Meeting of the Board of Governors held on
25 September 2018 from 4pm to 6pm in Room WM442,
William Morris Building, Coventry University

188/01  Present:
Mr Keith Bissett, Independent Governor & Chair
Mr Andy Meehan, Independent Governor & Deputy Chair
Mr Ade Adebajjo, Student Governor
Mr Toch Ajare, Student Governor
Dr Furkh Aslam, Staff Governor (Academic)
Ms Sue Horner, Independent Governor
Professor John Latham, Vice-Chancellor
Mr Graham McKean, Independent Governor
Ms Helen Nixseaman, Co-opted Governor
Dr Nick Owen, Co-opted Governor
Mr Martin Reeves, External Member
Mr Steve Rogers, Independent Governor
Ms Linda Ryan, Co-opted Governor
Mr Nick Sale, Independent Governor
Ms Fiona Secondino, Staff Governor (Professional Services)
Mr Robert Stockdale, Independent Governor
Mr Edward Stroud, Independent Governor

In Attendance:
Mr Nigel Alcock, Deputy Vice-Chancellor (Group Development & Resources) & COO
Mrs Helen Fulford, Deputy Clerk to the Board of Governors and Company Secretary
Mr Mark Holton, Director of Group Organisation Development – until end of minute 188/04
Mr Greg Langston, Interim Chief Finance Officer
Ms Gemma Towns, Clerk to the Board of Governors and Company Secretary (minute-taker)

Apologies:
Mr David Frost, Independent Governor
Ms Jenny Hully, Co-opted Governor
Ms Viplavi Mahendra, Co-opted Governor
Mr Graham McKean, Independent Governor
Ms Marion Plant, Co-opted Governor
Mr Fred Wright, Independent Governor

188/02  Welcome, Apologies and Declarations of Interest

The Chair welcomed Ms Horner, Dr Aslam, Mr Owen, Mr Sale and Mr Stroud to their first meeting of the Board of Governors. Apologies had been received from Mr Frost, Ms Hully, Ms Mahendra, Mr McKean, Ms Plant and Mr Wright.

The members present confirmed they did not have any interests to declare. The Chair reminded staff and student governors there would be a reserved item at the end of the meeting.

188/03  Confirmation of Briefing Session Items
The Chair confirmed that the briefing session held earlier that afternoon had considered the research strategy and recent developments in the Faculty of Business and Law. The Board was of the view that the briefing had been of value but the difficulties in providing content for Governors with varying degrees of Higher Education (HE) experience were discussed. The Board requested a jargon buster was provided to assist new Governors (action: GT).

188/04 Equality and Diversity Report

Mr Holton’s paper was taken as read. He confirmed that Equality and Diversity Annual Report would be presented to the Board in February 2019. Mr Holton informed the Board that analysis had shown the University was least diverse at senior levels. Mr Holton provided the Board with an overview of the four key targets designed to address this issue. The Board noted that there had been areas of progression but recruitment and progress of staff, particularly regarding gender and ethnicity, required further development. The Board discussed at length the recruitment journey of candidates, noting the statistics for gender and ethnicity at these stages. Professor Latham described the staffing profile of the University, stating there was a significant number of staff who had worked at the University for some years. He contrasted this with the generational differences in the attitudes of younger workers who were generally less inclined to remain with the same employer for a lengthy period of time. The impact of this upon recruitment and progression was discussed.

The Board discussed the local and national recruitment market and how diversity could be encouraged. The Board considered the perception of barriers deterring potential candidates from applying for roles. Mr Holton agreed to provide a breakdown of ethnicity groups identified within the report (action: MH). The Board discussed the ethnicity of senior staff. Mr Reeves reflected upon the progress made by Coventry City Council in addressing diversity amongst its staff. The Board discussed if there could be any lessons learned from the City Council.

The Chair thanked the Board for their comments. The Board requested this matter was returned to them at the February 2019 briefing session, following the release of the annual Equality and Diversity report for further discussion (action: GT/MH).

The Board NOTED the report.

Mr Holton left the meeting.

188/05 Minutes of the Previous Meeting

(a) Minutes of the meeting held on 17 July 2018: The minutes of the meeting held on 17 July 2018 were agreed as a true record.

