which would ensure the alignment of NHS contracts with the nursing and midwifery contract.

It was resolved that

The Board authorise the Chair to sign the combined radiography and physiotherapy contract under Chair's Action if required

**38.0 Approval of new bank account with Abbey UK Corporate Banking**  
(Paper BG 48/09)

38.1 The Finance Director reported that the University was proposing to open a new bank account with Abbey UK Corporate Banking in order to invest surplus funds, with a view to exploring possible borrowing facilities in the future. It was noted that any transactions would be in line with the University's treasury management policy.

It was resolved that

The Board approve the opening of a new bank account with Abbey UK Corporate Banking and the list of signatories outlined in the paper

**39.0 Tolworth Court Sports Pavilion – update report**  
(Paper BG 49/09)

39.1 The University Secretary reported on the background to Tolworth Court, noting that the Board had previously approved the proposed work and that planning consent for a replacement pavilion had been in place since 2005. Improvement work on the playing field had already been carried out and the University was now in a position to move forward with the building work and was seeking the Board's authority for approval under the CDP sub-committee agreed at the last Board of Governors meeting on 11 March.

It was resolved that

The Board agree that the contract for the Tolworth Court sports pavilion be referred to the 'contract approval' sub-committee of the Board of Governors

**40.0 Governor Recruitment and Committee Vacancies**  
(Paper BG 50/09)

40.1 The University Secretary noted that there were three vacancies on the Board at present, with a further three in November when several members reached the end of their final terms. An advertisement in the Sunday Times had resulted in a good response and the previously convened sub-committee of the Board had considered approximately 50 applications, following on from which it was planned to interview nine of the candidates. A further report would be made to the Board in July, with the successful candidates being appointed to the Board from November 2009 or with immediate effect.

40.2 The Board was, in the meantime, being asked to approve three decisions; firstly that Ann Corrigan be asked to serve for an additional and final year as a Board member and Chair of the Finance Committee, secondly that Roderic Lyne be appointed to the Employment & Diversity Committee, which had an immediate need for further membership, and the final matter which related to the approval of Christine Swabey to act as Chair of the Estates Committee at its meeting in June, following the recent resignation of Lawrence Parnell and pending new appointments. It was noted that all three Board members had confirmed their willingness to the above appointments.

It was resolved that

The Board agree that Ann Corrigan be asked to serve for an additional and final year as a member of the Board;

The Board approve the appointment of Roderic Lyne to the Employment & Diversity Committee;

The Board agree that Christine Swabey act as Chair of the Estates Committee at its next meeting on 17 June

#### **41.0 Progress report on the Campus Development Plan** (Paper BG 51/09)

41.1 The University Secretary presented the progress report on the Campus Development Plan, noting that it was broadly moving forward according to plan. The main issue to report related to the use of the IESE Framework Agreement as the preferred procurement route which had been proposed at the Board meeting in March. The University had taken advice on this matter and had been advised that this approach could not be used under European procurement rules. It was therefore planned to use the single stage design and build route under the standard OJEU process. It was noted that the need to revise the approach would impact on the programme, completion of which was likely to be delayed from September 2011 to January 2012.

41.2 The Board queried whether it was anticipated that the project would be delivered within budget, in the light of current issues. It was reported that the change of procurement route was not anticipated to have an adverse impact on the cost of the project. The expectation remained that costs would come in below budget, based on current market conditions and conservative estimating. For example, costings received to date for the demolition contract at Kingston Hill were below the budgeted figures.

#### **42.0 Update report on the Forecast Outturn 2008/09** (Paper BG 52/09)

- 42.1 The Finance Director reported on the update of the forecast outturn 2008/09 which identified areas of change since the last update exercise, and which was considered in detail by the Finance Committee at its last meeting in April. It was noted that there would be further changes to the outturn before the end of the year.

### **43.0 Report on Learning, Teaching and Quality at Kingston University** (Paper BG 53/09)

- 43.1 The Deputy Vice-Chancellor presented the report on Learning, Teaching and Quality, the main purpose of which was to inform the Board of Governors that the University would be subject to a full institutional audit of its teaching provision by the Quality Assurance Agency in the autumn of 2010. This was a regular exercise, last carried out in 2005.
- 43.2 It was important to emphasize that a successful QAA audit was central to the University's academic reputation.
- 43.3 Preparatory work for the audit had already started, including an action plan, and would be a thorough process focusing on specific areas including recent University issues, the current economic climate and the QAA's work in other HEIs. The importance of securing the best outcome of 'broad confidence' was noted. A further report to update the Board on the QAA audit would be made in the next academic year.
- 43.4 The Board noted that HEIs were subject to a number of external reviews. It was agreed that a report would be produced for the next Board meeting in July summarising all external reviews.

*Action: Report summarising all external reviews to Board meeting in July 2009 [Vice-Chancellor]*

*Sara Drake left the meeting.*

*Deborah Lock, the Executive Director of Enterprise joined the meeting for the next item.*

### **44.0 Enterprise Strategy – Operational Plan** (Paper BG 54/09)

- 44.1 The Pro Vice-Chancellor, Research and Enterprise introduced the Executive Director of Enterprise, who reported on the main aspects of the Operational Plan, following on from the Enterprise Strategy which had been discussed at the last Board of Governors' meeting in March. It was noted that this area was closely connected with the Employer Engagement agenda.
- 44.2 The Enterprise Strategy and Operational Plan represented the changes which had been made in the recent overhaul of the Enterprise Department. The Operational Plan identified the targets and set out the methodology relating to activities in the following five main areas: Research & Business Development; Knowledge Transfer; Commercialisation; Entrepreneurship Education; and Academic Enterprise.

