Coventry University

Board of Governors
Tuesday, 28 November 2017
4.30pm at CC1.4 Techno Centre, Puma Way, Coventry, CV1 2TT

Minutes
Document GM180

180/1
Present:
Mr S Parker (Chair), Mr K Bissett (Deputy Chair), Mr A Adebanjo, Mr C Ahanonu, Ms J Hully, Prof J Latham (Vice-Chancellor), Mr T Matthews, Prof J Norton, Ms M Plant, Mr A Meehan, Ms F Secondino, Mr R Stockdale, Mr N Crockett, Ms L Ryan, Ms H Nixseaman, Dr M Reeves.

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).
Ms K Bellingham, BDO for Minute G180/5 only.

Apologies:
Mr G McKean, Mr D Frost, Mr A Majithia, Dr V Cox, Mr S Rogers.

180/2
Declarations of Interest

Professor J Norton declared an interest in Minute 180/11 as Chair and Director of Serious Games International Limited (SGIL).

180/3
Items from the Chair

The Chair reported that both the Clerk to the Board and the Assistant Clerk to the Board would be resigning from the University at the end of December. The Chair, on behalf of the Board, recorded his thanks and appreciation for the support which they had given to Governors during their time at the University.
180/4
Confirmation of Minutes, Matters Arising and Action Log

.1 The Minutes of the 177th meeting held on 26th September 2017 (Document GM177) and the Minutes of the Decisions made on 2 November 2017 (Document GM178) were approved and signed as correct records.

.2 The Committee received the Action Log (Document G180/1).

180/5
Annual Report and Financial Statements for the Year Ending 31 July 2017 and other Year End Returns

.1 Consideration was given to the Coventry University Group Financial Statement for the Year Ending 31 July 2017 Report presented by the Group Chief Finance Officer (Document G180/2). The Group Chief Finance Officer introduced Ms Bellingham from the External Auditors, who attended the meeting for this item.

.2 Consideration was given to the Audit and Risk Committee’s Annual Report 2016-17 (Documents G180/3, G180/4, G180/4, G180/5 and G180/6) presented by the Chair of the Audit and Risk Committee.

.3 The report included the following annexes:
Annex A - Audit Committee Constitution and Terms of Reference
Annex B - Internal Audit Annual Report 2016/17 from the Internal Auditors
Annex C - External Audit Annual Report 2016/17 from the External Auditors
Annex D - Value for Money Report 2016/17

.4 Resolved that the annual report of the Audit Committee be approved for submission to HEFCE.

.5 Consideration was given to the Annual Report 2016-17 and Financial Statements for the University Group for the Year Ending 31 July 2017 (Document G180/7) presented by the Group Chief Finance Officer.

.6 The Board noted that both the Audit and Risk and Strategy and Resources Committees had considered the Annual Report 2016-17 and Financial Statements for the University (which had been updated as a result of their comments) and which each Committee had recommended to the Board of Governors for its approval.
The Group Chief Finance Officer updated the Board on recent minor amendments to the financial statements, one of a typographical nature and the second to insert the following omitted words at page 29 “and other irregularities”.

A copy of the Annual Report and Accounts for the following University subsidiaries as approved by their Boards was available at the meeting:

(i) CU Services Ltd  
(ii) Coventry University Enterprises Ltd  
(iii) Coventry University London Campus Ltd  
(iv) Coventry University College Ltd  
(v) Coventry University Social Enterprise CIC  
(vi) CU Management Services Limited  
(vii) The FutureLets Limited

A copy of the Annual Report and Accounts for Coventry University Charitable Trust as approved by the Trustees was also available at the meeting.

The Board thanked the finance team and the External Auditors for their work, and congratulated the University on a strong year’s performance.

Resolved that the Annual Report 2016-17 and Financial Statements for the Year Ending 31 July 2017 be approved for submission to HEFCE.

Consideration was given to the Financial Commentary 2016-17 (Document G180/8) presented by the Group Chief Finance Officer.

Resolved that the Financial Commentary 2016-17 be approved for submission to HEFCE.

Consideration was given to the Academic Quality Assurance Report (Document G180/9) presented by the Chair of the Academic Affairs Committee.

Consideration was given to the Annual Assurance Return 2016-17 (Document G180/10) presented by the Vice-Chancellor.

Resolved that the Annual Assurance Return 2016-17 be signed by the Vice-Chancellor and approved for submission to HEFCE.

Consideration was given to the Annual Sustainability Assurance Report 2016-17 (Document G180/11) presented by the Group Chief Finance Officer.
.18 **Resolved** that the Annual Sustainability Assurance Report 2016-17 be signed by the Chair and approved for submission to HEFCE.

