Meeting of the Board of Governors held on
27 November 2018 from 4pm to 6pm in Room CC1.4
Techno Centre, Coventry University

190/01
Present:
Mr Keith Bissett, Independent Governor & Chair
Mr Andy Meehan, Independent Governor & Deputy Chair
Mr Ade Adebanjo, Student Governor
Mr Toch Ajare, Student Governor
Dr Furkh Aslam, Staff Governor (Academic)
Mr David Frost, Independent Governor
Dr Sue Horner, Independent Governor
Ms Jenny Hully, Co-opted Governor – until end of minute 190/18
Professor John Latham, Vice-Chancellor – until end of minute 190/18
Ms Viplavi Mahendra, Co-opted Governor
Mr Graham McKeen, Independent Governor
Ms Helen Nixseaman, Co-opted Governor
Dr Nick Owen, Co-opted Governor
Ms Marion Plant, Co-opted Governor
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
Mr Fred Wright, Independent Governor

In Attendance:
Mr Nigel Alcock, Deputy Vice-Chancellor (Group Development & Resources) & COO
Ms Kyla Bellingall, BDO (External Audit) – until end of minute 190/07
Mr Ian Dunn, Deputy Vice-Chancellor (Student Experience) – for minutes 190/12 to 190/14
Mrs Helen Fulford, Deputy Clerk to the Board of Governors and Company Secretary
Mr Greg Langston, Interim Chief Finance Officer
Professor Geoff Layer, Vice-Chancellor, University of Wolverhampton – minute 190/18 only
Mr Uly Lyons, Interim CEO, Better Futures MAT – minute 190/12 only
Professor Ian Marshall, Deputy Vice-Chancellor (Strategic Alignment and External Relations)
Professor Philip Plowden, Vice-Chancellor, Birmingham City University – minute 190/18 only
Ms Gemma Towns, Clerk to the Board of Governors and Company Secretary (minute-taker)

Apologies:
Mr Martin Reeves, External Member

190/02 Welcome, Apologies and Declarations of Interest

The Chair welcomed attendees to the meeting. Apologies had been received from Mr Reeves.

The Governors confirmed they did not have any relevant interests to declare. Ms Towns confirmed she had an interest in minute 190/12 as she was the Company Secretary for Better Futures Multi-Academy Trust. Mrs Fulford would act as Clerk to the Board for that minute only.
190/03 Confirmation of Briefing Session Items

The Chair confirmed the briefing session had received presentations on Coventry University London Campus and the CU Group. The Board requested that further information on the branding of CU Group was provided (action: GT).

190/04 Chair’s Items

(a) TNE in Egypt: Professor Latham advised that the University was in the process of negotiating a TNE contract in Egypt. He advised that under the delegation framework, as the contract was over five years in duration, he was requesting authority to enter into the agreement. Professor Latham provided the Board with an overview of the proposal and the benefits to the University. The Board discussed the business case including any potential risks. Professor Latham confirmed that robust due diligence had been undertaken. The Board noted the matter had been reported to Strategy, Finance and Resources Committee in November 2018. The Board discussed the proposal and was of the view that the contract value was not material. It was RESOLVED that the TNE Egypt agreement be entered into. The Board requested that the delegation schedule was revised to ensure it was fit for purpose (action: GT).

190/05 Minutes of the Previous Meeting

(a) Minutes of the meeting held on 25 September 2018: The minutes of the meeting held on 20 September 2018 were APPROVED as a true record.

(b) Confidential Minute, 25 September 2018: The confidential minute of the meeting held on 20 September 2018 was APPROVED as a true record.

(c) Minutes of the decision by circulation on 07 November 2018: The minute of the decision by circulation dated 08 August 2018 was agreed as a true record. The Board commented upon the short-notice of the matter which had required their urgent attention. Mr Alcock explained the reasons for the short notice. The Chair requested that the Board’s view was borne in mind when future matters were sent for consideration.

(d) Action log: The Board NOTED the action log.

(e) Correction to minute from 20 May 2018: The Clerk clarified that the minute from 18 May 2018 meeting regarding Ms Plant’s term of office should be corrected to read a term of three academic years expiring on 31 August 2021.” It was RESOLVED that the minute be corrected.

190/06 Finance Matters

(a) Summary report of year-end accounts for 31 July 2018: The contents of the summary report were taken as read and the content duly read. The Board RECEIVED the summary report.
(b) Audit and Risk Committee’s Annual Report for 2017/18: The Chair of Audit and Risk Committee presented the report. She confirmed the report spanned the first year of the contract with the new internal auditors. She confirmed that the recommendations had been acted upon and progress of actions was monitored. The Chair of Audit and Risk Committee confirmed that the risk management process was being reviewed and redesigned that year. The Board RECEIVED the Audit and Risk Committee’s Annual Report for 2017/18.

(c) Annual Internal Audit Report: The Board discussed the number of high and medium rated audits. Professor Latham stated that the internal audit plan had been constructed to audit those areas where it was felt attention was required and therefore the result of internal audits was as expected. The Board RECEIVED the Annual Internal Audit Report 2017/18.