- 44.3 Additional resources were being allocated to assist in the embedding of the Enterprise structure and programmes across the University. This included further resources towards academic development and research, and the appointment of a Contracts Manager. Business Development Managers were attached to each faculty, supported by the central unit. Knowledge transfer activities were located centrally, but with a faculty focus. It was important to ensure that all business units were working in conjunction with each other as well as with the centre and other related areas such as the research support unit, as part of an integrated plan. Key performance indicators were being developed on a faculty basis.
- 44.4 The Chair, on behalf of the Board, thanked the Executive Director of Enterprise for a comprehensive report, and noted the Board's increased confidence in the area of Enterprise. The Board noted the ambitious targets in the Operational Plan and would be interested to see future developments and outcomes.
- 44.5 It was reported that only a small number of HEIs were able to break even over ten years on enterprise programmes. The University's programme was substantially funded by HEIF (Higher Education Innovation Fund), and it was noted that the faculties were not underwriting any of the activities based in the centre. Targets were in place relating to local faculty income, which had been agreed between the faculties and the centre and a review of the University's consultancy practices and processes was currently underway, with a view to a re-launch of a simplified and streamlined KUEL (Kingston University Enterprises Ltd) service in the autumn.
- 44.6 The Pro Vice-Chancellor, Employer Engagement highlighted the importance of the effective management of business areas, and reported that, under the guidance of the Executive Director of Enterprise, a clear governance structure had been established which drew together, for the first time, all the enterprise and employer engagement activities of the University.

*Deborah Lock left the meeting.*

## **45.0 Equality Annual Report and Action Plan** (Paper BG 55/09)

- 45.1 The Deputy Vice-Chancellor presented the Equality Annual Report and Action Plan, which had also been discussed in detail by the Employment & Diversity Committee and the Executive Board. The Board of Governors and Executive Board had previously expressed some concern over the progress of equality and diversity activities. It was reported that progress was now being made with impact assessment exercises being carried out in several areas.
- 45.2 There were two areas of concern within the Equality Report. The first area related to the low representation of BME in the University's staff numbers, which did not correlate with the profile of the student body. The second area related to statistics indicating less successful academic performance

by BME students. This reflected a national pattern, and work was continuing in order to understand and address the underlying causes.

45.3 The importance of equality and diversity work in the context of governance was noted, particularly with regard to the Board's statutory requirements. The Board noted that good progress had been made with a greatly improved information base, and significant work had been carried out on analysis of data and identification of priority areas. It was suggested that equality and diversity work could focus more on students rather than processes. It was also noted that a matrix type presentation of information could be helpful.

45.4 It was agreed that the University should proactively encourage applications from under-represented sections. The question of more diverse representation on the Board of Governors was also discussed. With regard to Board membership it could be useful to assess the expertise of unsuccessful applicants. Other methods of attracting Board applicants could be considered such as a direct selective approach or the promotion of opportunities rather than advertising positions, and personal recommendations through the Nominations Committee route.

*Tim Oliver left the meeting.*

#### **46.0 Board Assessment of Liquidity and Going Concern** (Paper BG 56/09)

46.1 The Finance Director reported that Board assessment of liquidity and going concern had been considered by the Audit Committee at its last meeting on 7 May. This related to a new issue raised by the external auditors which required the Board of Governors to state its assurance of the University's liquidity and going concern. The paper outlined the proposed mechanism for including the Board's assessment in its report in November.

46.2 This matter was linked to the recently received annual risk assessment letter from HEFCE, which had stated that the University was not at high risk. It was noted that this letter would normally be circulated to the Board of Governors and the Audit Committee. It was agreed that arrangements would be made to circulate this letter accordingly, as an attachment to the minutes of today's meeting.

*Action: Risk Assessment letter from HEFCE to be circulated with the minutes of today's Board meeting [Secretariat]*

*Robert Green left the meeting*

#### **47.0 Finance Report for March 2009** (Paper BG 57/09)

47.1 The Board noted the Finance Report for January 2009

**48.1 Report on Health & Safety Update and Metrics**  
(Paper BG 58/09)

48.1 The Board noted the Report on Health & Safety Update and Metrics.

**49.0 Minutes of the Academic Board meeting on 11 March 2009.**

49.1 The Board noted the Minutes of the Academic Board meeting.

**50.0\* Minutes of the Finance Committee meeting held on 23 April 2009**

50.1 The Board noted the minutes of the Finance Committee meeting.

**51.0 Any Other Business**

51.1 There was no other business.

**52.0 Date of next meeting**

The next meeting of the Board of Governors was scheduled for Wednesday 15 July 2009 in the Town House, Penrhyn Road.

The meeting was followed by a presentation of KUSU activities by Olrick Coker, the President of KUSU and student governor.

There being no further business, the meeting ended at 11.10am.

Ref: Governors\Minutes\BoG200509FinalDraft