Meeting of the Board of Governors held on
13 February 2019 from 4pm to 6pm in Room AG225
Alison Gingell Building, Coventry University

191/01
Present:
Mr Keith Bissett, Independent Governor & Chair
Mr Andy Meehan, Independent Governor & Deputy Chair
Mr Ade Adebanjo, Student Governor
Mr Tochukwu Ajare, Student Governor
Dr Furrkh Aslam, Staff Governor (Academic)
Dr Sue Horner, Independent Governor
Professor John Latham, Vice-Chancellor
Ms Helen Nixseaman, Co-opted Governor
Dr Nick Owen, Co-opted Governor
Ms Marion Plant, Co-opted Governor
Mr Martin Reeves, External Member – until end of minute 191/04
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

In Attendance:
Mr Nigel Alcock, Deputy Vice-Chancellor (Group Development & Resources) & COO
Professor Richard Dashwood, Deputy Vice-Chancellor (Research) - minutes 191/01 to
191/06
Mrs Helen Fulford, Deputy Clerk to the Board of Governors and Company Secretary
Mr Greg Langston, Interim Chief Finance Officer
Ms Kelly-Anne Lewis, Group Marketing and External Affairs Director – minutes 191/01 to
191/07
Professor Ian Marshall, Deputy Vice-Chancellor (Strategic Alignment and External Relations)
Dr David Pilsbury, Deputy Vice-Chancellor (International) - minute 191/08 only
Ms Gemma Towns, Clerk to the Board of Governors and Company Secretary (minute-taker)

Apologies:
Mr David Frost, Independent Governor
Ms Viplavi Mahendra, Co-opted Governor
Mr Graham McKean, Independent Governor
Mr Edward Stroud, Independent Governor
Mr Fred Wright, Independent Governor

191/02 Welcome, Apologies and Declarations of Interest

The Chair welcomed attendees to the meeting. Apologies had been received from Mr Frost,
Ms Mahendra, Mr McKean, Mr Stroud and Mr Wright.

The Chair confirmed a reserved matter had been placed at the end of the agenda and staff
and student governors would be asked to retire from the meeting before consideration of this
item. The members present confirmed they did not have any further interests to declare.
191/03 Confirmation of Briefing Session Items and Chair’s Item

(a) Briefing Session

The Chair confirmed the briefing session had received a presentation on Commercialisation and Intellectual Property, a presentation from the Faculty of Health and Life Sciences and held a general discussion on governance, six months after the commencement of the new governance structure.

(b) Chair’s Item

The Chair highlighted the recent matter regarding reports of two members of a Coventry University Students’ Union (CUSU) Sports Club wearing anti-Semitic t-shirts and invited CUSU to comment. Mr Ajare confirmed that the Sports Club had been suspended whilst the matter was being investigated by CUSU. It was confirmed that the University was also investigating the matter. The Board noted that due process needed to be followed and the outcome of the investigation was awaited.

191/04 Minutes of the Previous Meeting

(a) Minutes of the meeting held on 27 November 2018: The minutes of the meeting held on 27 November 2018 were APPROVED as a true record.

(b) Confidential Minute, 27 November 2018: The confidential minute of the meeting held on 27 November 2018 was APPROVED as a true record.

(c) Minutes of the decision by circulation on 12 December 2018: The minute of the decision by circulation dated 12 December 2018 was agreed as a true record.

(d) Action log: The Board NOTED the action log and received updates on the following open actions:

a. Minute 188/06, CUSU Strategic Plan Targets: The matter would be discussed at the next Academic Affairs Committee and reported to the May 2019 Board of Governors meeting;

b. Minute 188/07, Semester Reporting: The Board discussed the open action and the opportunity to align meetings with reporting timescales. The Board requested that this was given due consideration and if achievable, was put into place by the start of the next academic year (action: GL);

c. Minute 199/04, Delegation Schedule: It was confirmed that an interim update on this work would be provided to the February Strategy, Finance and Resources Committee meeting.

191/05 Vice-Chancellor’s Report

The Vice-Chancellor delivered his staff roadshow presentation to the Board. The Board discussed the challenging external environment, noting that the trend of fewer eighteen year old applicants would continue for the next couple of years. The Board discussed the likely impact of Brexit and held a wide ranging discussion covering the possible implications upon applications, staffing and research. The Board discussed the opportunities that may be
available post-Brexit. The Vice-Chancellor confirmed that Brexit plans had been developed by a Brexit Task and Finish Group and had been shared with the Chair of the Board of Governors. It was discussed that the impact of Brexit would not be fully known until around eighteen months’ time. The Board requested that a briefing paper on Brexit response plans be circulated (action: JL).

The Board discussed the external environment with particular reference to pensions and the ongoing Augar review. The Vice-Chancellor outlined the role of the Civic University Commission and the opportunities this presented to the University.

The Board RECEIVED the presentation and the External Environment Update.

