

Minutes of a Meeting of the Board of Governors
held at 3.45pm on Thursday, 21 November 2013
in room 1B27, Technopark, London Road, London SE1

Present

David Longbottom	Chairman
Dame Sarah Mullally	Vice Chair
Prof Martin Earwicker	Vice Chancellor and Chief Executive
Barbara Ahland	SU President (<i>for minutes 3 - 44</i>)
Steve Balmont	
Douglas Denham St Pinnock	
Ken Dytor	
Prof Hilary McCallion	
Anne Montgomery	
Mee Ling Ng	
Louisa Nyandey	(<i>for minutes 3 - 44</i>)
Andrew Owen	
Diana Parker	
Prof Shushma Patel	(<i>for minutes 3 - 44</i>)
Prof Jon Warwick	(<i>for minutes 3 - 44</i>)

With

Prof David Phoenix	Vice Chancellor Designate
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Apologies

James Smith

External Auditor

David Barnes	Grant Thornton (<i>for minutes 32 - 44</i>)
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In attendance

Prof Rao Bhamidimarri	Executive Dean, Faculty of Engineering, Science and the Built Environment (<i>for minutes 25 – 27</i>)
Prof Phil Cardew	Pro Vice Chancellor (Academic) (<i>for minutes 3 - 44</i>)
Richard Flatman	Executive Director of Finance (<i>for minutes 3 - 44</i>)
Beverley Jullien	Pro Vice Chancellor (External) (<i>for minutes 3 – 13</i>)
Ian Mehrtens	Executive Director of Corporate Services (<i>for minutes 20 – 29</i>)
James Stevenson	University Secretary and Clerk to the Board of Governors
David Swayne	Chief Information Officer (<i>for minutes 20 – 24</i>)
Michael Broadway	Governance Officer (<i>for minutes 3 - 44</i>)

Deputy Vice Chancellor

1. In the absence of student and staff governors and other members of the Executive, the independent governors, the Vice Chancellor and Vice Chancellor Designate discussed a proposal by the Vice Chancellor Designate to create an additional senior post of Deputy Vice Chancellor (paper **BG.65A(13)**). The role would be a senior post holder and as such appointed by the Board.
2. The Vice Chancellor Designate reported that he would be consulting with members of the Executive on Friday 22nd November 2013 on the transition to Schools (previously approved by the Board) and the impact on the existing senior management structure.

Barbara Ahland, Louisa Nyandey, Prof Shushma Patel, Prof Jon Warwick, Prof Phil Cardew, Richard Flatman, Beverley Jullien and Michael Broadway joined the meeting

Welcome and Apologies

3. The Chairman welcomed the rest of the Board and members of the Executive to the meeting. The Chairman welcomed Professor Phoenix, Vice Chancellor Designate, to his first meeting as an observer.
4. Apologies for the meeting had been received from James Smith.

Declaration of Interests

5. Sarah Mullally declared an interest in paper BG.74(13). Her husband works for SAP, listed as a potential competitor to IBM for the project. The Board agreed that this was not a conflict of interest.
6. No other Board member declared an interest in any item on the agenda.

Minutes of the previous meeting

7. The Board approved the minutes of the Board meeting of 17th October 2013 subject to minute 17 reading “defined contribution scheme” rather than “defined benefit scheme”. The Board approved the proposed redactions for publication.

Re-election of Vice Chair

8. As required by the Articles, the Board re-elected Dame Sarah Mullally to serve for a further year as Vice Chair of the Board (paper **BG.66(13)**).

Chair succession update

9. The Board noted an update on Chair succession (paper **BG.67(13)**). Odgers Berndtson had been appointed to lead the search and would report to the Chair Nomination Committee with a shortlist at the beginning of February 2014.

Matters arising

10. The Board approved Professor Phoenix as an authorised signatory of the University effective from 1st January 2014 (tabled paper). The Board approved the removal of Professor Earwicker as an authorised signatory effective from 1st January 2014. The current authorised signatories are: the Vice Chancellor; the two Pro Vice Chancellors; the Executive Director of Finance; and the University Secretary.

