



St Mary's
University
Twickenham
London

Board of Governors

Minutes of a meeting of the Board of Governors held on Thursday 16th April 2015
in the Waldegrave Drawing Room, St Mary's University, Twickenham.

Present:

Rt Rev Richard Moth (Chair)
Cllr Tony Arbour
Sir Anthony Bailey
Mr Francis Campbell (Vice-Chancellor)
Mr Jeffrey Cottle
Mr John Dixon
Fr Richard Finn
Mr Mike Foster
Dr Maureen Glackin
Mr David Hartnett
Mrs Maureen John
Mr Ryan Jones
Mr Stuart Kemp
Dr David Livesey
Ms June Mulroy
Mr Peter Pledger
Mr Peter Thomas
Mr Simon Uttley
Mr Jonathan Walsh
Dr Tim Walsh

In attendance:

Mr Graham Fice (Clerk to the Governors)
Mr David Leen (Pro Vice-Chancellor)
Professor Anne Moran (Pro Vice-Chancellor)
Dr Claire Taylor (Pro Vice-Chancellor)
Mrs Jo Blunden (Director of HR)
Mr Terry Noys (Director of Finance)
Professor Bernard Weiss (Senior Advisor to the Vice-Chancellor)

Mr Udey Chowdhury (Head of Business Support) (for M4 only)
Mr Mike Craven (Lexington Communications) (for M4 only)
Mrs Tam Milner (Registrar) (for M4 only)
Professor Lance Pettitt (Head of School of Arts and Humanities) (for M4 only)

Apologies: Mrs Helen Frostick, Mrs Sue Handley-Jones

The meeting commenced with a prayer led by the Chair.

The Board recorded its warmest congratulations to the Chair on his appointment as Bishop of Arundel and Brighton.

1 DECLARATIONS OF INTEREST

- 1.1 Stuart Kemp declared an interest in relation to M4 below and his intention to abstain from any substantive vote in relation to **[name of institution withheld]** as his employer provided internal audit services to **[name of institution withheld]**. Jonathan Walsh also declared an interest in relation to M4 below as his firm had provided services to a tenant of **[name of institution withheld]**.

2 MINUTES OF PREVIOUS MEETING

- 2.1 The minutes of the meeting held on 27 November 2014 were approved.

3 MATTERS ARISING

M3/3.1 Appointment of Pro-Chancellors

- 3.1 The small group established by the Board to consider the names of possible candidates for Pro-Chancellor had proposed names to the Chair (paper 1). The Chair would be discussing proposals with the Chancellor, Cardinal Nichols, during the week following the Board's meeting.

4 [STRATEGIC PARTNERSHIP WITH ANOTHER INSTITUTION]

M4 refers

[Minute withheld]

5 VICE-CHANCELLOR'S REPORT

- 5.1 The Board received the Vice-Chancellor's report (paper 3). The report covered:
- QAA Higher Education Review (HER)
 - The results of the 2014/15 Staff Survey
 - Student recruitment for 2015 entry
 - Matters approved by the Academic Board at recent meetings (January and March 2015)
 - Summer Graduation Ceremonies and Installation of the New Chancellor
 - The successful outcome of a 'no notice' Ofsted inspection of phonics (the subject of a detailed presentation by the Head of the School of Education, Theology and Leadership to the Audit Committee (M13 below refers))

5.2 The Board noted the contents of a letter from QAA dated 2 April 2015 outlining the the findings of the HER. **[Remainder of minute withheld pending formal publication of the report].**

6 DEVELOPMENT OF THE STRATEGIC PLAN: ESTATES STRATEGY (COMMERCIALY CONFIDENTIAL)

6.1 The Pro Vice-Chancellor (DL) presented a paper on Estates strategic priorities and the Estates Master Plan (paper 4). The paper (in an earlier form) had been received by the Estates and Health and Safety Committee (M15 below refers) and the Finance and Staffing Committee (M16 below refers).

6.2 The Estates and Health and Safety Committee had noted:

- How the development of the University's Strategic Plan 2015-2020 and beyond would mesh with the Estates Master Plan (currently under development) and a medium-term Estates Strategy
- The Master Plan and the Estates Strategy should be set in an understanding of the strategic direction of the University: how much space would be required, by when, the type of space and the impact on space from adopting certain strategic choices
- Specialist consultants had been appointed who had also been commissioned to assist with modelling and option analysis in relation to the potential partnership with **[name of institution withheld]**
- Output from the exercise would not be a detailed plan but a framework within which Estate needs could be identified within overall strategic directions (a draft Master Plan would be available for the next scheduled meeting of the Board in July)
- Helpful initial discussions had already taken place with the Local Authority and these suggested that the Local Authority saw the University as a local asset, enhancing the economic and cultural life of the area

6.3 Board members had been able to examine plans for the new Learning and Resources Centre in Trackside House before the meeting; the building would be open for use from 1 September 2015 after refurbishment and refitting.