191/06 Research Excellence Framework (REF) 2021 Update

Professor Dashwood provided the Board with an overview of the REF preparations and current performance against targets. The Board requested clarification on the Grade Point Average (GPA); Professor Dashwood explained how the GPA was calculated and how the score was used by league tables. The Board discussed the preparations for the Research Excellence Framework (REF) and noted the progress made. The Board asked how the University was likely to perform in the sector, particularly if competitors had made progress since the last REF. Professor Dashwood advised that it was expected that there would be a general improvement in the sector following the changes made to the REF rules, however, Professor Dashwood advised that the University’s research was robust and REF compliant. The Board was informed that the REF submission rules had been clarified that week.

The Board discussed the summary of outputs at Table 2 of the paper. The Board requested that the document was re-circulated with the correct formatting (action: GT). The Board discussed the output of research staff, noting the rules regarding eligibility of reporting and transferable outputs. The Board discussed performance of Units of Assessment and the impact ratings.

The Board RECEIVED the REF 2021 updating report. Professor Dashwood left the meeting.

191/07 Corporate Social Responsibility (CSR) Framework

Ms Lewis’s confirmed the intention of the framework, highlighting the growing interest in CSR issues amongst students. It was the intention that Coventry would be the pilot site for the CSR framework before it was rolled out across the group. Ms Lewis outlined the three themes of the CSR Framework and provided an overview of how these areas would operate in practice. The Board questioned if there was a role for Governors in the CSR Framework. It was confirmed that the Board would receive an annual CSR report. The Board discussed the impact of the CSR Framework and questioned if it should have a global impact. Professor Latham confirmed that the intention was for the pilot to operate in Coventry at first but there could be other avenues available to engage with overseas contacts. The Board discussed the governance of the CSR Framework and whilst supportive of the CSR Framework, advocated the need for clear data to ensure the aims be achieved.

It was RESOLVED that the Board APPROVED the CSR Framework. Ms Lewis left the meeting.

191/08 Delegation of Cambridge Education Group (CEG) contract to SFRC
Dr Pilsbury joined the meeting. Dr Pilsbury outlined the current contract with CEG which was due for renewal. He confirmed that further discussions were continuing with CEG. The Board discussed the value and length of service and the value of the contract to the University in terms of student numbers. Dr Pilsbury provided an outline of the business case for the contract. The Board considered the business case and confirmed it was content for Strategy, Finance and Resources Committee to be consider and approve this specific contract on the Board’s behalf.

It was RESOLVED that Strategy, Finance and Resources Committee be delegated the authority to approve the renewal contract between Cambridge Education Group and the University.

Dr Pilsbury thanked the Board and confirmed the matter would be presented to Strategy, Finance and Resources Committee following the conclusion of contract discussions. Dr Pilsbury left the meeting.

191/09 2018/19 Q1 Financial Forecast and P4 Management Accounts

Mr Langston presented the P4 management accounts and Q1 financial forecast. Mr Langston confirmed that whilst student numbers had grown, these had not grown enough as the 2018/19 targets had been higher than in the previous year. This had resulted in a shortfall in income. Mitigating actions had been put in place and the shortfall had been managed within the portfolio. The January intake was expected to lead to a further shortfall in income as the University would be unlikely to hit the ambitious target, although it was acknowledged that the University had still grown compared to the previous year. Mr Langston confirmed that actions had been agreed internally to deal with any budget shortfall, such that the position was being managed. Mr Langston advised that the University would target spending in specific areas.

The Board discussed spending on agency staff that had been included in the Q1 forecast. Professor Latham confirmed that some agency costs had arisen due to vacancies and it was expected that some spending on agency staff would reduce as vacancies were recruited to. Professor Latham confirmed that recruitment for new posts required his sign off as part of the AP process. Mr Langston confirmed that work on the Q2 financial forecast had begun.

The Board RECEIVED the Q1 financial forecast and P4 Management Accounts.

191/10 Operational Report

The Operational Report was taken as read. Mr Alcock confirmed that the FEV Building would be opening shortly. He advised that feedback from students on Bishop Gate and Godiva Place had been positive, however, a “lessons learned” exercise would be undertaken for Bishop Gate. Mr Alcock advised there were already some early indicators of lessons that could be learned but a full review would be undertaken.

The Board RECEIVED the Operational Report.

191/11 Coventry University Students’ Union (CUSU)

Mr Ajare and Mr Adebanjo presented the report from CUSU.
Mr Adebanjo advised that work had commenced on CUSU’s three year strategy. Mr Adebanjo highlighted CUSU’s focus on education and the student experience, citing for example, that students who were involved with extra-curricular activities tended to perform better in their studies. Mr Adebanjo confirmed that CUSU continued to work with the University to bid for hate crime and mental health funding from the Office for Students.