(b) Minutes of the decision by circulation on 08 August 2018: The minutes of the decision by circulation dated 08 August 2018 were agreed as a true record. The Board was of the view that the timescale for the decision had been at short-notice. Mr Alcock provided the reasons for the request. The Chair requested that this was borne in mind when future matters require decisions.

(c) Minutes of the decision by circulation on 23 August 2018: The minutes of the decision by circulation dated 23 August 2018 were agreed as a true record.

(d) Action log:
(i) **Minute 180/12, Review of the University's Articles of Government:** Ms Towns advised that this matter remained open and would be reviewed by Governance and Nominations Committee. It was likely any recommendations to amend the University's Articles would be made following the outcome of Brexit. This matter would remain open on the action log.

188/06 **Student Governor Update**

Mr Ajare and Mr Adebanjo presented Coventry University Students' Union's (CUSU) video of the new Sabbatical Officers.

Mr Ajare and Mr Adebanjo provided the Board with an update on CUSU's activities. Mr Ajare informed the Board that CUSU continued to be take steps to be visible across the group and not just at Coventry Campus, identifying that students at CU Scarborough and CU London also required representation. Mr Ajare confirmed that CUSU would be opening a physical office in each campus across the group. This would also enable CUSU to promote diversity across the group.

Mr Ajare confirmed that CUSU continued to work towards improving the mental health and wellbeing of students and outlined how CUSU would address and measure these activities. Mr Adebanjo outlined CUSU's priorities, with particular reference to enhancing students' international experience and ensuring CUSU represented all students across the University Group. Mr Adebanjo outlined the work CUSU was undertaking with the Deputy Vice-Chancellor (Student Experience) regarding addressing the BME attainment gap.

The Chair highlighted the good working relationship between the University and CUSU. He thanked Mr Ajare and Mr Adebanjo for their report. The Board questioned the KPIs used for measuring the success of CUSU priorities, noting that some were percentages whilst others were absolute numbers. It was discussed if the new targets were an increase on previous targets. Mr Ajare offered to address this in the new CUSU update (action: AA).

The Board NOTED the report.

188/07 **Vice-Chancellor's Report**

Professor Latham presented his report. He confirmed performance against the Corporate Plan had generally been on target and informed the Board that the pictorial representation of KPIs within the report would be resized to be relative to the individual measure. The Board discussed the research metrics, with particular reference to PhD completion and the number of staff with doctorates. Professor Latham provided an overview of progress in these areas. The Board discussed international recruitment, noting that the University had outperformed the sector. The uncertainties regarding Brexit and possible impacts upon international recruitment were discussed, alongside the decline in the number of eighteen year olds in the system that were expected in the next few years. It was acknowledged that the sector would be challenging but the University was performing well. Professor Latham advised of the progress made by Coventry University London and in particular the number of graduate entrepreneurs using the enterprise hub. The Board discussed the Tier 1 visa requirements for entrepreneurship and the differing fees charged by institutions. It was agreed Mr Adebanjo would raise this with the Deputy Vice-Chancellor (Student Experience) outside of the meeting for further clarification (action: AA).
Professor Latham suggested that the current practice of reporting quarterly was not aligned to semesters and therefore some reports may not be final. He suggested that the Board may wish to move to semester reporting, rather than quarterly reporting. The Chair noted this suggestion and agreed to consider this (action: KB).

The Board NOTED the Vice-Chancellor's report.

188/07 Nine Key Target Activities 2018/19

Mr Latham presented his nine key target activities and confirmed that most activities were on target for completion. He outlined the progress of the University brand, the developments of the Office for Students and the possible impacts of Brexit. With reference to estates, Professor Latham advised that more accommodation would be available for students. The trend for students wishing to remain resident in halls for the duration of their studies was discussed. Professor Latham provided the Board with an overview of international developments and the product portfolio. The late delivery of aspects of the consistency project was noted along with the business process review, which was behind schedule. Professor Latham outlined the key additions for 2018/19. The Board held a general discussion on the University's position within the sector and the likely challenges facing the sector in the future.

The Committee NOTED the presentation.

