

# Kingston University London

## MINUTES BOARD OF GOVERNORS

### MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON WEDNESDAY 21<sup>st</sup> SEPTEMBER 2011 in TH102/103, PENRHYN ROAD

#### Present:

Roderic Lyne (Chair), George Alexandrou, Tony Beadle, Chris Brooks, David Carter, Chris Dingle, Bruce Fraser, Robert Green, Sara Drake, Lesley Granger, Frank Kennedy, Neil MacIntosh, Nona McDuff, Sue Rimmer, John Ripley, David Taylor, Julius Weinberg and Clarissa Wilks.

#### In attendance:

Deputy Vice-Chancellor, Pro Vice-Chancellor (Corporate Affairs)/University Secretary, Pro Vice-Chancellor (Research & Enterprise), Finance Director, Head of Secretariat, Minuting Clerk and Consultant from HE Consultancy Group.

*The Chair noted that this was the final Board meeting for Tony Beadle and David Taylor, before the end of their terms of office. On behalf of the Board, the Chair thanked them for their contribution as members of the Board and the Audit and Finance Committees, and also for their help on Governors' appeal panels.*

#### 81.0 Apologies for absence

Apologies for absence were received from Ann Allen, Stephen Cooksey, Peter Kopelman, Derek Osbourne and the Pro Vice-Chancellor, (Academic Support & Student Services),

#### 82.0 Minutes of the Board of Governors Meeting held on 13<sup>th</sup> July 2011

82.1 The Minutes were approved.

#### 83.0 Matters Arising / Action Grid

Matters arising were considered in conjunction with the action grid.

83.1 Action 07/11 – Role of professorial fellowship:

A paper clarifying the role and criteria of professorial fellowships would be considered by the next Academic Board meeting and would then be presented to the Board of Governors, either in November 2011, or in January 2012.

83.2 Action 10/11- Report on the Student Experience:

It was reported that progress had been made and a report on the Student Experience would be made to the Board in early 2012.

83.3 Action 11/11 – CDP Phase 2 feasibility studies:

A meeting to discuss CDP Phase 2 feasibility studies was due to be held after the Board meeting between the Estates Committee and the Property Assurance Group. A report would be made to the Board in November 2011.

83.4 Action 12/11 - Fund-raising Committee:

It was reported that the Vice-Chancellor had held useful discussions with Bruce Fraser, who had substantial experience in the area of fund-raising, and that further meetings were planned before reaching a decision on the structure of the proposed committee. It was noted that a number of HEIs had put significant resources into fund-raising, which was an issue the University would need to consider.

83.5 Action 14/11 – Civic Engagement Reception:

It was planned to arrange a civic reception in conjunction with the Business School, to mark the opening of the new Kingston Hill building next year.

83.6 Action 15/11 – Nominations Committee's consideration of issues emanating from the Board Effectiveness Review:

This matter would be discussed later in the meeting.

83.7 Action 16/11 – Action Plan following Board Effectiveness Review:

This matter would be discussed later in the meeting.

83.8 Action 17/11 – Ratification of sealed documents:

It was agreed that ratification of sealed documents would be included on future agenda as a starred item.

83.9 Action 18/11 – Equality Report 2010/2011:

The Equality Report for 2010/2011 would be presented to the Board at its meeting in January 2012.

83.10 There were no other matters arising.

*Actions: Report on the role and criteria of Professorial Fellowships to the Board in November 2011 or January 2012 [Deputy Vice-Chancellor]*

*Report on the Student Experience to the Board in early 2012  
[Pro Vice-Chancellor, Academic Support & Student Services]*

*Report on CDP Phase 2 feasibility studies to the Board in November 2011  
[Pro Vice-Chancellor, Corporate Affairs and University Secretary]*

*Progress report on Fund-raising to the Board later in early 2012  
[Vice-Chancellor]*