Mr Ajare outlined CUSU’s work for recruitment, retention and reputation. He outlined the role CUSU played in retention of students and to support the University in good graduate outcomes. Mr Ajare cited volunteering and involvement in the community as examples of the positive work of CUSU. Mr Ajare confirmed that CUSU planned to ensure it continued to become more visible, particularly for online students and those located in Poland, Scarborough and Dagenham.

The Board RECEIVED the report.

**191/12 Subsidiary Companies**

(a) Serious Games International Limited

Mr Alcock outlined the arrangements made to strike-off Serious Games International Limited and provided the Board with an outline of the progress taken to-date. The Board RECEIVED the update.

(b) CU In London Limited

The report was taken as read and the contents duly noted. It was RESOLVED that the Board approved:

i. That, subject to the consent of the Registrar of Companies, the name of the company be and hereby is changed from CU In London Limited to CU Recruitment and Admissions Limited;

ii. The Articles of Association marked “Document A” submitted to the meeting, and for the purposes of identification only be and hereby are adopted as the Articles of Association of the company in substitution for and to the exclusion of all existing Articles of Association of the Company;

iii. The Chair of the Board of Governors be authorised to sign the resolutions identified in (i) and (ii) above;

iv. The Company Secretary be authorised to make the necessary filings.

(c) Coventry University Enterprises Limited

The report was taken as read and the contents duly noted. It was RESOLVED that the Board:

i. APPROVED the loan of £17.25m held between Coventry University Higher Education Corporation and Coventry University Enterprises Limited be converted into shares in Coventry University Enterprises Limited;

ii. APPROVED that with effect from the time of the passing of this resolution the directors of Coventry University Enterprises Limited be unconditionally authorised, pursuant to sections 549 and 551, Companies Act 2006, at any time or times during the period of five years from the date of this resolution and in addition to any other extant authority, to allot relevant securities (as defined in that Act) to Coventry University Higher Education Corporation up to a maximum amount of £17.2m in satisfaction of the loans made by the University to Coventry University Enterprises Limited under loan
agreements made on 08 May 2016 and 07 March 2018, increasing the authorised and called up share capital to £32m; and

iii. The Chair of the Board of Governors be authorised to sign the resolutions identified in (i) and (ii) above.

191/13  TEF Independent Review Consultation Briefing Note

The paper was taken as read and the contents duly noted. The Board confirmed it had no questions on the paper.

The Board RECEIVED the TEF Independent Review Consultation Briefing Note.

191/14  Governance

(a) Appointment of Kevin Baughan to Board of Governors and Academic Affairs Committee: The Chair confirmed that Mr Baughan had been interviewed that morning by members of the Governance and Nominations Committee and Academic Affairs Committee who recommended Mr Baughan’s appointment to the Board of Governors. It was RESOLVED that Mr Baughan be appointed to the Board of Governors as a Co-opted Governor and Academic Affairs Committee member for a term of three academic years, with effect from 13 February 2019 to 31 August 2021.

(b) Appointment of Dr Furrkh Aslam to the CUSU Board of Trustees: It was RESOLVED that Dr Aslam be appointed to the CUSU Board as the University Governor nominee. Dr Aslam’s term of office is to run commensurate with his term of office as a Governor, until 31 August 2021.

(c) Changes to the Constitution of Academic Board: It was RESOLVED that the changes to membership of Academic Board be APPROVED, as detailed in the paper, and in line with paragraph 4 of the Articles of Government.

(d) Register of Sealings: It was RESOLVED that the affixing of the common seal of the Corporation to seal numbers 603-10RIG to 627-30RIG be APPROVED.

(e) Calendar of meetings for 19/20: It was RESOLVED that the calendar of meetings for 2019/20 be APPROVED subject to any changes resulting from the discussions on semester based reporting.

191/15  Sub-Committee Reports

(a) Academic Board meeting held on 14 November 2019: The Board received the report.

(b) Strategy, Finance and Resources Committee meeting held on 09 January 2019: The Board received the report.

(c) Coventry University Online Limited meeting held on 15 January 2019: The Board received the report.

(d) Education Advisory Committee meeting held on 28 January 2019: The Board received the report.
(e) Human Resources Committee meeting held on 29 January 2019: The Board received the report.

(f) International Advisory Committee meeting held on 31 January 2019: The Board received the report.

(g) Audit and Risk Committee meeting held on 05 February 2019: The Board received the report.

(h) Commercial Advisory Committee meeting held on 12 February 2019: Mr Meehan provided a verbal update on the meeting held the previous day. He advised that the Board had received the lessons learned report from Serious Games International Limited and received a presentation from the Managing Director of Futurelets. The Committee had received an update on the Enterprise and Innovation Organisation including Intellectual Property and spinouts, and had received an update on the Knowledge Exchange Framework.

191/16 Any Other Business

There were no further items of any other business.

Meeting concluded at 6:20pm

Next meeting: 15 May 2019

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