

# Kingston University London

## MINUTES BOARD OF GOVERNORS

### MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON WEDNESDAY 23 SEPTEMBER 2009 IN THE TOWN HOUSE, PENRHYN ROAD

#### **Present:**

Gren Collings (Chair), George Alexandrou, Tony Beadle, Chris Brooks (observing), David Carter, Sara Drake, TJ Esubiyi, Robert Green, Frank Kennedy, Roderic Lyne, Phil Molyneux, David Reardon, Peter Scott, Christine Swabey, Colin Watts and Clarissa Wilks

#### **In attendance:**

Deputy Vice-Chancellor, University Secretary, Pro Vice-Chancellor (Employer Engagement), Pro Vice-Chancellor (External Affairs), Pro Vice-Chancellor (Research & Enterprise), Finance Director, Head of Planning, Head of Secretariat, Minuting Clerk

*The Chair welcomed David Carter and Frank Kennedy to their first meeting of the Board of Governors, and also Chris Brooks and Stephen Cooksey, whose appointments were due to start in November and who were attending today's meeting as observers.*

*The Chair noted that this was the final Board meeting for Stephen Cox, Christine Swabey and Colin Watts, whose terms of office were due to end on 20 November 2009, and also Tim Oliver, the Surrey County Council representative, who had resigned from the Board as he had decided not to stand for re-election to the Council. Christine had joined the Board in 2002 and served on the Finance Committee for four years, and as Vice-Chair of the Board and Chair of the Employment & Diversity Committee for the last three years. She had also assisted on a number of staff and student hearings. Colin had joined the Board in 2003 and served as a member of the Employment & Diversity Committee for six years, and also on the Remuneration Committee. He had also been a member of a number of staff and student appeal hearings. Stephen had joined the Board in 2002 and served as Chair of the Audit Committee for over five years, and also as a member of the Nominations Committee. Tim had joined the Board in 2005 and had served as a member of the Finance Committee for over three years.*

*On behalf of the Board, the Chair thanked Christine, Colin, and Stephen and Tim in their absence, for their support and contribution over their years of service, and wished them well for the future.*

## **81.0 Apologies for absence**

Apologies for absence were received from Ann Corrigan, Stephen Cox, Deirdre Ferrier, Stephen King, Peter Kopelman, Tim Oliver, Derek Osbourne and David Taylor.

## **82.0 Minutes of the Board of Governors Meeting held on 15 July 2009**

82.1 The Minutes were approved.

## **83.0 Matters Arising**

83.1 There were no matters arising, which were not covered elsewhere on the agenda.

## **84.0 Vice-Chancellor's Report**

(Paper BG 103/09)

84.1 National policy developments:

The Vice-Chancellor reported on the following national policy developments, which were covered in detail in his report:

Higher Education Framework

10,000 Extra Places

Review of Teaching Funding

New HEFCE approach to ensuring quality

84.2 The Board discussed the recent press reports relating to problems with delays in payment of student loans by the Student Loan Company. It was confirmed that the University had facilities in place for making emergency payments to students, under the Access to Learning Fund. Consideration was also being given to deferring the first instalment date for accommodation fees, for those students affected by the SLC problems.

84.3 It was noted that the Government's planned review of fees was yet to start and unlikely to be resolved for a further year. The general expectation was that the fee cap would be increased to £5,000.

84.4 Student Numbers:

It was reported that, at short notice HEFCE had made available, at the request of Government, an additional 10,000 fees-only student places. The University had agreed to increase student numbers by 329 places,

which HEFCE subsequently increased to 501 as part of its efforts to ensure that the sector took up all the additional places available. The current indication was that the increased target would be achieved. The only area of possible difficulty was in Foundation Degrees, which was evident across the sector. It was reported that recruitment for full-time postgraduate courses was particularly strong, and that the figures for international recruitment were also encouraging. The Vice-Chancellor noted that the quality of the undergraduate intake appeared to be satisfactory.