*Equality Report 2010/2011 to Board in January 2012  
[Pro Vice-Chancellor, Corporate Affairs and University Secretary]*

#### **84.0 Vice-Chancellor's Report** (Paper BG 105/11)

NHS London:

- 84.1 The Vice-Chancellor reported that a significant external issue currently affecting the University was the proposed re-structuring of educational contracts by NHS London. This related to nursing and physiotherapy contracts and was expected to result in fewer commissions and a reduction of contract holders in the London region. The tendering exercise had been put in place with anticipated implementation in the summer of 2012. The main concerns over the re-structuring were firstly, the short timeframe of proposed implementation and secondly, the possible de-stabilizing effect on student applications to courses which might be withdrawn.
- 84.2 It was reported that the Vice-Chancellor, in conjunction with the Principal of SGUL, had responded to NHS London on behalf of all London HEIs outlining these concerns. To date no response had been received.
- 84.3 Whilst it was believed likely that the University would remain one of the providers, there was an issue over the constitutional position of the joint faculty, which differed from the required status of single unitary organisation, as stipulated in the tender exercise. The University awaited clarification from NHS London in this regard.
- 84.4 It was noted that this was a difficult situation for students wishing to apply for the affected courses, and it was believed that the National Union of Students was petitioning with regard to this matter.
- 84.5 It was reported that financial modelling exercises had been carried out and the joint faculty's cost base was being reviewed and compared to other faculties.
- 84.6 A joint meeting of the Kingston and St George's University of London Boards was scheduled for 18 October 2011. This would be a very useful meeting and would give a better understanding of the work and operation of the joint Faculty of Health & Social Care Sciences. The structure and format of the meeting were yet to be confirmed; however, it was important to note that it was intended to be an informal meeting.
- 84.7 The Chair noted the two key issues relating to SGUL. Firstly, the joint faculty was important in the context of SGUL's financial sustainability; and secondly, with regard to SGUL's relationship with St George's Healthcare Trust, it was

noted that the Trust had not yet acquired Foundation Trust status, and was therefore at risk of being subsumed into another trust, which could affect the future of the Medical School.

- 84.8 It was agreed that a briefing paper would be produced and circulated to the Board ahead of the meeting on 18<sup>th</sup> October, giving details of the general background of SGUL and the joint faculty, details of issues specific to Kingston and a list of the names and backgrounds of all attendees.

#### University Strategy:

- 84.9 It was reported that the consultation process on the new strategy was proceeding well and that useful feedback had been received, which would be formulated into a series of propositions. The new strategy would be further considered at the Senior Staff conference in October, to include a review of feedback following the consultation process and an analysis of propositions. A further meeting of the informal Strategy Group would be arranged to take place ahead of the next Board of Governors meeting on 23<sup>rd</sup> November.

#### National Student Survey:

- 84.10 The last NSS resulted in a disappointing outcome and steps were being taken to address this matter. Whilst there were good results in some areas, overall the results were not improving as rapidly as anticipated, and it was important to take the appropriate steps and develop action plans to avoid a further drop in the rankings.
- 84.11 A co-ordinated response was being prepared, including proposals for improvements at course level, and a management plan which would be centrally monitored. This was helped by the new centralised structure of the Senior Management Team, which allowed direct participation by the Faculty Deans.
- 84.12 The Board noted that the previous plan had not been fully effective, but it was clear that the University was taking steps to address the issue. It was reported that some of the problems related to legacy issues. The strong support from KUSU was noted.
- 82.13 It was agreed that a summary of the data from the NSS results, including student comments, would be circulated to the Board.
- 84.14 Despite a small percentage shift, the University had slipped fifteen places due to the tightly-packed league tables. Areas which had consistently good results included Education and Nursing. The main problem areas were assessment and feedback, and trends indicated steady deterioration in some areas. In order to address these effectively, it was necessary to consider generic issues, such as library provision and computer access, and at a local level to review the structure and detail of specific courses. It was also important to consider underlying cultural issues and generate a greater sense of worth and importance around the student body. In this context, lessons could be learnt from the customer service industry. It was agreed

that a number of issues needed to be addressed at an institutional level in order to facilitate improvement at a local level.

