Minutes

Document GM182

184/1
Present:
Mr S Parker (Chair), Mr K Bissett (Deputy Chair), Prof J Norton, Mr N Crockett, Mr A Majithia, Ms H Nixseaman, Mr S Rogers, Mr R Stockdale, Ms L Ryan, Ms M Plant, Ms J Hully, Dr M Reeves, Prof J Latham (Vice-Chancellor), Ms F Secondino, Mr C Ahanonu, Mr A Adebajjo, Mr G McKeen, Mrs V Mahendra

In attendance:
Mrs E Ball (Interim Deputy Clerk) – minute-taker
Mr N Alcock (Deputy Vice-Chancellor (Group Development and Resources))
Mr G Langston (Assistant Finance Director)
Ms K Quantrell (Group Registrar and Secretary)
Mr M Hanson (Group Director of Procurement) Minute 184/9

Apologies:
Mr D Frost, Mr A Meehan, Mr T Matthews, Dr V Cox. Ms S Richardson

184/2
Declarations of Interest
None

184/3
Items from the Chair
None

184/4
Confirmation of Minutes and Matters arising

.1
The Minutes of the 181st meeting held on 14 February 2018 (Document GM182) were approved and signed as a correct record.

.2
Commercial Strategy
It was noted that the Commercial Strategy had been reviewed at the meeting of the Strategy and Resources Committee which took place on Tuesday 15 May 2018. A report would be presented for consideration by the Board of Governors at their next meeting.

.3

**Equality and Diversity Annual Report**
It was noted that this would be presented for consideration at the next meeting of the Board

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**184/5**

**Work Plan**

.1

It was noted that the review of the Research Strategy and the International Strategy should be removed from the agenda items identified for the meeting of the Board of Governors in July 2018.

.2

It was agreed that the Modern Slavery Act Statement should be presented for approval at the next meeting.

.3

The Board of Governors requested that in carrying out the Board and Committee effectiveness audit the amount of documentation to be completed should be kept to a minimum.

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**184/6**

**Office for Students Submission**

.1

The Group Registrar and Secretary presented the report and highlighted the documentation and information that was to be submitted for registration with the Office for Students together with the supporting documentation which will be made available on the University website.

.2

It was noted that feedback on the documentation had been obtained from student representatives, PSLT, GLT/ULT and the Academic Board.

.3

Members gave consideration to the documentation and noted that the Access and Participation plan would need to be updated to include further information relating to tuition fees and the refund and remedy policy was in the process of being developed.

.4

It was agreed that the final version of the Access and Participation plan would be circulated to all members of the Board of Governors.

**Resolved:** That the following documents be approved:
- The Management and Government Self Assessment
- The Student Protection Plan
- The Programme Closure, Suspension and Changes policy
- The Access and Participation Plan (subject to the required amendments)
The Deputy Chair presented the report from the Nominations Committee.

The Board of Governors noted the process that had taken place in requesting expressions of interest for the role of Chair of the Board of Governors; Deputy Chair of the Board of Governors; Chair of Audit and Risk Committee; and Chair of HRC and Remuneration Committees.

Governors who had expressed an interest met with members of the Nominations Committee, or provided a written submission, following which the Committee made recommendations on appointments to the Board.

Resolved that:

(a) Mr K Bissett be re-appointed as a member of the Board of Governors and as the Chair of the Board of Governors for a period of three academic years commencing on 1 September 2018 and ending 31 August 2021.

(b) Mr A Meehan be appointed as Deputy Chair of the Board of Governors for a period of three academic years commencing 1 September 2018 and ending 31 August 2021.

(c) Mr R Stockdale be appointed as the Chair of the Human Resources Committee and the Remuneration Committee for a period of two academic years commencing 1 September 2018 and ending 31 August 2020, commensurate with his current term of office.

(d) Ms H Nixseaman be appointed as Chair of the Audit and Risk Committee for a period of two academic years commencing 1 September 2018 and ending 31 August 2020 commensurate with her current term of office.

It was reported that the Committee had also considered the re-appointment of those governors whose first term of office would expire on 31 August 2018. The Board of Governors considered and approved the recommendations from the Committee.

Resolved that:

(a) Mr G McKean be appointed as an independent member of the Board of Governors and as a member of the Investment Committee for a second term of three academic years expiring on 31 August 2021.

(b) Ms M Plant be appointed as a co-opted member of the Board of Governors and a member of the Strategy and Resources Committee and the Academic Affairs Committee for a second term of three academic years expiring on 31 August 2021;

(c) Mr M Reeves be appointed as an ex-officio member of the Board of Governors for a term of one academic year expiring on 31 August 2019.