#### 84.3 HESES – HESA reconciliation:

The Vice-Chancellor reminded the Board of the background to the HESES – HESA reconciliation, which related to variations in the University's reported non-completion figures. The effect of the final reconciliation of non-completion figures was a reduction in the funding grant; however, it was decided that the University would not make an overall formal appeal against the adjustment in funding for a number of reasons, outlined in the Vice-Chancellor's report.

Additionally, the University had taken measures to reduce non-completion rates, including raising the awareness of the financial implications of non-completion and encouraging students to complete and submit assessments. In addition, a detailed review of students' mitigating circumstances for non-submission was under way, which had resulted in a better understanding of student issues. Individual modules were being reviewed to establish possible reasons for, and links with, non-submission rates. It was confirmed that the students' union had been involved in these discussions.

#### 84.4 Strategic plan implementation:

84.4.1 The Vice-Chancellor reported on the progress of work towards developing the cross-cutting themes outlined in the Strategic Plan. An annual operating plan to implement the Strategic Plan would be presented to the Board at its next meeting in November 2009.

##### 84.4.2 Academic focus

A draft report had been developed relating to Academic Focus, based on a flexible framework, which would be discussed by the Executive Board and Academic Board, before being presented to the Board of Governors for discussion.

##### 84.4.3 Fitness for purpose

Three broad approaches were being developed with regard to Fitness for Purpose – Scenario Planning to prepare for a 10% cut in HEFCE funding; Major Projects, including stream-lining the course structure from eight to four modules a year and amalgamating the existing

faculties of CISM, Engineering and Science into a single STEM faculty; and Restructuring including evaluation of possible models for the relationship between the centre and the faculties.

84.4.4 It was noted that the development of a new Strategic Plan had been considered in detail by the Board at its Away Day last year. It was agreed that a wider discussion on the new Plan and its implementation would be included as a major item at this year's Away Day in December.

#### 84.5 Royal Holloway – St George's merger:

It was reported that a decision was expected on whether to proceed with the merger, at the SGUL Council meeting later in the week.

#### 84.6 Other matters for report:

##### 84.6.1 Deputy Vice-Chancellor appointment

Candidates for the Deputy Vice-Chancellor appointment were due to be interviewed later in the week and were also having informal meetings with two groups – one comprising senior academics and one comprising senior managers – to offer a fuller picture of the University.

##### 84.6.2 Sunday Times University Guide

It was reported that the University was ranked 72<sup>nd</sup> out of 121 institutions in the *Sunday Times University Guide* and was the highest ranked 'new' university in the London area.

### **85.0 Internal Audit Governance Review**

(Paper BG 104/09)

85.1 The University Secretary reported that Internal Audit had conducted a review of governance arrangements over the summer, subsequent to which four recommendations had been proposed. The Board was being asked to accept recommendations 3 and 4 relating respectively to KPI variation data and Nominations Committee membership based on CUC Guidance. The Board was also being asked to provide a steer on the appropriate responses to recommendation 1, relating to the Board's relationship with the Academic Board, and recommendation 2, proposing a mid-year review of KPIs.

85.2 The Chair noted that the issue of the relationship with the Academic Board had been previously raised and considered, and was seen as a common issue across the sector. It was felt that the Board of Governors' responsibility for the University's academic mission was fulfilled through its discussion and oversight of the Strategic Plan and the Vice-Chancellor's report. In addition, the minutes of Academic

Board meetings were included on Board of Governors' agendas and were noted and accepted without further discussion, indicating the Board's satisfaction with its knowledge of this area.