84.15 It was reported that a fundamental review of the academic framework was due to be carried out shortly, which would have a significant impact on more effective course delivery. The central portfolio was being revised with the proposed appointment of a Pro Vice-Chancellor for Education, to give greater focus on the educational aspect of the institution. Changes were also planned within Information Services, which was a key area within the University. An external consultant had been commissioned to carry out a review of the system and an interim appointment would be made following the retirement of the current Director of Information Services, to oversee implementation of the resulting plan. The long-term intention was a split function between the IT infrastructure and the operation of learning resources, the latter falling under the remit of the proposed Pro Vice-Chancellor for Education post. It was anticipated that these measures would have a direct beneficial impact on the student experience.

Staff:

84.16 It was reported that Trevor Keeble had been appointed as Acting Dean of the Faculty of Art, Design and Architecture. The resignation of the Dean had presented an opportunity to review the faculty structure and consider possible options for re-configuration of the faculties. A decision would be made on these matters by the end of 2011.

Rose Theatre:

84.17 It was reported that the University was continuing its association with the Rose Theatre, with the aim of maximising benefits to the University whilst ensuring the Theatre's viability.

Sustainability and Resources (Income & Expenditure):

84.18 It was noted that the University had made a significant surplus for 2010/2011. Concern was expressed relating to large variances and a lack of investment, and it was agreed that the planning process needed to be improved.

84.19 The Finance Director said that these matters were due to be discussed by the SMT, with a focus on addressing expenditure practices and improving the forecasting process. It was considered that the University had, to some extent, been over-prudent. Under-investment had led to recurrent surpluses, and caused some problems in the past. This issue was being addressed by the development of a ten-year investment plan.

84.20 The two main processes which needed to be addressed were the roll-forward of budgets and the depletion of non-core budgets. Changes in the budgeting process would involve the introduction of a new resource allocation methodology.

84.21 The reduction of over £6m in HEFCE funds in 2011/12 due to HEFCE policy decisions including withdrawal of capital expenditure support was noted. While suppressing the expected surplus in 2011/12 the forward forecast with the new fee arrangements did not reflect a structural impact on the University's finances.

84.22 The Board was pleased to note a developing framework which linked the relevant areas. It was important to ensure a strong link with the new strategy, focusing on the key issues of performance management and KPIs. The need to maintain an effective control environment was noted, with clear investment criteria to ensure effective future investment.

*Actions: Briefing paper to be produced and circulated to the Board ahead of joint Kingston and SGUL Board meeting on 18<sup>th</sup> October [Secretariat]*

*Further meeting of informal Strategy Group to be arranged, if possible, ahead of the next Board of Governors meeting on 23<sup>rd</sup> November [Secretariat]*

*Summary of data from NSS results, including student comments, to be circulated to the Board [Pro Vice-Chancellor, Academic Support & Student Services / Secretariat]*

*Review of faculty structure and possible options for re-configuration [Vice-Chancellor / Deputy Vice-Chancellor]*

## **85.0 Report and recommendations following the Board Effectiveness Review** (Paper BG 106/11)

85.1 The Chair noted that the next meeting of the Board in November would include the final discussion stage of the Effectiveness Review, and would be followed by the full implementation of the action plan and agreed changes. The Effectiveness Review programme would then be monitored by the Nominations and Governance Committee, which would carry out a review on an annual basis.

85.2 David Taylor presented the report and action plan noting that, out of 45 recommendations, approximately half had been agreed at the last meeting. A revised detailed action plan was attached at Appendix B, which would be finalised prior to the November meeting. It was therefore agreed that at least one further meeting of the Effectiveness Group should be arranged in October ahead of the Board meeting in November.

