

HARPER ADAMS UNIVERSITY

Board of Governors

Minutes of the Meeting of the Board of Governors held on 27 September 2018 in the Boardroom

Present:	Mr Mike Lewis	Chair
	Dr David Llewellyn	Vice-Chancellor
	Mr Colin Bailey	
	Dr John Donaldson	Staff Governor
	Mr Richard Hambleton	
	Miss Georgie Marland	President of the Students' Union
	Dr Julia Pointon	
	Mr Peter Nixon	Vice-Chair
	Professor Mark Ormerod	
	Rebecca Payne	Staff Governor
	Mr Martin Thomas	
	Mr Campbell Tweed	
	Mr Stephen Vickers	Vice-Chair
	Mr Dominic Wong	

Apologies: Mr Tim Burnhope
Mr Peter Cowdy
Mrs Emma Folkes
Mrs Lavinia Moroz-Hale
Mr Mark Roach
Mrs Christine Snell

In attendance:	Dr Catherine Baxter	University Secretary & Clerk to the Board
	Mrs Liz Furey	Director of Finance
	Professor P Mills	Deputy Vice-Chancellor

Pre-Meeting Visit to the Newly Acquired Farm Land

Members expressed their thanks to the Farm Manager and the Porters Team for these arrangements.

Register of Interests

Mr Lewis, Mr Vickers and Mr Nixon left the room for the next item

Noted: that following the recent call for expressions of interest, Mr Lewis had expressed an interest in the role of Chair for 2018/19 and Mr Vickers and Mr Nixon had expressed an interest in the roles of Vice-Chair(s). Members **AGREED** that Mr Lewis should be re-appointed as Chair, Mr Vickers re-appointed as a Vice-Chair and Mr Nixon appointed to the role of Vice-Chair for 2018/19.

Mr Lewis, Mr Vickers and Mr Nixon re-joined the meeting at this point and were advised by the Secretary of their appointments to the roles noted above

Considered:

be arranged prior to a Board meeting in 2018/19; the report of Nominations Committee would be published and arrangements for election of Chair/Vice-Chairs would continue to be arranged by the Secretary to avoid any possible conflicts of interest. The University would also continue to monitor the AdvanceHE project focusing on enhancing Board diversity and draw on any good practice that emerges in due course;

- vii) that Mr Vickers was able to report that he had completed the annual review of the Chair for 2017/18. In preparation for ensuring compliance with the CUC IPN, the Vice-Chair(s) would, in due course, invite members to feed any comments into the annual review of the

- iii) that the Secretary and Chair of the Board had drafted a guidance note on how the University would consider any severance arrangements for senior staff in light of the final CUC HE Senior Staff Remuneration Code and the guidance included in the Code on severance. The OfS was also due to publish further guidance on severance for Senior Staff which would be considered by the Remuneration Committee in due course. It was also noted that a note on published and external advice on auto-enrolment pension issues had been prepared for the Staffing Committee in November 2018 as requested by the Board and that, as required by the OfS, a note to justify the remuneration of the Vice-Chancellor had been drafted and agreed by the Chair and that this note would be included in the draft Annual Report and Financial Statements for the consideration of F&GP, Audit and Risk Management Committee and the Board during November 2018;

CEB

- iv) that a note on the process to be followed for recruitment of a Vice-Chancellor had been drafted and discussed with the Chair to meet both the CUC IPN on this subject and the requirements set out in the CUC Senior Staff Remuneration Code;

- v) that it was proposed that an operating cash target of £5.5M be introduced to replace the former surplus target for the Staff Bonus Scheme, in light of the changes to accounting standards for all HEIs. In 2017/18 the University has met the NSS target (being 8th overall) but had not met the recruitment target. In discussion, members noted that having a Bonus Scheme where targets are not met, despite staff making considerable efforts, was difficult to justify.

iii) that 24 December 2018 would be designated as a “thank you day” by way of a day’s leave for all staff. **DGL**

viii) that Mr Thomas had taken action as agreed by the Board at its July meeting to review minor changes to the Health and Safety Policy to reflect feedback from members of the Health and Safety Committee. It was noted that the changes were points of clarification of the roles of staff responsible for health and safety matters and that Mr Thomas had agreed these minor changes;

Agreed:

- i) the updated report of the Remuneration Committee for publication at the same time as the Annual Report & Financial Statement; **CEB**
- ii) the amended process for 2019 Senior Staff Reviews/Remuneration; **CEB**
- iii) the severance arrangements for Senior postholders, noting that should the OfS guidance, once published, require changes, these would be progressed by Remuneration Committee and reported to the Board in due course; **CEB**
- iv) to ENDORSE Mr Thomas’s action with respect to agreeing the Health and Safety Policy Statement;
- v) the note on the process to be followed to recruit a Vice-Chancellor;
- vi) to agree a ‘Thank You Day’ for all staff on 24 December 2018. **CEB**

18/04 Terms of Reference

Received: the terms of reference for the Board of Governors for 2018/19

Agreed: that the Terms of Reference remained appropriate and no changes (other than the agreed updates to membership) were required **CEB**

18/05 Vice-Chancellor’s Report

Received:

- i) a report from the Vice-Chancellor on recent developments of note;
- ii) a copy of the letter of confirmation of registration received from the O

students had postponed or decided not to take up a place and therefore final numbers were anticipated to be in the order of 615 to 620. Following this, registration had almost been completed and to date final figures for registered undergraduates appeared to be 605 to 608. While this was an improvement on previous anticipated numbers it was disappointing that a number of students had decided not to take up their places at the last minute. Every effort would be made to retain and support students who had registered and plans were already in hand for open days in October and November as the 2019 recruitment cycle had started. At the current time, the number of applicants registering for Open Days appeared to be ahead of numbers registering at the same time in 2018;

- iii) that the University had secured an additional 30 TPG students along with 25 new degree apprenticeship students. These figures were very positive and indicated a good performance during the last recruitment round. Members of the Board expressed their thanks to all staff for their hard work with student recruitment and with the forthcoming work that will be undertaken to engage with student applicants for 2019 entry;
- iv) that the Vice-Chancellor had been invited to take part in the Agri-Skills Leadership Group and would brief members further during the planning day that would follow the Board meeting. The Vice-Chancellor had been asked to chair one of the leadership groups and it was hoped that this would be a useful opportunity for the University to engage with this important work;
- v) that the Augar review was underway. It was understood that the Office for National Statistics was now involved with the review and so the outcome may be delayed while further data was provided. The University had proposed to the Augar review that employers' levy could be used more flexibly perhaps to support placement students. This was important as the Committee had appeared to be forming a view that academic education was quite separate and different from technical education, whereas, on their recent visit to Harper Adams, they were able to see that there could be a very positive link between academic and technical education. Members of the review had met Student Wardens who were very positive about their experience and spoke about the importance of placement as well as the educational

targeted communication with students and that this would continue during the forthcoming year;

18/06 Members Discussion

<u>Received:</u>	i) a report from the Chair on issues arising from his one-to-one discussions with members including proposals for the creation of a skills matrix of Board members; ii) the three new CUC IPN's (published in November 2017) on appointing a Chair, appointing Vice-Chancellor, and the role of Nominations Committee; iii) proposed arrangements for the effect of this review of the Board and its subcommittees due to be completed by July 2019;
<u>Noted:</u>	i) that the Chair wished to thank all members for engaging positively with the one-to-one process. There were some individual points highlighted by some members which the Chair would be following up with them during the year; ii) that overall messages from the discussions were that members appreciated having more time and space at meetings to discuss strategic issues and that they hoped that this would continue and secondly, a concern that occasionally members of the Executive Team could appear to be a little defensive when responding to questions. In discussion members recognised that the Executive Team had a duty to explain why decisions had been made and that this was not necessarily always defensive. However, perhaps the style in which an explanation was expressed could perhaps appear defensive. It was also clear that the members held the Executive in very high regard and not necessarily expect all questions to be answered immediately. Members also appreciated that the Board had a culture of being open with each other and wished to work together in the right spirit to reach appropriate conclusions. The role of the Executive in engaging with Board members was very much appreciated and it was stressed that the comment was not meant to be overly critical; iii) that the Nominations Committee had considered the new CUC Illustrative Practice Note on Nominations Committees carefully as discussed earlier in the meeting. Members were content with the actions proposed and undertaken by the committee. Members were also content with the mapping provided in the papers in relation to the IPN on appointing a Chair and appointing a Vice-Chancellor; iv) that the proposed arrangements of the Effectiveness Review of the Board and its subcommittees were supported by members and the Governance Review Group (GRG) was authorised by the Board to continue with the process as recommended in the agenda; v) that a recommendation arising from the Nominations Committee have been the importance of ensuring that a more formal skills matrix was in place for members of the Board .
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<u>Agreed:</u>	i) that all members would complete a short skills matrix table for consideration by the Nominations Committee in due course; ALL

Noted: that following a number of issues at a range of universities, HEPI had published a guidance document having reviewed best practice across a number of institutions. The University Secretary had worked through the guidance and had outlined a number of suggested areas for enhancing the University's current documents which were mainly presentational and points of clarification.

Agreed: the updated Freedom of Speech, Academic Freedom and External Speakers Policy for immediate implementation; **CEB**

18/10 Academic Board, Academic Developments- consideration by the Board of Governors of Annual Reports and Academic Quality Matters

Considered:

- i) a report on the meeting of Academic Board held on 13th of June 2018;
- ii) a briefing note on the and annual reports and the arrangements for assuring the Board about the management, maintainance and enhancement of academic quality at Harper Adams University.

Noted:

- i) that the Academic Board at its last meeting had focused on the Student Success and Retention Plan and the establishment of a new committee to focus on this which would help support the University's work in access and participation in particular;
- ii) that the number of student representation on the Academic Board had also been reviewed and agreed at the meeting;
- iii) that Academic Board had noted the importance for ensuring attendance monitoring was positive to support success and retention of all students;
- iv) that the Board had already received a number of reports during 2017/18 which would assist members in considering whether or not they were content that academic quality was being appropriately managed. As in previous years, the final report will be presented to the Board in November 2018 prior to members considering the required declarations to be made to the Office for Students;

18/11 Report of the Student Union President

Received:

- i) a report by the President of the Student Union on recent activities including the President's attendance at the Leadership Foundation for Higher Education training event for new student governors;
- ii) the revised Student Union Complaints Procedure;
- iii) a revised memorandum of agreement between Harper Adams University and Harper Adams-ip

representations of the student body including on the SU's own website
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ii) that the Office of the Independent A

Date of next meeting: 28 November 2018 10.00am