

Minutes of a Meeting of the Board of Governors
held at 4pm on Thursday, 17 October 2013
in DCG12&13, Clarence Centre for Enterprise and Innovation,
St George's Circus, London SE1

Present

David Longbottom	Chairman
Prof Martin Earwicker	Vice Chancellor and Chief Executive
Barbara Ahland	
Steve Balmont	
Douglas Denham St Pinnock	
Ken Dytor	
Prof Hilary McCallion	(for minutes 1-8)
Anne Montgomery	
Mee Ling Ng	
Louisa Nyandey	
Andrew Owen	
Prof Shushma Patel	
James Smith	
Prof Jon Warwick	

Apologies

Dame Sarah Mullally	Vice Chair
Diana Parker	

In attendance

Dr Phil Cardew	Pro Vice Chancellor (Academic)
Richard Flatman	Executive Director of Finance
Beverley Jullien	Pro Vice Chancellor (External)
James Stevenson	University Secretary and Clerk to the Board of Governors
Michael Broadway	Governance Officer

Welcome

1. The Chairman welcomed Louisa Nyandey to her first Board meeting. Louisa had been recently elected as Student Governor by the Student Council.

Declaration of Interests

2. No governor declared an interest in any item on the agenda.

Minutes of the previous meeting

3. The Board approved the minutes of the ordinary Board meeting of 18 July 2013 and the special Board meeting of 19 August 2013 and the redactions for publication. The Board requested the Executive to redact minute 12 of 18 July 2013 prior to publication.
4. The Board approved the minutes of the special Board meeting of 1 October 2013 and noted the minutes of the general meeting of 1 October 2013.

Update on Vice Chancellor designate

5. The Chairman updated the Board on the induction of Professor Phoenix, the Vice Chancellor designate. It was reported that Professor Phoenix would attend the Board strategy day of 23rd October and the degree ceremony of 28th October. Professor Phoenix would be spending one day per week at the University prior to starting formally on 1st January 2014.

Matters Arising

6. There were no matters arising which were not covered elsewhere on the agenda. The revised Articles of Association would be considered by the Board at its meeting of 21 November 2013.

Student Recruitment Update

7. The Board noted an update on recruitment for 2013/14 (paper **BG.50(13)**) following the closure of Clearing. It was reported that, as a whole, recruitment was on budget for the year. Undergraduate full time “student number control” was on target with semester 2 starters expected to raise this above target. Undergraduate part time was up on target despite a reported 40% drop in the sector overall.
8. The Board welcomed the recruitment figures and requested an update on entry tariffs and progression rates at the Board meeting of 21st November 2013. The Board requested an analysis of the factors behind the recruitment figures.

Prof Hilary McCallion left the meeting

University Engineering Academy South Bank update

9. The Board noted an update on the University Engineering Academy South Bank (paper **BG.51(13)**). The University is the lead sponsor of the academy which will open in September 2014 and specialise in engineering. It was reported that sponsorship of the academy supports the University's agenda on community engagement and to help improve the aspirations of young people in the area to progress to higher education.
10. The Board noted that there was no financial commitment or financial risk to the University in sponsoring the academy. University senior executives would join the Board of Governors of the academy which was currently being constituted.
11. It was reported that the University was in discussions with the Department for Education about sponsoring a University Technical College in Brixton.

October Board Strategy Day programme

12. The Board noted the draft Board strategy day programme for 23rd October 2013 (paper **BG.52(13)**). It was noted that Professor Phoenix would attend and that this would be his first opportunity to meet all the governors.

Vice Chancellor's Report

13. The Board noted an update from the Vice Chancellor (paper **BG.53(13)**). Student satisfaction from the National Student Survey had risen 2% on last year to 82% (the sector average was 85%).
14. The Key Performance Indicators were noted. Governors queried the staff satisfaction survey participation of 59% (decrease from 62% in previous survey). Senior management had been requested to develop actions with their teams.

Project "16-20" Update

15. The Board noted an update on the "16-20" project which aimed to deliver an additional £16m of income per annum by 2017 at a 20% contribution rate (paper **BG.54(13)**). Business development projects in enterprise and international were noted. The next report to the Board would include details of early stage income.

Corporate Risk Register

16. The Board considered the corporate risk register in detail (paper **BG.55(13)**). The register set out the key risks to meeting the objectives of the Corporate Plan. The risk register is reviewed in detail by the Executive on a monthly basis and by the Audit Committee at each meeting.
17. The only corporate risk rated as “critical” was the risk of failing to meet revenue targets. The Board noted the related controls and actions, which included the “16-20” challenge (see minute 15). It was reported that the increasing pensions deficit risk was a concern but that steps had been taken to mitigate the risk including establishing a defined-contribution scheme for enterprise employees.

Reports from Committee

18. The Board noted an update on committee business since the last Board meeting (paper **BG.56(13)**).
19. The Board approved the opening a new RBS bank account and setting up a BACS/BACSTEL-IP Service User Number for the Sports Centre.
20. The Board approved the removal of Professor Martin Earwicker from the University’s bank mandate and the addition of Professor David Phoenix, with both changes effective 2nd January 2014.

Chair Succession Update

21. The Board noted an update on Chair succession planning (paper **BG.57(13)**). The Chair Nomination Committee had met once and agreed that the process should be open and transparent. A recruitment agency would be appointed to lead the search, following a mini-tender exercise.
22. The Board’s aim is to appoint the Chair elect at the 20th March 2014 Board meeting.

Matters Reserved to the Board

23. The Board approved the revised Matters Reserved to the Board (paper **BG.58(13)**).

Primary Responsibilities of the Board

24. The Board approved the revised Primary Responsibilities of the Board (paper **BG.59(13)**), which included reference to the responsibility for health and safety.

Corporate Governance Statement

25. The Board approved the Corporate Governance statement for inclusion in the annual report (paper **BG.60(13)**). The statement confirmed that the Board had acted in compliance with the CUC Code of Practice during the year. A verification note would be prepared by the Secretary to the Board.

Public Benefit Statement

26. The Board approved the Public Benefit statement for inclusion in the annual report (paper **BG.61(13)**). The statement confirmed how the Board had discharged its charitable objects for the public benefit.

Audit Committee terms of reference

27. The Board approved revised Audit Committee terms of reference (paper **BG.62(13)**), including the change to the bad debt write-offs recommended by the committee.

Annual Board Plan

28. The Board noted its annual plan for 2013/14 (paper **BG.63(13)**).

Composition of Board and Committees, 2013/14

29. The Board noted an update on its composition and that of its committees (paper **BG.64(13)**). A number of changes would be reported at the next meeting.

Portrait of Professor Earwicker

30. The Board were pleased to approve the commission of a photographic portrait of Professor Earwicker for the University to mark his forthcoming retirement as Vice Chancellor.

Date of next meeting

- 31. A Board strategy day will be held from 9.45am on Wednesday 23rd October 2013.
- 32. The next meeting will be held at 4pm on Thursday 21st November 2013.

The Chairman closed the meeting.

Confirmed as a true record:

..... (Chairman)