Coventry University

Board of Governors  
Tuesday, 26 September 2017  
4.00pm at RCG04, Richard Crossman Building, Coventry University, Jordan Well, Coventry CV1 5RW

Minutes

Document GM177

177/1  
Present:  
Mr S Parker (Chair), Mr K Bissett (Deputy Chair), Mr A Adebajo, Mr C Ahanonu, Dr V Cox,  
Mr D Frost, Ms J Hully, Prof J Latham (Vice-Chancellor), Mr A Majithia, Mr T Matthews, Prof J Norton, Ms M Plant, Ms V Mahendra, Mr A Meehan, Mr S Rogers, Ms F Secondino, Mr R Stockdale, Mr N Crockett, Ms L Ryan.

In attendance:  
Mr M Challoner (Clerk), Mrs J Hutchison (Assistant Clerk), Mr N Alcock (Deputy Vice-Chancellor (Group Development and Resources)), Mrs S Richardson (Group Chief Finance Officer)

Apologies:  
Dr M Reeves, Mr G McKean, Ms H Nixseaman

177/2  
Declarations of Interest

None

177/3  
Items from the Chair

.1 The Chair reported that the Human Resources Committee had recommended that Ms L Ryan and Ms H Nixseaman, who were currently externally co-opted members of the Audit and Risk Committee, be appointed as independent members of the Board of Governors with effect from 1 September 2017.

.2 Resolved that Ms Ryan and Ms Nixseaman be appointed as independent members of the Board of Governors with effect from 1 September 2017 and continue as members of the Audit and Risk Committee.
The Chair welcomed Ms Ryan to her first Board of Governors meeting.

**177/4**
**Confirmation of Minutes, Matters Arising and Action Log**

1. The Minutes of the 174th meeting held on 18 July 2017 (Document GM174) and the Minutes of the Decisions made on 22nd July 2017 (Document GM175) and 31 July 2017 (Document GM176) were approved and signed as correct records.

2. The Chair reported that the action to provide a timed roadmap in respect of teaching and learning (Minute GM174/6 refers) had been scheduled for consideration at the Academic Affairs Committee in November 2017.

3. The Committee received the Action Log (Document G177/1).

4. The Deputy Vice-Chancellor (Group Development and Resources) provided an update to the Board on the progress made to establish the International Common Board and the Commercial Common Board, which was scheduled to be considered further by the Strategy and Resource Committee at its November 2017 meeting. The Deputy Vice-Chancellor reported that he expected the two common boards to be established before the year end, although this was dependent upon finding appropriate candidates to be members of such boards. It was intended that once established the common boards would spend approximately four months developing strategy.

**177/5**
**Strategic Priorities 2017/18**

1. Consideration was given to the presentation of the Vice-Chancellor on his Strategic Priorities for 2017/18 (Document G177/2).

2. The Vice-Chancellor reported that his priorities were:
   - Student Numbers (home)
   - Higher Education and Research Act 2017
   - Brexit and European Strategy
   - Estates – Investment Priorities
   - International Operations
   - Consistency project
   - Product portfolio
   - Student experience
   - Corporate Strategy refresh
   - Governance
The Vice-Chancellor updated the Board on key areas of challenge and on the University’s plans to address the challenges and to deliver on the priorities.

The Board considered the capacity of the Coventry campus and its overall infrastructure to accommodate further growth in numbers and the key estates projects required to be delivered. The risks and opportunities raised by the Higher Education and Research Act were discussed. The Board agreed that a continued focus on teaching and learning to enhance the student experience should be maintained.

Resolved that:

(A) A tour of the Campus for Governors be organised;
(B) The priority areas be included in the Committees’ work programmes for the year.

177/6
Corporate Strategy 2021 – Q4 Performance Report

Consideration was given to the Corporate Strategy 2021 – Q4 Performance Report presented by the Vice-Chancellor (Documents G177/3).

The Chair congratulated the university on the recent Times and Sunday Times guide which reported the university as “perhaps the most innovative university in the UK”.

The Vice-Chancellor updated the Board on how the university had performed against the metrics used by the Times and Sunday Times guides and areas where further improvements could be made. It was reported that, whilst the research metrics would remain unchanged until the outcome of the next REF, the results highlighted the importance of delivering a step change in research to support the university’s future performance.

The Vice-Chancellor reported that the Q4 Performance Report demonstrated good overall performance with the university outperforming much of the higher education sector.

The Board considered that whilst the university continued to be innovative, clear and consistent processes were needed to ensure appropriate and timely decision making was delivered.