- 85.3 It was suggested that the Board of Governors could carry greater responsibility for academic issues; however, this would necessitate amendment of the University's Articles of Government, and would inevitably increase the Board's workload. A further solution would be to include more academic items on the Board agenda. It was noted however, that the Vice-Chancellor's report included significant academic matters, such as the issue around Degree Classifications earlier in the year. Board members were also invited to the Away Days with senior academic staff to discuss strategic academic issues. Other proposals to address this issue included the possibility of a Board member observing meetings of the Academic Board, and presentations by the Deans of Faculties to the Board of Governors.
- 85.4 It was agreed that the Academic Board relationship would be reviewed as part of the Board Effectiveness review due to be carried out in the next academic year. It was also agreed that the Vice-Chancellor would continue to include major academic items in his regular reports to the Board.
- 85.5 The second recommendation related to the provision of a mid-year formal review of progress against Key Performance Indicators. It was important to consider the cost / benefit implications of producing a mid-year report. It was noted that the majority of the KPIs changed only once annually. Those which changed more frequently, such as student numbers and financial data, were included in the Vice-Chancellor's report to the Board and through the Finance Committee. It was agreed that current reporting was adequate, with the addition of exceptional reports to inform the Board of any major adverse changes to specific KPIs. It was important to ensure the correct timing of data being reported to the Board to enable the Board's appropriate input. This issue would be further considered as part of the Board Effectiveness Review.
- 85.6 It was agreed that in future, the review of KPIs would be re-scheduled to the September Board agenda, since the November agenda routinely included a large number of regular items.

It was resolved that

Further consideration of Recommendations 1 and 2 would be included as part of the Board Effectiveness Review in 2010/2011

*Action: Further consideration of the relationship with the Academic Board, and further review of KPI reporting to be included as part of the Board Effectiveness Review in 2010/2011*

*[University Secretary / Secretariat]*

*Review of KPIs to be re-scheduled to the September meeting of the Board  
[Secretariat / Head of Planning]*

**86.0 Report on HEFCE Assurance Visit**  
(Paper BG 105/09)

86.1 The University Secretary reported on the HEFCE Assurance Visit over the summer which had resulted in the highest level of assurance to the University. The one issue arising from the visit was that the HEFCE auditors expressed the opinion that the University should formally adopt the CUC Governance Code of Practice. It was noted that the Board complied with the key principles of the Code and that no change would be needed to current practice should the Board decide to adopt the CUC Code. The Board agreed to formally adopt the Code.

It was resolved that

The Board formally adopt the CUC Governance Code of Practice and General Principles.

**87.0 CDP Progress Report**  
(Paper BG 106/09 - *confidential*)

It was agreed that this minute be confidential.  
(*See Confidential Minutes attached*)

**88.0 Report on NHS London Contracts**  
(Paper BG 107/09)

88.1 The Pro Vice-Chancellor for External Affairs reported on negotiations for the renewal of the educational contracts between the Faculty of Health and Social Care Sciences and NHS London, relating to radiography, physiotherapy, nursing and midwifery, and Continuing Professional Development. It was noted that, for the purposes of reporting to the Board, these contracts had been reviewed as a combined package of work.

88.2 The overarching principle on which NHS London based the revised contracts was to move away from using the national framework agreement, in order to introduce a market element and increase the level of competitiveness. The main changes in the new contracts were the removal of maximum and minimum numbers and funding based on outputs, using benchmark pricing. The main concern to the University was the lack of volume control, particularly in the light of anticipated

reduction in public funding. NHS London was not willing to vary the contract terms other than on specific property costs. It was therefore important to include as much definition as possible within the contract, in order to appropriately reflect the University's position.