October strategy day summary

11. The Board noted a summary of the Board strategy day of 23rd October 2013 (paper **BG.68(13)**).

Project “16-20” update

12. The Board noted an update on project “16-20” (paper **BG.72(13)**). The Board requested an in-depth review of project “16-20” at its meeting of 20th March 2014.

Student recruitment

13. The Board noted a summary on recruitment for 2012/13 and learnings from the cycle (paper **BG.77(13)**). Overall, recruitment was broadly in line with budget and c.10% ahead of the previous year.

Beverley Jullien left the meeting

Vice Chancellor's report

14. The Board noted the Vice Chancellor's report (paper **BG.70(13)**). It was reported that the new external website had been launched on 5th November 2013 and had been completely redeveloped and redesigned from a user perspective.
15. The Board noted the final key performance indicators (KPI's) for 2012/13. Financial performance for the year had been strong and there was steady progress on improving academic outcomes. The Board was keen to see the percentage of students graduating in intended period improve from the current level of 51%.
16. The Board requested more detailed explanations for the current performance of the individual KPI's.

Key performance indicator targets and ranking criteria, 2013/14

17. The Board discussed the proposed KPI targets and ranking criteria for 2013/14 (paper **BG.71(13)**). Three new measures had been included for 2013/14: i) percentage of firm acceptances against enrolment target from full time undergraduate students prior to clearing; ii) number of placement, volunteer and mentor opportunities for students; iii) staff turnover rate. The Board requested indicative scores for previous years for the new measures to enable comparison.
18. The Board approved the KPI targets and ranking criteria for 2013/14.

Reports from committee meetings

19. The Board noted the reports from committee meetings (paper **BG.72(13)**).

Business cases relating to LSBU / IBM strategic partnership

Ian Mehrtens and David Swayne entered the meeting

20. The Board discussed the business cases relating to the LSBU / IBM strategic partnership (paper **BG.73(13)**). The partnership would cover three separate strands: i) delivering an exceptional student experience; ii) outsourcing the data centres; and iii) replacing the identity and access management system. The rationale for the proposals had been discussed at the board strategy day of 23 October 2013 and the Policy and Resources committee on 12th November 2013.

21. In response to concerns around future support for the software for the exceptional student experience project, it was reported that the software was strategically important to IBM and that they hoped to sell it across the sector.
22. The exceptional student experience project would form part of the Technology Enhanced Learning Strategy. The project would transform the quality of engagement with students. The investment objectives were: to increase progression from Level 4 to Level 5 from the current target of 65% to 69% by 2015; to increase progression from Level 5 to Level 6 from the current target of 80% to 82% by 2016; to increase standard graduation from 1 in 2 (52%) to 5 in 9 (56%) by 2017; to increase Guardian league table value add score from 4.1 in 2014 to 5.0 by 2017; to reduce the debt burden on non-graduating students from £10M to £8.5M (assuming 2,750 cohort) by 2017; and to increase revenue from non-progressing students by £1.9M (assuming 2,750 cohort) by 2016.
23. The Board approved the business cases for the exceptional student experience project and outsourcing the data centres. The Board requested post investment reviews of the project to be undertaken one year and two years after delivery.
24. The Board authorised a sub-group of the Board consisting of the Chairman, Andrew Owen and Douglas Denham St Pinnock to give final approval for legal completion following procurement due process.

David Swayne left the meeting

National Bakery School redevelopment

Prof Bhamidimarri entered the meeting

25. The Board discussed the business case for the proposed redevelopment of the National Bakery School to meet the demands of higher education teaching and professional development training (paper **BG.74(13)**). The School had established close links with industry and retailers and had engaged extensively on the redevelopment. Over £600,000 of cash and gifts in kind had been pledged to the redevelopment of the School. The redevelopment required £1m capital expenditure by the University with a further £500,000 from expected fundraising underwritten by the University. It was reported that the £500,000 from further fundraising was an achievable target.
26. It was reported that the proposal fitted in with the estates vision of enhancing the public realm and increasing the visibility of the university's activities.