6.4 **[Minute withheld – commercially confidential]**

7 DEVELOPMENT OF THE STRATEGIC PLAN: ENTERPRISE STRATEGY

7.1 The Pro Vice-Chancellor (CT) reported that the commissioned review of the Enterprise Strategy was expected imminently; a report would be submitted to the next scheduled meeting of the Board in July.

8 GOVERNANCE MATTERS: REVIEW OF GOVERNANCE

8.1 The Clerk introduced a paper which reviewed matters of governance: the size of the Board, the number of the Board's committees and the method of

operation (paper 5). The paper (in an earlier form) had been received by the Chairs Committee (M14 below refers).

8.2 The Board noted:

- With 24 members it was at the top end of the range (12-25) recommended by the Committee of University Chairs and the average for Boards of charities of 13
- While the Board had agreed changes to the number of its committees a year ago (to merge the Estates and the Health and Safety Committees and to keep the Academic Strategy and Student Experience Committees under review) it retained more Board committees than most other HEIs
- The volume of papers for the Board's meeting suggested the need for a review of operations, including a possible move to 'e-governance'

8.3 Arrangements might have functioned well in the past but several universities had reviewed governance and were moving to smaller Boards which met more frequently, and which had few committees; the published review of governance for one 'Cathedrals Group' university had suggested that a new model of governance was required in the increasingly competitive HE environment.

8.4 The Board **agreed**:

(i) To establish a small task group under the chairmanship of Stuart Kemp (Chair of the Audit Committee) to review governance with outline Terms of Reference as follows:

To review:

- **The size (and possible composition) of the Board**
- **The number and operation of the Board's committees, including delegated powers**
- **The general efficiency of the Board's operation including 'e-governance' and communications**

(ii) That Stuart Kemp be empowered to co-opt members to the task group and that the group should endeavour to deliver an interim report at the next scheduled meeting of the Board in July.

9 GOVERNANCE MATTERS: CUC CODE OF GOVERNANCE

M3/M10 refers

Revised CUC *Code of governance*

9.1 The Board noted the final version of the revised CUC *Code of governance* together with an explanatory note from the External Auditors, BDO (paper 6); the revised *Code* had been noted by the Chairs' Committee (M14 below refers). The *Code* was referenced in the Annual Report and Financial Statements and the Clerk would bring any necessary changes to the Board

Handbook and Scheme of Delegation arising from the revised *Code* to the next scheduled meeting of the Board in July.

Mapping of compliance with the CUC Code

- 9.2 The Board received a mapping of compliance with the revised *Code* prepared by the Clerk (paper 6i); the mapping had been noted by the Chairs' Committee. There appeared to be very few areas for attention, principally agreement of a revised *Statement Primary Responsibilities*. The mapping prepared by the Clerk might be verified by the University's Internal Auditors as part of a 'light touch' audit of governance.
- 9.3 In relation to Principle 5 of the *Code* and assurance that the board of any subsidiary entity possess the attributes necessary to provide proper stewardship and control, a member suggested that the Directors of the University's sole trading company, Strawberry Hill Enterprises be reviewed.
- 9.4 The company existed for VAT recovery purposes only and traditionally the two Directors were senior staff members: the Vice-Chancellor (formerly the Principal) and the Pro Vice-Chancellor (formerly the Vice-Principal) with responsibility for resources; the Clerk had traditionally acted as the Company Secretary. It was **agreed** that the Director of Finance review and report back (if appropriate through the Finance and Staffing Committee) to the next scheduled meeting of the Board in July.

Statement of Primary Responsibilities

- 9.5 The Board considered a revised *Statement Primary Responsibilities* from the template set out in the *CUC Code* (paper 7); the revised *Statement* had been considered by the Chairs' Committee together with a mapping of the current *Statement* against the proposed new.
- 9.6 Note was taken of differences including fresh emphasis on delegation to the Vice-Chancellor as Chief Executive and a more strategic role for the Board. The Board also noted that the *Statement* was intended to be a high-level outline of the Board's responsibilities. While it was referenced in the Annual Report and Financial Statements and appeared in the Board's *Handbook* it was not prescriptive and the Board should continue to exercise oversight through whatever mechanisms it thought fit, even though the revised *Statement* had removed certain detailed responsibilities from the previous (2009) version.
- 9.7 With the addition of the word 'Catholic' to the first *Statement* the Board **agreed unanimously** to adopt a revised *Statement Primary Responsibilities* as follows:
- 1 To approve the Catholic mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.

- 2 To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.
- 3 To delegate authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate and human resource management of the institution. And to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.
- 4 To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
- 5 To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
- 6 To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
- 7 To safeguard the good name and values of the institution.
- 8 To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring his/her performance.
- 9 To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
- 10 To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
- 11 To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
- 12 To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
- 13 To receive assurance that adequate provision has been made for the general welfare of students.