(d) Mr M Gansser-Potts be appointed as an external co-opted member of the Strategy and Resources Committee for a period of two academic years expiring on 31 August 2010.

(e) Ms L Watson be appointed as an external co-opted member of the Human Resources Committee for a period of one academic year expiring on 31 August 2019.
The Committee noted the outcome of the Student Union elections and recommended that the Board of Governors approve the appointment of the Student’s Union sabbatical officers.

**Resolved that:**

(a) Mr A Adebanjo be appointed as a Student Governor on the Board of Governors and the Academic Affairs Committee for a period of one academic year commencing 1 July 2018 and ending on 31 June 2019.

(b) Mr T Ajare be appointed as a Student Governor on the Board of Governors and Academic Affairs Committee for a period of one academic year commencing 1 July 2018 and ending on 31 June 2019.

Having considered the re-appointment of members of the Educational Common Board and subsidiary Boards whose first term of office would expire on 31 August the Committee made recommendations to the Board of Governors on reappointments.

**Resolved that:**

(a) Mr L Coltman be appointed as a member of the Educational Common Board for a second term of three academic years expiring on 31 August 2021.

(b) Ms S Morton be appointed as a non executive Director of CU Social Enterprise CIC for a second term of three academic years expiring on 31 August 2021.

It was noted Mr A Majithia would not be re-appointed as a non executive Director of CU Social Enterprise CIC.

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184/8

**Appointment of Directors and Non-Executive Directors**

.1 The Deputy Chair reported that an external agency had been engaged to support the recruitment of new members of the Board of Governors and Non-Executive Directors.

.2 Fifteen potential new governors and non executive Directors had been interviewed by the panel.

.3 The Board of Governors noted the report and approved the recommendations made by the Committee.

**Resolved that:**

For appointment to the Board of Governors from 1 September 2018 for three year terms:

(a) Mr E Stroud be appointed as an Independent Governor

(b) Ms S Horner be appointed as an Independent Governor

(c) Mr N Owen be appointed as a co opted Governor Arts

(d) Ms L Leong be appointed as an Independent Governor

(e) Mr F Wright be appointed as an Independent Governor.

For appointment to the International Common Board from 1 September 2018 for a three year term to 31 August 2021:
For appointment to the Commercial Common Board from 1 September for a three year term to 31 August 2021:

(a) Mr F Wright as a member
(b) Mr N Sale as a member
(c) Mr P Reynolds as a member.

The Board signified its intention to appoint to the Charities Common Board for a three year term, should such a Board be created:

(a) Mr P Reeve as a member.

The Deputy Chair reported that as the new Boards were established, there will be a need to appoint more non executive directors and that there were individuals who had been interviewed and not appointed who may be able to take on that role.

It was noted that following these appointments there will be a better gender balance and diversity on the Board but that this needs to improve further.

184/9
Catering Contract

The Group Director of Procurement joined the meeting.

1 The Group Director presented the report which provided an update in relation to the proposed catering tender.

2 It was reported that a steering group had been established to oversee the process and the Board of Governors was requested to give approval for that group to ratify the result of the tender process and for confirmation to be sent to the winning bidder.

3 The Board of Governors questioned the lack of student participation to date in the steering group and asked whether this could be addressed.

4 It was noted that in view of the timescales involved members of the steering group would meet with the two student governors to ensure their involvement in the clarification stage of the process.

Resolved: that the Steering Group be authorised to ratify the result of the tender process and to provide confirmation to the winning bidder.
184/10
Vice-Chancellor's Report

.1 The Vice Chancellor presented his report which included the Q2 Performance Report.

.2 Key challenges were highlighted in relation to the External Environment and included:
- The launch of the major review of 18+ education
- Regulation by the Office for Students as from 3 April 2018
- Teaching Excellence and Student Outcomes Framework consultation
- Fees and funding
- League tables

.3 The Vice Chancellor reported on performance against the Corporate Strategy and it was noted that overall good progress is being made with the number of undergraduate students exceeding the quarterly target for this academic year and comparing favourably with the 2016/17 end of year actual.

.4 Members of the Board of Governors questioned the position in relation to postgraduate research and whether the correct matrix were being used as measuring only revenue and completions may be misleading.

.5 The Vice Chancellor was asked to provide a more understandable road map in relation to research targets from now until 2021 and requested that project income be shown separately as this often results in a ‘spiky’ income profile due to the pattern of receipt of grant funding.