188/08 Operational Report

Mr Alcock’s report was taken as read. He informed the Board that the business process review was in the initiation stage and he anticipated that a proposal would be presented to the senior team later that week. Mr Alcock advised that the Project Management Office (PMO) had been established and were in the early stages of operation. A new catering supplier had been appointed and a number of outlets/shops in the University were being refitted. Mr Alcock confirmed that two new student residences had been opened. The Board noted the delivery of Bishopsgate had been very tight against its deadline; Mr Alcock confirmed that the project had suffered delay due to poor weather impacting the pouring of concrete earlier in the project.

The Board NOTED the report and requested that future RAG-rated reports also included the corresponding letter to the RAG status.

188/09 Financial Update

Mr Langston advised the year-end accounts were at that time unaudited with the final accounts to be presented to the Board in November 2018. The uncertainty regarding the impact of pensions was discussed. Mr Langston outlined the capital investment made by the University and performance against the Corporate Plan. The Board discussed cash balances and reserves. Mr Langston provided the Board with further details regarding the University’s cash position and long-term debt, noting there would be a need in future years to consider provisions to make bullet repayments of a bond. The Board acknowledged this and identified a need to ensure the University remained reasonably liquid due to the challenges impacting the HE sector over the coming months. Mr Langston also provided an overview of forecasting and the confirmed that his reporting of financial information to the Board would change to include more trends and visual representation. The Board welcomed this change.

The Committee NOTED the P12 management accounts.
188/10  Teaching Excellence Initiative Update

The report was taken as read. The Chair confirmed that the Deputy Vice-Chancellor (Student Experience) had provided an overview of pedagogy at the recent Governor induction event.

The Teaching Excellence Initiative Update was NOTED by the Board.

188/11  Sub-Committee Reports

(a) Strategy, Finance and Resources Committee meeting held on 05 September 2018: The report was NOTED by the Board;

(b) Audit and Risk Committee meeting held on 17 September 2018: The report was NOTED by the Board;

(c) Human Resources Committee meeting held on 17 September 2018: The report was NOTED by the Board; and,

(d) Remuneration Committee meeting held on 17 September 2018: The report was NOTED by the Board.

188/12  Governance Items

(a) Workplan 2018/19: The Chair confirmed that content for the briefing sessions would also be included on the workplan (action: GT), noting the plan was a live document and would be updated throughout the academic year. It was RESOLVED that the Board APPROVE the workplan for the 2018/19 academic year.

(b) Bye-Law 1: The Board noted that timings had not been included within the document. Ms Towns provided an overview of the reasons for this. It was RESOLVED that the Board APPROVE Bye-Law 1 with immediate effect.

(c) Proposed Amendment to the Scheme of Delegation: Mrs Fulford confirmed the proposed changes to the Scheme of Delegation related to the process for approving honorary awards. It was RESOLVED that the Board APPROVE the changes to the Scheme of Delegation with immediate effect.

188/13  Any Other Business

(a) Approval of shareholder representatives for CU Education Services India Private Limited: The Board discussed the request to approve appoint one of the University’s in-country legal advisors to act as the University’s representative at the AGM scheduled for that weekend. The Board of Directors of Coventry University Enterprises Limited, the 0.01% shareholder, had considered and approved that same resolution earlier that day, appointing a second individual at the in-country legal advisor’s office as its shareholder representative. The Board questioned the reasons for the short-notice of this matter. Ms Towns and Mrs Fulford provided an overview of the reasons for this. The Board acknowledged the reasons for the request. The Board requested
that in future, the International Advisory Committee should consider this issue and make a recommendation to the Board of Governors (action: GT). It was RESOLVED that the Board APPROVE JSA as shareholder representatives for the Board of Governors in the September 2018 AGM for CU Education Services India Private Limited.

There were no items of any other business. Dr Aslam, Ms Secondino, Mr Ajare and Mr Adebanjo left the meeting.

188/14 Reserved Item

Confidential Minute.

Meeting concluded at 6:25pm

Next meeting: 27 November 2018:

• Lunch 1pm-2pm
• Briefing Session 2pm – 4pm
• Board of Governors meeting: 4pm – 6pm