27. The Board approved the business case and agreed that this was an exemplar for future investment.

Prof Rao Bhamidimarri left the meeting

Equality Act 2010 assurance

28. The Board discussed an update on how the University complies with its public sector equality duty under the Equality Act 2010 (paper **BG.75(13)**). The Board noted an analysis of the protected characteristics in relation to students and staff. The Board requested future reports to provide a breakdown of the protected characteristics by the grade of staff. The Human Resources Committee would monitor the progress of the Equality, Diversity and Inclusion action plan.
29. The Board approved the Equality, Inclusion and Diversity Policy, subject to some minor amendments.

Ian Mehrtens left the meeting

Corporate risk register

30. The Board noted the corporate risk register, which had been reviewed in detail at its last meeting (paper **BG.76(13)**). No substantive changes to the register had been made since the last meeting.

Annual declarations of interest

31. The Board authorised the declared interests of its members, under section 175 of the Companies Act 2006, as set out in paper **BG.77(13)**. The Board authorised publication of the register.

Audit committee annual report

David Barnes entered the meeting

32. The Board noted the Audit Committee's annual report for 2012/13 (paper **BG.78(13)**).

Report of the Policy and Resources committee on the accounts

33. The Board noted the report of the Policy and Resources committee on the accounts (paper **BG.79(13)**).

Audit findings

34. The Board noted Grant Thornton's audit findings report which had been discussed in detail by the Audit Committee (paper **BG.82(13)**).

External audit letter of representation

35. The Board noted the letter of representation to the external auditors (paper **BG.83(13)**). It was noted that there were no representations specific to LSBU. The Executive confirmed that all material matters had been disclosed to the auditors and that the representations were accurate and reasonable.
36. The Board approved the letter and authorised the Chairman to sign the letter on behalf of the Board.

Annual report and financial statements for year ended 31st July 2013

37. The Board discussed the annual report and financial statements for year ended 31st July 2013 (paper **BG.84(13)**), which had been reviewed by the Audit committee and the Policy and Resources committee. An operating surplus of £6.1m was reported which was ahead of the budget target of £2.5m. The Board noted assurances from the Executive that the report and accounts were accurate and should be signed.
38. After careful consideration, the Board approved the annual report and financial statements for the year ended 31st July 2013 and authorised signature by the Chairman and Vice Chancellor on behalf of the Board.

Students' Union financial statements for year ended 31st July 2013

39. The Board noted the financial statements for the Students' Union (SU) for year ended 31st July 2013 (paper **BG.85(13)**). As a separate charity, the SU accounts were no longer consolidated into the university accounts.

HEFCE annual accountability return

40. The Board discussed the components of the HEFCE annual accountability return which had not already been approved (paper **BG.86(13)**). It was reported that a potential fraud by a course administrator in the Faculty of Engineering, Science and the Built Environment had been uncovered since the last Audit committee meeting. This had been reported to HEFCE and the Board could therefore still approve the annual accountability return.

- 41. The police had been informed and they were investigating any criminal activity. A press statement had been prepared in case of media interest. A full report would be made to the Audit Committee.
- 42. The Board approved the annual accountability return for submission to HEFCE.

Any other business

- 43. The Board noted that this was Prof Earwicker's final Board meeting prior to retirement as Vice Chancellor on 31st December 2013. The Board sincerely thanked Prof Earwicker for his significant contribution to the Board and the University. Prof Earwicker warmly thanked the Board and the Chairman for their support during his term as Vice Chancellor. Further speeches would follow at the Board dinner after the meeting.

Date of next meeting

- 44. The next meeting will be held at 3pm on Thursday 20th March 2014, to be followed by the annual meeting of the University Court.

The Chairman closed the meeting. The forty-third annual general meeting then followed.

Confirmed as a true record:

..... (Chairman)