.6 It was emphasised that there must be clarity about the alignment of the research outputs with the corporate plan and that reports on the input in to the Research Excellence Framework must be available for review by the Board of Governors.

Resolved: that
(a) Governors be provided with a report about investment to recover the University’s position in relation to the National Student Survey.
(b) Governors be provided with a road map to the next submission of the REF.

184/11
Social Impact Report

.1 The Vice Chancellor presented the Social Impact Report which outlined the economic impact of Coventry University, its students and staff.

Key points were highlighted including:
- The size of the workforce and average salary
- The creation of local jobs
- Significant increases in student population since 2001/02
• Size of student population
• Economic impact of overseas students and visits from friends and families associated with international students
• Levels of graduate retention
• Support for regional priorities

.2
The Board of Governors noted that as a global organisation the University is developing a Corporate Social Responsibility Statement and that a Charitable Common Board will also be created.

.3
Governors asked how many International students were retained at the end of their course and were informed that as they require sponsorship, they are usually only retained if they stay in education.

.4
It was noted that over the next few months activities will be taking place to celebrate the 175th Anniversary of the establishment of the Coventry School of Design.

Resolved: That the report be noted.

184/12
Vice Chancellor’s Report

It was noted that the Vice Chancellor had provided a report to the Board of Governors away day which immediately preceded the meeting.

184/13
Financial Update: P5 Group Management Accounts and Financial Regulations

.1
The Assistant Director Finance highlighted key variances in the P9 Group Management Accounts and the change to the year end forecast.

.2
The Board of Governors considered the very detailed report and in particular the effect of improvements in identifying students at the College who would be unable to complete their course and been withdrawn.

.3
It was noted that reductions in income had been offset by some reductions in expenditure and Governors requested assurances that this would not adversely affect academic performance.

.4
Governors also requested that if there was a concern that the University may be close to breaching any of its loan covenants that they are alerted. The Assistant Director Finance was also requested to identify aged debtors in his report.

Resolved: that the report be noted.
184/14
Operational Update

.1 The Deputy Vice Chancellor presented the report and provided a general update relating to estates, development of the Programme Management Office and the development of major programmes.

.2 The Board of Governors noted the update on the review of University Processes which identified the current programmes/projects that would be impacted by the review and the potential pilot projects.

Resolved: that the report be noted.

184/15
Student Governor update

.1 The Student Union President presented the report and provided an update in relation to the activities of the Student’s Union since the last meeting of the Board.

.2 The Board of Governors noted that the Students’ Union had been involved in consultation in relation to the submission to the Office for Students and that CUSU had won the Internationalised SU of the year award.

.3 It was also noted that more students of the University were now involved in volunteering than ever before.

The Board of Governors thanked the Student Governors for their update.

184/16
Committee Review Working Group

.1 The Deputy Chair presented the report and outlined the proposals for a new Committee structure which would take effect from 1 September 2018.

.2 It was reported that the proposals involved the amalgamation of the Investment Committee and the Strategy and Resources Committee and the establishment of a Governance and Nominations Committee. The structure would continue to include the Audit and Risk Committee, Academic Affairs Committee, HR Committee and Remuneration Committee.

.3 Updated Terms of Reference for each Committee would be presented for approval at the meeting of the Board of Governors in July.

.4 The Board of Governors noted the draft calendar of meetings which would be circulated for further comments after the meeting.
Resolved: the proposed committee structure be approved and updated Terms of Reference presented for approval at the meeting of the Board of Governors in July 2018.

184/17
Remuneration Report

The Board of Governors noted the Annual Report from the Remuneration Committee.

184/18
Westminster Engagement Strategy

The Board of Governors noted the report from the Vice Chancellor on the Policy Engagement Strategy (Westminster & Whitehall).

184/19
Application to Sign the Magna Charta Universitatum (MCU)

The Vice Chancellor reported that Coventry University had received an invitation from the Magna Charta Observatory to become a signed signatory of the Magna Charta Universitatum.

.2
The Board of Governors considered the report and the values and principles of the Magna Charta Universitatum and supported the proposal that Coventry University become a signed signatory.

Resolved: that Coventry University become a signed signatory of the Magna Charta Universitatum.

184/20
Any Other Business

None.

184/21
2017/18 Schedule of Meetings

The Board noted that the last meeting of the current academic year was on 17 July 2018 at 4pm followed by the Governor’s annual dinner.

May 2018