85.3 It was noted that there was some overlap between paper BG 106/11 and the next report on the agenda, BG 107/11 – Report from the Nominations Committee, which had met in the previous week.

85.4 The Board discussed the recommendations, outlined in paragraph 10 of the Report.

(1) & (5) Nominations Committee remit and role of lead governor:

It was agreed that the Nominations Committee remit should be expanded to include governance matters and that revised Terms of Reference should be drawn up accordingly. The new remit would also include the monitoring of

the Effectiveness Review action plan. It was noted that the renamed Nominations and Governance Committee would have a substantive membership including the Chairs of all other committees.

It was proposed that the work on the role of lead governor on governance issues should be led by Lesley Granger, Vice-Chair.

The Board supported the proposal to hold all its meetings and those of its committees, at times to optimise diary planning.

(2) & (3) Transfer of Effectiveness Review work to Nominations Committee:

It was agreed that the Effectiveness Review Group would continue its work until its meeting in October, when it would formally transfer responsibility to the Nominations & Governance Committee. It was also agreed that a deadline of 13<sup>th</sup> October would be set for action plans to be finalised, and that a further meeting of the combined Group and Committee would be arranged for a date in late October.

(4) Nominations Committee work on proposal to reduce size of Board:

The Chair reported that the Nominations Committee had met in the previous week, after this Report had been prepared, and had revised its recommendations in terms of the overall size of the Board. The Committee recommended that the Board should work towards an incremental reduction with a further review in one year's time, rather than have a fixed target point. This recommendation was reflected in the next paper on the agenda, BG 107/11.

(6) Support arrangements for implementation of the action plan:

It was noted that support arrangements should be reviewed following the resignation of the Head of Secretariat in November. The University Secretary / Pro Vice-Chancellor, Corporate Affairs said that either an interim or a permanent appointment would be put in place to allow an overlap of approximately one month, in order to continue the Board Effectiveness work.

85.5 The Chair thanked David Taylor for his invaluable work on the Board Effectiveness Review.

*Actions: Nominations & Governance Committee to take over work of the Board Effectiveness Review and carry out a review on an annual basis [Secretariat]*

*Further meeting of the Effectiveness Review Group with the Nominations Committee to be arranged before the November Board meeting [Secretariat]*

## **86.0 Report and recommendations following the Nominations Committee meeting on 15 September 2011** (Paper BG 107/11)

86.1 The Nominations Committee had met twice to discuss and clarify the areas it was asked to address by the Board, following the Effectiveness Review.

- 86.2 The present ratio of internal Board members from the staff and student bodies was approximately 25%. It was agreed that this ratio should be retained. Moving to a total of twenty-one members would therefore mean a reduction of internal members by one.
- 86.3 The agreed objective had been to move to a smaller and more effective Board. It was proposed that the size of the Board should be reduced in stages, with no fixed target point, whilst ensuring that any skills gaps were addressed. This could be achieved by the limited specific use of co-option to committees, which would also have the benefit of increasing committee effectiveness. It was noted that co-option was a common device which had previously been practised by the University.
- 86.4 The recommendations to the Board were listed in paragraph 8 and reflected in the required actions under paragraph 18. It was reported that all the individuals concerned were in agreement with the proposed changes.
- 86.5 With regard to the role of local authority representation, it was agreed that this area would be reviewed following the end of the terms of office of the current representatives, in November 2012.
- 86.6 The Board agreed with the proposals listed under paragraph 8.
- 86.7 The Board considered paragraph 10 which related to internal membership and retention of the current ratio of 25%. It was important to ensure that all areas of the University were represented, and that the reduction by one internal member did not compromise representation from professional staff. It was proposed that the reduced number of 5 should include, as well as the Vice-Chancellor and KUSU representative, one senior staff member from the Academic Board nominated by the Vice-Chancellor, one member of staff from the elected Academic Board membership and one elected non-teaching staff member. It was important that the notion of proportionality and the rationale for this proposal was clearly communicated across the University.
- 86.8 The Board considered ways of expanding its knowledge of the University. This could be improved by agenda management, including the use of staff and student presentations. It was suggested that working lunches and/or dinners held on a regular basis would give an opportunity to discuss broader issues which would not normally be included on the agenda.
- 86.9 It was noted that a referendum among the students would be a valuable way of assessing the opinions of the student body. It would also be useful for the SMT to have feedback from a referendum.
- 86.10 The Vice-Chancellor said that he was continuing in his efforts to identify an ex-Vice-Chancellor to join the Board and would report in due course.
- 86.11 The importance of increasing input and output from the University's various constituencies was noted, particularly those not directly represented on the Board. The use of lead governors to cover faculty and functional areas was a useful way of increasing input and output from constituencies. It was