177/7
Financial Update

Consideration was given to the presentation of the Group Chief Finance Officer.
The Group Chief Finance Officer reported on the Group’s strong financial performance against budget which had delivered the budgeted surplus for 2016/17. Consideration was given to the financial performance of the subsidiaries within the Group, with a particular focus on those subsidiaries which had not achieved targets.

The Group Chief Finance Officer reported that the requirement to account using FRS102 meant that it was more difficult to compare the management and statutory accounts.

The Group Chief Finance Officer provided an overview of the areas of strength that the Group had from a financial perspective and the activities which had been undertaken by the Finance Team to address areas of challenge which had developed as the Group grew. In particular, the Group Chief Finance Officer highlighted:

- The new advisors appointed to support in specialised areas and international requirements;
- The new processes and policies developed to support consistent reporting;
- The reorganisation of the Finance Team and key new appointments;
- The appointment of new internal and external auditors;
- The new systems implemented.

Consideration was given to P12 Group Management Accounts (Document G177/4) presented by the Group Chief Finance Officer.

The Board thanked the Group Chief Finance Officer for the work undertaken and the overview provided to the Board.

**Resolved:**

(A) That the Deputy Vice-Chancellor (Group Development and Resources) provide a presentation to the next Board of Governors meeting setting out an overview of the operational activities of the group.

(B) That PwC be appointed as the University Group’s internal auditors.

The Chair left the meeting and the Deputy Chair chaired the remainder of the meeting.

**177/8 India Update**

Consideration was given to CU Education Services India Report (Document G177/8 and 8a) presented by the Clerk to the Board.
.2
The Clerk to the Board clarified that the accounts for CU Education Services India for 2016/17 had not yet been audited.

.3
The change in company law in India regarding financial year end was considered and the proposal to make an application to seek approval for a non-standard financial year end of 31 July was discussed.

.4
Resolved that the Group Chief Finance Officer request that the Group Director, Legal contact Ms Mahendra to clarify the legal advice received.

.5
Resolved that the consent of the Board of Governors of Coventry University ("University") be and is hereby granted to CU Education Services India Private Limited, a private limited company incorporated under the laws of India, holding Corporate Identification Number (CIN) U80301TN2010FTC075690 ("CU India"), to adopt and follow the same financial year as that of the University, viz. August 01\textsuperscript{st} to July 31\textsuperscript{st}, subject to procurement of necessary approvals and authorizations, if any, under the applicable laws in India.

Resolved further that Sue Richardson, Group Chief Finance Officer of the University, be and are hereby severally authorized to sign and execute consent letters and such other documents as may be necessary, to be submitted by CU India to the National Company Law Tribunal with respect to the change in financial year, as per the applicable laws in India.

.6
Ms Hully left the meeting.

Secretarial Note post meeting: following the query raised by Ms Mahendra in relation to the meaning of the word “retrospective” in this paper, Legal Services clarified after the meeting that the reference to “retrospective” referred to the proposed application to the relevant authorities in India upon which advice was taken from Indian lawyers to retain the financial year end to 31 July for prior years (15/16 and 16/17). Such application would require the company to seek permission in 2017 from the relevant Tribunal in India to change the financial year end for the periods 15/16 and 16/17, and hence by its nature, would be a retrospective application, being an application the subject of which covered periods of time which had already passed as at the time of the application being made.

177/12
Update from Student Governors

.1
Consideration was given to the CUSU Report to the Board of Governors presented by the Student Governors (Document G177/7).

.2
The Student Governors updated the Board on the ten priorities for the Students Union over the current academic year and highlighted the plan to embed mental health awareness in all of the Union’s activities.
It was noted that the Student Governors would be shortly meeting with the Group Chief Finance Officer regarding the Student Union budget.

177/13
Governor Succession Planning

1. Consideration was given to Governor Nominations and Succession presentation from the Clerk to the Board (Document G177/7).

2. The Clerk updated the Board on the vacancies which would arise with effect from 31 August 2018 and the process which would be followed to seek new appointments. He reported that the intention was to ensure a transitional hand over from retiring chairs of committees to the incoming chairs over a period from January to August 2018, wherever possible.

177/14
Offline Items

The Chair noted that the following items would be considered offline following the meeting:

- Board of Governors Effectiveness Evaluation Report

G177/15
Any Other Business

It was requested that, as a new project, the online project report regularly to the Board of Governors and/or its committees and it was noted that the first report was scheduled to be made to the Strategy and Resource Committee at its November 2017 meeting.

G177/16
Schedule of Meetings

The Board noted the schedule of meetings for 2017/18. All meetings start at 1600 hrs:

28 November 2017
14 February 2018
16 May 2018
17 July 2018 (followed by annual dinner)

Matt Challoner
Clerk to the Board of Governors
September 2017