- 88.3 The main risks were identified as: the University's responsibility for securing placements; lack of guarantee in terms of commission for student numbers; resource requirement; benchmark pricing; and possible reduction in NHS funding. In order to mitigate these risks, it was planned to conduct more frequent monitoring of the contracts, with monthly reviews, in order to ascertain their viability, re-assess the costs of contract delivery and enable rapid decision-making based on management information. It was also planned to develop scenario planning, and coordinate annual and strategic reviews with NHS London to further monitor the contracts. It was noted that the contracts allowed for termination on 12 months' notice by either party.
- 88.4 Two items remained unresolved: the exact figures for property costs, and further information on run-out costs. It was anticipated that these matters would be resolved within two weeks. All other provisions were incorporated within the contracts. The Board was requested to approve the delegation of authority to sign the contracts to the Chair, under the terms of the previously established sub-committee for CDP approvals.
- 88.5 It was noted that although the terms of the new contracts were not as beneficial to the University as that of the previous contracts, the University had taken all possible steps to ensure that the central contract was properly defined and had outlined appropriate mitigating actions in order to address the perceived risks. One of the main objectives would be to improve the overall financial performance which could be achieved through the reduction of attrition levels.
- 88.6 The University had little choice other than to approve the contracts, if it intended to continue in the provision of healthcare education. It was also noted that to discontinue as a provider would undermine its relationship with St George's University of London. It was agreed that the contracts be approved, subject to the two outstanding items detailed in minute 88.4.

It was resolved that

The Board approve the delegation of authority to the Chair, to sign the new contracts for NHS London commissioned services, under the terms of the previously established sub-committee consisting of the Chair, the Vice-Chair, the Chairs of the key committees, namely Audit, Estates and Finance, and the Vice-Chancellor, set up to enable approval of contracts in between scheduled Board of Governors meetings.

## **89.0 Board of Governors Annual Plan for 2009/10**

(Paper BG 108/09)

89.1 The Board noted the annual plan for the Board of Governors and its standing Committees, for the academic year 2009/10. Board members were asked to notify the University Secretary's Department of any additional items they believed should be added to the plan.

## **90.0\* Report on Health and Safety Metrics**

(Paper BG 109/09)

90.1 The Board noted the report on Health and Safety Metrics

## **91.0\* Minutes of the Academic Board meeting held on 24 June 2009**

(Paper BG 110/09)

91.1 The Board noted the Minutes of the Academic Board meeting

## **92.0 Report on the Audit Committee meeting held on 17 September 2009**

(verbal report)

92.1 It was noted that most of the Audit Committee's work covered at the meeting on 17<sup>th</sup> September was regular business which would be reflected on the Audit Committee agenda in October and the Board of Governors' agenda for the November meeting. It was also noted that the outcome of the HEFCE review over the summer represented a good result for the University.

## **93.0 Any Other Business**

93.1 National Institute for Health Research (NIHR) Contract  
(Paper BG 112/09 – tabled)

Although it was not customary for papers requiring Board approval to be tabled at Board meetings, the Chair confirmed that he had been informed of the NIHR Contract in advance and that it represented no risk to the University. The reason the Board was being asked to approve the contract was because the overall value of the contract placed it over the threshold of the Vice-Chancellor's signing authority. The Board agreed to approve the contract.

It was resolved that

The Board approve the signing of the contract for the National Institute for Health Research

### 93.2 Election of Chair and Vice-Chair

The Chair noted the requirement for the Board to elect a Chair and Vice-Chair for a one year term, at its next meeting in November. Gren Collings confirmed that he would be happy to continue in the position of Chair for a further year. However, the position of Vice-Chair would be made vacant following the completion of Christine Swabey's term of office on 20 November 2009. Board members who were interested in the position of Vice-Chair were asked to contact the University Secretary for further information on the role and commitments of the position.

### 93.3 Departure of Mary Stuart

As mentioned at the last Board meeting in July, Mary Stuart was attending her final Board meeting before leaving the University to join the University of Lincoln as Vice-Chancellor. On behalf of the Board, the Chair thanked Mary for her contribution to the University, particularly with regard to the student experience, SWan and the work on the QAA audit, and wished her well for her future at Lincoln.

### 93.4 There was no other business.

## 94.0 Date of next meeting

The next meeting of the Board of Governors was on Wednesday 25 November 2009 in the Town House, Penrhyn Road.

*All internal Board members and attendees left the meeting for the next item.*

## 95.0 Report following the meeting of the Remuneration Committee held on 15 July 2009 (*Confidential – external Board members only*)

It was agreed that this Minute be confidential.  
(*See Confidential Minutes attached*)