proposed to set up a pilot scheme, initially liaising with KUSU, one or two faculties, and one or two functional departments. The proposal would be developed by the Nominations (& Governance) Committee and would have a trial run over the coming year to ascertain its usefulness and viability. Volunteers would be sought from the Board membership, and an appropriate model would be drawn up. It was important to clarify the role of the lead governor as one of liaison, with the objective of increasing the Board's knowledge and understanding and creating a channel for information input and output.

86.12 The Board supported the proposal, but noted that the planned initiative would increase the Board's workload, with greater attention to detail required, at a time when it was planned to reduce its membership. It was also possible that a higher level of support would be needed from the Secretariat. However, it was acknowledged that one of the implications of a strategic Board was a higher level of commitment on the part of its members. It was noted that members' contribution would vary, according to their availability.

86.13 It was agreed that a lead governor pilot scheme would be developed in detail by the Nominations & Governance Committee and submitted to the Board at its November meeting. The scheme would be trialled for an agreed period of time to assess the effectiveness of a different style of working and identify any possible stress points. It was planned that Board members would be asked to volunteer for the scheme, and that it would be self-driven, with individuals developing their specific roles.

86.14 It was also agreed that the role of the Board and the points discussed would be clearly communicated to staff and students.

It was resolved

That the Board agreed with the following proposals:

- 1) At the end of his term of office as a Governor in November, David Taylor to become a co-opted member of the Finance Committee for one year;
- 2) At the end of his term of office as a Governor in November, Tony Beadle to become a co-opted member of the Audit Committee for one year;
- 3) At the end of her term of office in November, Sara Drake to serve one additional and final year as Governor and as Chair of the KUSCo Board until 20 November 2012
- 4) Derek Osbourne to serve one additional, and final, year as a Governor until 20 November 2012
- 5) Peter Kopelman to be appointed for a second term of office until 20 November 2014

*Action: Lead Governor pilot scheme to be developed by Nominations & Governance Committee in line with minute 86.10 above and submitted to the Board for approval [Secretariat]*

*Role and operation of Board and rationale for above proposals to be clearly communicated across the University [Pro Vice-Chancellor, Corporate Affairs / University Secretary]*

## **87.0 Campus Development Plan Exception Report**

(Paper BG 108/11)

87.1 The Pro Vice-Chancellor, Corporate Affairs / University Secretary presented the CDP report, noting the briefer and simplified style of reporting. The CDP programme was generally progressing well. It was reported that there was a structural issue at the Knight's Park campus, which would involve expenditure of approximately £400k. Should the cost exceed the anticipated amount, it would be necessary to seek the Board's approval. It was noted that, overall, CDP Phase 1 was under budget.

## **88.0 Post-Graduate Tuition Fees for 2012/13**

(Paper BG 109/11)

88.1 An Addendum to paper BG 109/11 was tabled, which provided further clarity on the range of post-graduate fees proposed for 2012/13. It was noted that the future setting of fees was likely to be more difficult, owing to the uncertain environment, and it would be necessary to analyse the market in greater detail in the future.