.19 Consideration was given to the Prevent Annual Report 2016-17 and the Prevent Risk Assessment, Prevent Action Plan and the Prevent Reporting Declaration (Documents G180/12, 12a, 12b and 12c) presented by Prof Norton. The Board noted that the Audit and Risk Committee had reviewed and recommended to the Board of Governors the Prevent Annual Report for submission to HEFCE.

.20 **Resolved** that:

(A) the Prevent Annual Report 2016-17 be approved for submission to HEFCE;

(B) the Prevent Annual Reporting Declaration be signed by the Chair and approved for submission to HEFCE.

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**180/6**

**Vice-Chancellor’s Update**

It was reported that the Vice-Chancellor would provide a detailed update at the next meeting of the Board.

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**180/7**

**Operational Update**

.1 The Committee received the presentation of the Deputy Vice-Chancellor (Group Development and Resources) on operational matters which focussed on:

- the Enterprise and Innovation Organisation; in respect of which an external review had been commenced; and
- Group Legal Services; where a new team structure had been implemented to improve the level and speed of service and general engagement with Legal Services.

.2 The Deputy Vice-Chancellor reported that the next areas of focus would be:

- The outcomes of the commercial review; and
- The outcomes of the strategy deployment and project management review.

.3 The Board highlighted to need to ensure that whilst new developments were implemented, the behavioural changes required to support the changes would also require careful management.

.4 **Resolved** that operational updates be provided to each Board meeting.
180/8
Financial Update

The Group Chief Finance Officer reported that a detailed financial update would be provided to the next Board of Governors meeting.

180/9
Succession Planning

The Vice-Chancellor reported that the Human Resources Committee would receive an update on the succession planning process for both the Senior Leadership Team and the Board of Governors. It was reported that head-hunters had been engaged to support on the recruitment of Governors and Committee members.

180/10
Update from Student Governors

.1 Consideration was given to the CUSU Report to the Board of Governors presented by the Student Governors (Document G180/15).

.2 The Student Governors updated the Board on recent Union activities including Black History Month. It was reported that one of CUSU’s priorities for the year was to work to close the BME attainment gap. The Union would also be working to modernise its systems and its digital presence and working on ways to engage with all student communities.

.3 It was reported that work was underway to review the governance of the Students’ Union which would require the approval of the Board of Governors to support the changes.

180/11
SGIL Update

.1 The Deputy Vice-Chancellor (Group Development and Resources) updated the Board the University’s subsidiary, Serious Games International Limited and the consultation which had been launched.

.2 There was expected to be a process to understand better how to support start-up businesses, which would form part of the commercial review.
180/12
Committee Effectiveness Evaluation Report

.1 The Committee received the Committee Effectiveness Evaluation Report (Document G180/16) presented by the Chair.

.2 The Chair reported that the key areas highlighted from the exercise included risk management, strategy development, size and composition of the Board and training and development of members. The Chair reported that actions to address the findings would be implemented and an update provided to the board in 6 months.

.3 The Board discussed the value provided by the Board Half Day Event to consider the business plan refresh which had communicated more effectively the activities in place to deliver the Corporate Strategy and the progress made. The Board considered that it would be appropriate to consider further how best activities are distributed between the Committees and the Board.

.4 Resolved that a report on this issue be brought back to the Board for consideration.

.5 The Vice-Chancellor reported that it was expected that the Office for Students could drive changes in the responsibilities between the Board’s and the Vice-Chancellor’s roles. This could have a substantive impact on the board roles and responsibilities.

.6 Resolved that a work package be formulated to consider these implications, to include a review of the University Articles of Government to ensure they were fit for purpose following the establishment of the Office for Students. The output of these activities will be brought forward to the Board for consideration when the report and recommendations are completed.

180/13
Committee Action Logs

Consideration was given to the Action Logs of the Committees (Document G180/17, 17a to 17e).

180/14
Chair’s Actions Report

The Committee received and noted the Chair’s Action Report (Document G180/18) and confirmed the actions approved by the Chair in respect of:

(A) Better Futures Multi-Academy Trust director changes;
(B) Coventry University London Campus Limited Director appointment; and
(C) Resignation of Mr Calvin as an External Co-opted member.
180/15
Offline Items

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

- Committee Annual Reports

G180/16
Any Other Business

.1 Professor Norton reported on the achievements of the Disruptive Media Learning Lab.

.2 Resolved that:
   (A) The amendments to the constitution of Academic Board as set out in Document G179/1 be approved; and
   (B) the Academic Board Constitution and Terms of Reference (Document G179/1a) be approved

.3 The Board discussed a suggestion received regarding video recording Board of Governors meetings. The Board did not support the video recording of the meetings.

G180/17
Schedule of Meetings

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

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

Matt Challoner
Clerk to the Board of Governors
November 2017