(d) External Auditor’s Highlights Report for year ending 31 July 2018: Ms Bellingall confirmed that the report had been presented to the Audit and Risk Committee prior to the Board of Governors meeting. She confirmed that the results of the audit had obtained the required level of assurance across the group. Ms Bellingall confirmed that the External Auditor’s opinion was unmodified. She confirmed that subject to the Board’s approval of the annual report and financial statements and the signing of letters of support and representation for the wholly owned subsidiary companies, she would sign the report. The Board RECEIVED the External Auditor’s Highlights Report.

190/07 Annual Report and Financial Statements for the year ended 31 July 2018

Mr Langston provided an overview of the financial position of the group and confirmed the updated final pension valuation adjustment was £2m, representing a significant cost to the University. The Board discussed the annual report and financial statements, noting they had been considered and subsequently recommended by both Strategy, Finance and Resources Committee and Audit and Risk Committee. The Board was complimentary of the presentation of the annual report.

It was RESOLVED that the annual report and financial statements for the year ended 31 July 2018 be approved.

Ms Bellingall left the meeting.

190/08 Annual Returns

(a) Office for Students (OfS) Annual Accountability Return: The report was taken as read and the contents duly noted by the Board. It was RESOLVED that the Board approve the OfS Annual Accountability Return.

(b) Annual Assurance Return (Annex A): The form was taken as read and the contents duly noted by the Board. It was RESOLVED that the Board approve the Annual Assurance Return (Annex A).

190/09 Annual Academic Quality Assurance Report

The Chairs of the Academic Affairs Committee presented the Annual Academic Quality Assurance Report, confirming to the Board that the Committee had scrutinised and challenged
the content of the report. They recommended the report was approved. The Board confirmed it was content with the report and had no further questions.

It was RESOLVED that the Annual Academic Quality Assurance Report be approved.

---

190/10  Annual Prevent Report

The Chair of Audit and Risk Committee confirmed that the report had been reviewed at the November 2018 Audit and Risk Committee meeting. She confirmed that Audit and Risk Committee had been satisfied with the monitoring that had been undertaken. The Board discussed Freedom of Speech and noted that a policy was in place.

It was RESOLVED that the Annual Prevent Report be approved.

---

190/11  Coventry University Students' Union (CUSU)

(a) Student Governor Update:  Mr Ajare confirmed that the CEO of OfS had visited CUSU in November for a discussion on the direction of OfS, the implications for CUSU and student perception of value for money had been discussed. Mr Adebanjo provided an overview of CUSU's activities and enhanced visibility within the CU Group. Mr Ajare referred to CUSU's recent attendance at CU Scarborough graduation ceremonies as an example of such visibility. Mr Ajare informed the Board that CUSU continued to work with the University on how to communicate the changes regarding the new academic year to students. Mr Ajare confirmed that student mental health remained an area of importance and CUSU continued to work on this. The Chair thanked Mr Ajare and Mr Adebanjo for their report. The Board RECEIVED the report.

(b) CUSU Annual Accounts:  The Board noted its responsibilities under the Education Act 1994. Mr Ajare confirmed that the annual accounts were before the Board for information only. The Board discussed the accounts with particular reference to the cash held at the bank, noting that CUSU's funds had become more stable in recent years. The Board RECEIVED the CUSU Annual Accounts.

---

190/12  Better Futures Multi-Academy Trust (BFMAT) Sponsorship Agreement and Grant Agreement

Ms Towns had declared an interest as Company Secretary of the BF MAT and did not participate in this item. Mrs Fulford acted as Clerk for this item. Mr Dunn and Mr Lyons joined the meeting.

Mr Dunn presented an overview of the progress of the BF MAT since it was considered by the Board in July 2017 and the original drivers for its establishment, noting that 50% of the University’s overall student recruitment was from students at sixth-form colleges. It was noted that the Board had previously committed to providing an annual grant of £400k to BF MAT. The Board was advised that the Sponsorship and Grant Agreement would be considered by both the Board of Trustees of BF MAT and the Board of Trustees of King Edward VI College Nuneaton in December 2018, and that subject to approval of the Agreements, it was anticipated that King Edward VI College Nuneaton would convert into BF MAT on 1 January 2019.
The Board discussed the current status of the education sector and the latest report on education spending in England from the Institute of Fiscal Studies. Mr Dunn advised that it was not common practice for academy sponsors to contribute to central costs, and noted that this would be a positive benefit for colleges converting into BFMAT. It was confirmed that the value of the annual grant was fixed and not dependent on the number of colleges within BFMAT. Mr Dunn provided details of other sixth form colleges that had expressed an interest to join BFMAT, and provided assurance that due diligence was undertaken on all prospective colleges. Mr Lyons highlighted the financial and educational benefits for King Edward VI College Nuneaton in converting into BFMAT.