88.2 It was noted that the University's position was more balanced than that of HEIs which had stronger links with the Indian sub-continent. It was noted that China was expected to become a net importer of students. Overall, the mobility of overseas students continued to rise.

88.3 It was agreed that the University's competitiveness in the UK and overseas would be discussed in greater detail at a future meeting, date to be decided.

*Action: Competitiveness of University's intake of UK and overseas students to be discussed in greater detail  
[Pro Vice-Chancellor Academic Support & Student Services]*

## **89.0 Code of Practice between Kingston University and KUSU**

(Paper BG 110/11)

89.1 The Code of Practice between the University and KUSU had replaced the former Memorandum of Understanding. The main change was the inclusion of KPIs for the Students' Union. It was noted that the main issue to be clarified concerned the length of time for assessment feedback.

89.2 The Code of Practice was supported by the Students' Charter 2011/12 (paper BG 111/11), which was not a formal document, but outlined the relationship and commitment between the University and KUSU. Both the Code and the Charter would be presented to KUSU's Board of Trustees for approval later in the month.

89.3 It was reported that the Charter included both formal and informal measurement mechanisms, and monitoring of KPIs and performance

management. It was noted that the Student Consultative Committee was a useful forum for students to raise any issues or concerns.

- 89.4 The Board agreed to approve the Code of Practice on the understanding that the set targets were realistic and that appropriate measuring mechanisms were in place. It was agreed that the Code of Practice would be reviewed in twelve months.

It was resolved that

The Board approve the Code of Practice between Kingston University and KUSU

*Action: Review of Code of Practice to be carried out in a year's time and reported to Board [Pro Vice-Chancellor, Academic Support & Student Services]*

## **90.0 Student Charter** (Paper BG 111/11)

- 90.1 As noted in minute 89.2, the Student Charter supported the Code of Practice and detailed the relationship between the University and KUSU. The Board noted the paper.

## **91.0 HEFCE's Assessment of Institutional Risk** (Paper BG 112/11)

- 91.1 The Board noted HEFCE's Assessment of Institutional Risk, which was a standard annual item.

## **92.0 Board of Governors' Annual Plan for 2011/12** (Paper BG 113/11)

- 92.1 The Annual Plan was a draft plan which identified general items, rather than a full description of the Board's agenda over the coming year. It was noted that this was not a definitive list and would be subject to change, as required. The date of the Board of Governors' Away Day was confirmed as 14<sup>th</sup> December 2012.

## **93.0\* Health and Safety Update Report** (Paper BG 114/11)

- 93.1 The Board noted the Health and Safety Update Report.

## **94.0\* Report from the Audit Committee meeting held on 15 September 2011**

- 94.1 The minutes of the Audit Committee meeting on 15 September would be circulated for the next Board meeting in November.

## **95.0 Any Other Business**

95.1 The Chair noted that this was the last Board meeting for George Alexandrou, Tony Beadle, David Taylor and Clarissa Wilks. On behalf of the Board, the Chair thanked them for their work over the years on Committees and Appeal panels, as well as on the Board. A valedictory dinner would be arranged in January 2012. The Chair noted that this was also the final Board meeting of the Head of Secretariat, Chris Ince. On behalf of the Board the Chair thanked him for his efforts and wished him well for the future.

95.2 There was no other business.

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

## **96.0 Report following the Remuneration Committee meeting held on 13 July 2011**

(Verbal report)

*(Confidential – external Board Members only)*

It was agreed that this Minute be confidential.

*(See Confidential Minutes attached)*

## **97.0 Date of next meeting**

The next meeting of the Board of Governors was on Wednesday 23<sup>rd</sup> November 2011 in room TH102/103, Town House, Penrhyn Road.

There being no further business, the meeting ended at 11.20am.

The meeting was followed by an informal meeting of the Estates Committee and Property Assurance Group to discuss CDP Phase 2 Feasibility Studies.