

**MINUTES
BOARD OF GOVERNORS**

**MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD AT
8.30 am on WEDNESDAY 2ND OCTOBER 2013 in TH102/103 PENRHYN ROAD**

Present:

David Edmonds (Chair), Heather Allan, Jan Broadbent, Chris Brooks, James Denholm-Price, Gary Ernest, Bruce Fraser, Caroline Gipps, Denza Gonsalves, Lesley Granger, Robert Green, Frank Kennedy, Peter Kopelman, Peter Mayhew-Smith, Sunitha Narendran, John Ripley, Liz Rylatt, Julius Weinberg, Jo Woods

In attendance:

Deputy Vice-Chancellor, Pro Vice-Chancellor (Corporate Affairs) and University Secretary, Pro Vice-Chancellor (Research and Enterprise), Finance Director, Head of Planning, Head of Secretariat, Head of Governance Support (minutes), Secretariat Officer, Graduate Trainee.

Introduction

The Chair welcomed Peter Mayhew-Smith to his first meeting of the Board.

Formal Matters

1. Apologies for Absence

- 1.1 Apologies for absence were received from David Carter, Stephen Cooksey, Neil MacIntosh, Jane Scott, the Pro Vice-Chancellor (Education) and the Pro Vice-Chancellor (Process Review)

2. Conflicts of interest

- 2.1 No conflicts of interest were declared.

3. Announcements

- 3.1 The next meeting of the Academic Board will take place on Wednesday 30th October at 2pm in TH102/103. Members of the Board who wish to attend should advise the Head of Secretariat.

4. Minutes of the Board of Governors meeting held on 10th July 2013

- 4.1 The minutes of the meeting held on 10th July 2013 were approved.

5. Matters Arising/Action Grid
(Paper BG 01/13)

- 5.1 Action 03/13: The University's policy on extremism on campus is intended to be discussed at the November meeting of the Board.
[Post meeting note: The item will be discussed in January.]

- 5.2 Action 09/13: A workshop on the University's Code of Practice with Kingston University Students' Union is being organised, and several governors will be invited to attend.
- 5.3 Action 10/13: The due date for this action should read 16/01/14.

Board Business

6. Plan of Board and Committee Business for 2013-14 (Paper BG 02/13)

- 6.1 The Board approved the plan, noting that it would be amended as items of business emerge,
- 6.2 The Board agreed to add to the plan a review of progress on the implementation of sub-strategies.

Action: Schedule a review of progress on the implementation of strategies [Secretariat]

7. Board and Committee Meeting Dates for 2014-15 (Paper BG 03/13)

- 7.1 The Board agreed the dates, noting two corrections.
- 7.2 The Board agreed that a dinner will be held in summer 2014.
- 7.3 The Chair recorded his gratitude for the time and effort given by governors to Board meetings.

Action: Send formal notification of meeting dates to Governors [Secretariat]
Identify date for a summer dinner in 2014 [Secretariat]

Strategy

8. Vice-Chancellor's Report (Paper BG 04/13)

- 8.1 The Board received a report from the Vice-Chancellor on current issues for the University, key change programmes which have begun to address them, including the process review, and current opportunities and priorities.
- 8.2 The Vice-Chancellor noted that a paper is being prepared for Nominations and Governance Committee and the Board which sets out how the change programmes and how they are being approached overall.

- 8.3 The Board discussed the timescales and expected outcomes of the Research Excellence Framework (REF) exercise, and the creation of a new research strategy based on data gathered during the current exercise. It was noted that the outcomes from the next REF are expected to be reputational rather than financial.
- 8.4 The Board noted early results following student recruitment, and the changing national context for student recruitment.
- 8.5 It was noted that the strategy as set out in Led by Learning and agreed by the Board includes raising quality and maintaining tariff entry scores. Whilst this has resulted in a reduction of undergraduate student admissions, members of the Board expressed their confidence in the strategy. The financial risk arising from this was noted. The positive effect of more students progressing from year to year and completing their studies was also noted.
- 8.6 The Board welcomed the detailed analysis that has been carried out of the University's position in the league tables. The importance of ensuring that the Board has a full understanding of how crucial decisions are taken was noted.
- 8.7 It was noted that embedded within the overall league table results was a degree of variation across the University. Deans are preparing plans to address poor league table performance in their areas, and these will be monitored at SMT level. The complexity of making adjustments was noted, bearing in mind the relative positioning of areas of academic strength, financial considerations, and the lead time for changes to take effect.
- 8.8 It was reported that wider conversations about improvement are continuing, and that poor performance will be managed carefully. As part of this, consideration was being given to moving student numbers between different disciplines.
- 8.9 The Board discussed the likely impact of the league table performance on external perceptions of the University and therefore on student recruitment, and noted the urgency of the need for action.
- 8.10 The Board noted that cultural change is an important driver of improvement, and the need to expand the high-performing culture which currently exists in many areas across the University.
- 8.11 It was also noted that effective marketing, communications and the management of interactions with potential applicants is vital to improving perceptions.
- 8.12 The Chair thanked the Vice-Chancellor and the Board for a helpful and open discussion. He noted the concerns, and the priority that the University's management will be giving to resolving the issues raised.

- 8.13 The Chair requested a report on progress with the process review and other change programmes across the University to be given at the January meeting of the Board, noting the earlier engagement of the Nominations and Governance Committee.