The Board considered the Sponsorship Agreement and requested clarity on the definition of ‘material’ in relation to contracts in Schedule 2. It was noted that the Grant Agreement provided that BFMAT would be required to keep records to demonstrate how the grant had been spent, and that the University would have the right to receive this information.

It was RESOLVED that:
  a) the Sponsorship Agreement and Grant Agreement be APPROVED; and
  b) The Chair be delegated authority to approve any minor changes to the agreements; and
  c) The change to the bank account for Better Futures Multi-Academy Trust be NOTED.

Mr Lyons left the meeting.

---

190/13  Confidential Minute

Confidential Minute.

190/14  New Academic Year

The Chairs of the Academic Affairs Committee confirmed they had requested Mr Dunn provided the Board with a brief update on the changes to the new academic year.

Mr Dunn provided the Board with an overview of the reasons for the changes to the academic year and the steps taken to put this into action. He confirmed that he had been engaging with CUSU as part of delivery of the project. Mr Dunn explained the programme of activity and the delivery dates. The Board thanked Mr Dunn for his update.

Mr Dunn left the meeting.

190/15  P3 Management Accounts

Mr Langston introduced the P3 Management Accounts. He confirmed to the Board that a new style pack had been created to provide clearer information and stated this may be developed further during the course of the academic year. Mr Langston provided the highlights of the paper and confirmed income was slightly down but offset against a slippage in spend. The cash position was better than budget. He informed the Board that the full year forecast would be included in the P4 management accounts.

The Board RECEIVED the P3 Management Accounts.
Mr Alcock presented the operational report and informed the Board that the Project Management Office (PMO) had begun to receive requests for project support. CRM had been identified as a significant project to be delivered and in response to a question from the Board, Mr Alcock confirmed the business case would be presented to the Group Leadership Team and subsequently to the Strategy, Finance and Resources Committee for approval. Mr Alcock informed the Board that the process review was ongoing. The need to ensure change was undertaken in a considered manner was noted by the Board. Estates projects were progressing as planned. Mr Alcock confirmed that lessons had been learned from the delivery of Bishop Gate student residences.

The Board RECEIVED the operational report.

---

**190/17 Vice-Chancellor's Report**

Professor Latham confirmed that dashboard metrics continued to be developed. He provided an overview of recruitment activities which did not meet expectations but were still higher than 2017/18 recruitment.

Professor Latham informed the Board of the changes to the executive team structure. A structure chart was tabled. Professor Latham confirmed that the changes that would be delivered over the coming twelve months. The Board welcomed the reduction in the number of direct line reports to Professor Latham. The Board discussed the creation of the post of Provost and explored the rationale for the post being advertised internally. Professor Latham confirmed that a transparent recruitment and appointment process would be used. The Board discussed diversity within the senior management team. The Board noted that the succession planning report on the senior leadership team was expected in the New Year.

The Board RECEIVED the Vice-Chancellor's report.

---

**190/18 West Midlands Combined Universities (WMCU)**

Professor Layer and Professor Plowden joined the meeting.

Professor Latham provided new Governors with a brief summary of the reasons leading to the formation of the WMCU. Professor Plowden detailed some of the benefits that WMCU had provided, such as the ability to be the named institution in the student protection plan, as required by OfS. Professor Plowden highlighted the opportunities the WMCU had facilitated such as access to the West Midlands Combined Authority. Professor Plowden confirmed that the WMCU worked collaboratively whilst still acting competitively; examples of such areas of working were provided.

Professor Layer advised the Board of the opportunities the WMCU had provided for all three institutions to provide influence and how this linked to the development of skills and provision of education within the West Midlands. Professor Layer was of the view that WMCU had contributed to the change of perception of each of the institutions and how other organisations interacted with WMCU constituent members. The Board asked how the relationship had proven to be successful; the 5g bid and construction industry bids were cited as examples of collaborative working. The Board discussed local employment opportunities such as nursing roles, which were offered by all three institutions. Professor Latham highlighted the areas WMCU was considering for development.
Professor Latham, Professor Layer and Professor Plowden left the meeting.

190/19 Sub-committee reports

The contents of the sub-committee reports were taken as read and the contents duly noted.

The Board RECEIVED the following reports:

(a) Strategy, Finance and Resources Committee meeting held on 03 October 2018;
(b) Governance and Nominations Committee meeting held on 31 October 2018;
(c) Academic Affairs Committee meeting held on 31 October 2018;
(d) Remuneration Committee meeting held on 06 November 2018;
(e) Audit & Risk Committee meeting held on 14 November 2018;
(f) Strategy, Finance and Resources Committee meeting held on 14 November 2018;
(g) Commercial Advisory Committee meeting held on 02 October 2018 and 19 November 2018;
(h) International Advisory Committee meeting held on 09 October 2018 and 19 November 2018;
(i) Education Advisory Committee meeting held on 21 November 2018; and,
(j) CU Social Enterprise meetings held on 18 September and 13 November 2018.

Meeting concluded at 6:20pm.

Next meeting: 13 February 2019

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