Action: Prepare a report on the process review [PVC (Process Review) and Finance Director
Prepare a report on broader change programmes [PVC (Corporate Affairs and University Secretary)]

9. Update on KPIs (Paper BG 05/13)

- 9.1 The Board noted the result for the KPI on staff engagement, and its amber flag status.
- 9.2 The Board noted that the dissemination of the results of the staff survey to staff is being undertaken with care.
- 9.3 The Board noted the result for the KPI on taught postgraduate student satisfaction, and its red flag status.
- 9.4 The Board noted the result for the KPI on staff qualifications and its red flag status.
- 9.5 The benefits of working with the Higher Education Academy on developing and accrediting professional training courses were reported.

10. Provisional Year End Result and Impact of Recruitment on Budget (Paper BG 06/13)

- 10.1 The Board noted the provisional year-end result for 2012-13.
- 10.2 It was noted that the larger than planned surplus indicates that resources were not optimised. The reasons for the surplus were discussed.
- 10.3 The Board noted the potential impact of student recruitment on the current year budget.
- 10.4 The Board noted the continued unpredictability of NHS commissioning which results in uncertainty for the budget of the joint faculty.
- 10.5 Members of the Board asked if a subsidiary company is still the best model for the delivery of KUSCo's services. It was reported that the University and the KUSCo Board, on which two governors sit, continues to monitor this question.

- 10.6 The Board noted the status of the current cost reduction programme, and the likely need for further significant cost reductions, and asked for assurances that these could be achieved.
- 10.7 It was reported that a large proportion of the savings achieved to date have been through a voluntary severance programme, and that this programme will continue and will be monitored closely.
- 10.8 The expected outcome of the Process Review was also noted. Consultants have been engaged to produce business cases focusing on key areas where improvements can be made. The business cases will be available by Christmas, and it is likely that they will indicate where there is potential for further cost savings.
- 10.9 It was reported that there are other options for reducing costs are being considered, for example re-scheduling some estates activities.
- 10.10 The Board discussed possibilities for income generation.
- 10.11 The Chair requested a report to the November and January Board meetings on delivering cost reductions, including achievements and future intentions. For the January meeting, it was noted that this would most probably be linked to the report on programme with the process review discussed earlier.

Action: Report to the Board on cost savings [Finance Director]

Audit and Risk Assurance

11. Report from the Chair of the Audit and Risk Committee

- 11.1 The Board received a report from the Chair of the Audit and Risk Committee.
- 11.2 He noted that the committee had considered its annual report, which will be discussed by the Board in November.
- 11.3 As it was Robert Green's last Board meeting, the Chair thanked him on behalf of the Board for his significant contribution, both to the Board and as Chair of the Audit and Risk Committee, noting the diligence with which he had chaired the committee, and wishing him every success for the future.

12. Minutes of the Meeting held on 23rd September 2013

- 12.1 The Board noted the minutes of the Audit and Risk Committee meeting held on 23rd September 2013.

Infrastructure

13. Report from the Infrastructure Committee

- 13.1 The Board received a report from members of the Infrastructure Committee on the matters they had discussed during their meeting.
- 13.2 In particular, it was noted that the outcome of the design competition for the new Town House building would be reported in November, and on IT, that the new Chief Information Officer was making a positive impact, helped also by the Gateway Zero review that had been commissioned by the Pro Vice-Chancellor (Corporate Affairs) and University Secretary on the New IT Infrastructure Programme.

14. Minutes of the Meeting held on 13th September 2013

- 14.1 The Board noted the minutes of the Infrastructure Committee meeting held on 13th September 2013.

Other Matters

15. Health and Safety Update Report

(Paper BG 07/13)

- 15.1 The Board noted the health and safety update report.
- 15.2 The Board received a suggestion that a mechanism could be put in place for exception reporting on health and safety matters.
- 15.3 The Pro Vice-Chancellor (Corporate Affairs) and University Secretary agreed to consider this suggestion and to produce proposals.

Action: Consider a mechanism for exception reporting on health and safety issues [Pro Vice-Chancellor (Corporate Affairs) and University Secretary]

16. Ratification of Decisions Taken by Chair's Action

(Paper BG 08/13)

- 16.1 The Board ratified decisions taken by Chair's action as set out in the paper.

Any Other Business

17. Industrial Action

- 17.1 It was reported that the trades unions in higher education are balloting nationally on industrial action over pay increases. The Board will be kept informed as matters develop.

18. Committee Membership

- 18.1 Suggestions for membership of the Board's committees will be presented to the Nominations and Governance Committee on 16th October.

- 18.2 The Chair invited any Board member with a view, concern or interest to telephone him or the Vice-Chair.

19. Board Meetings

- 19.1 The Chair asked the Board for their views on:
- The timing and length of Board meetings
 - The usefulness of presentations from different areas of the University.
- 19.2 There was general agreement that the current timings are suitable.
- 19.3 Whilst members of the Board felt that the presentations they normally receive have been useful and informative, they also acknowledged that allowing time for a presentation can mean truncating some of the Board's business. Members of the Board welcomed the time given at the present meeting to discussion of key issues.
- 19.4 Optional topic-based seminars on key issues and developments were suggested, as had been the case for the estate. It was noted that away days could also be used to address such matters
- 19.5 Delegation to the committees was discussed. It was noted that the Board's committees make use of task and finish approaches, and could be asked to undertake specific projects.
- 19.6 The importance of giving opportunities for governors to interact with the wider University was noted. It was reported that opportunities to meet the Deans and to understand their issues and plans would be welcome.
- 19.7 The Chair agreed to consider these points and discuss them further with the Vice-Chancellor and Pro Vice-Chancellor (Corporate Affairs) and University Secretary.

20. Dates of forthcoming meetings

27th November 2013
16th January 2014 at 16.30, followed by dinner
5th March 2014
14th May 2014, followed by Away Day with SMT
16th July 2014

There being no further business, the meeting ended at 11am.