- 14 To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
- 15 To ensure that the institution's constitution is followed at all times and that appropriate advice is available to enable this to happen.

10 ANNUAL ACADEMIC HEALTH REPORT FROM THE ACADEMIC BOARD

10.1 The Board received the annual 'Academic Health' report of the Academic Board for 2013/14 (paper 8). A draft had been seen by the QAA HE Reviewers who had commented that it formed a helpful part of the University's overall Quality Assurance arrangements. The Academic Board had received very detailed supporting appendices which had been tabled for the Board of Governors:

- Appendix 1: Heads of School overviews of quality assurance and enhancement
 - A: Arts and Humanities
 - B: Education, Theology and Leadership
 - C: Management and Social Sciences
 - D: Sport, Health and Applied Sciences
- Appendix 2: Postgraduate research programme: annual report for the University of Surrey
- Appendix 3: Overview of External Examiner reports
- Appendix 4 : Student experience data

10.2 The Board had earlier noted, in the report of the Vice-Chancellor, an issue concerning the Postgraduate Certificate in Educational Theory which had been identified as operating without validation since September 2014, and actions to ensure that checks and balances were put in place which would prevent a reoccurrence.

10.3 Responding to a question the Pro Vice-Chancellor (CT) outlined the validation process for collaborative partnerships with particular reference to financial issues:

- Due Diligence (legal and financial) review of any proposed collaborative partner institution
- Approval of a fully costed programme delivery template by the Planning and Resources Committee (with the normal expectation of 50% gross margin)
- Academic validation and approval only after successful completion of the first two steps

10.4 Members asked for more information about the University's performance in the 2014 Research Excellence Framework (REF) assessment and plans for the future; the Academic Health report covered only the academic year 2013/14 and REF results had been announced only in December 2014. Attention was directed to the detailed presentation made by the Director of

Research to the Academic Strategy Committee (M12 below refers). ASC had noted that Professor Edward Acton, former Vice-Chancellor of the University of East Anglia, was facilitating discussions with the University's staff including the Research Professors; Professor Acton would also act as External Assessor in interviews for the new Pro Vice-Chancellor for Research and Enterprise.

10.5 Welcoming the report members suggested some changes for the future:

- Reflection on the resources available for the delivery of the academic portfolio and the enhancement of teaching and learning
- Inclusion of examples of good practice in teaching and learning
- Highlighting trends over time (and setting data in a national context/against comparators where possible)

11 STUDENTS UNION MATTERS

SMSU Report

11.1 The President of the SU presented his regular report to the Board (paper 9). The report covered:

- Governance update
- SMSU 'reboot' update
- Equality and diversity groups
- AU President: activity report
- SU President: activity report

11.2 The Board congratulated the SU on the 41% increase in sports and societies participation in 2014/15; this was in part related to the growth in sports-related programmes but also in increased student participation in recreational sport. The Board was also pleased to note SMSU success in the annual Varsity competition held at Brunel University.

New Memorandum and Articles for SMSU

11.3 The Board received a new *Memorandum and Articles*, and By-laws, for SMSU (paper 10). SMSU was an independent charity and the documents had been subject to extensive scrutiny including necessary expert legal review; they would be finally approved at the AGM of SMSU to be held on 22 April.

11.4 However the University's *Articles*, which pre-dated the establishment of SMSU as an independent charity (and recent changes to the CUC *Code of governance*), expected greater oversight of the SU and required the Board to approve the constitution of SMSU (*Articles* para 27.1). The Board accordingly **agreed:**

(i) The new *Memorandum and Articles*, and By-laws, for SMSU.

Revised Student Partnership Agreement (Student Charter)

11.5 The President of the SU introduced a draft of the revised Partnership Agreement (Student Charter) (paper 11); the Student Experience Committee had seen an earlier draft and the final document would be approved AGM of SMSU to be held on 22 April. Suggestions were made on phraseology and for clarification in one area.

Election of Zander Lavall as President 2015/16

- 11.6 The Board noted the election of Zander Lavall as President of SMSU for 2015/16; he would attend the next meeting of the Board as an observer before taking office on 1 August 2015.

12 ACADEMIC STRATEGY COMMITTEE

- 12.1 The Board received the minutes of the meeting of the Academic Strategy Committee held on 3 March 2015 (paper 12).

13 AUDIT COMMITTEE

- 13.1 The Board received the minutes of the meeting of the Audit Committee held on 30 March 2015 (paper 13).

14 CHAIRS' COMMITTEE

- 14.1 The Board received the minutes of the meeting of the Chairs' Committee held on 10 March 2015 (paper 14).
- 14.2 The Chairs' Committee had considered a draft Policy on Freedom of Speech (legally required) and had recommended that to the Board. The Board **agreed** the draft Policy be discussed within the wider University and should return to the next scheduled meeting of the Board in July for approval.

15 ESTATES AND HEALTH AND SAFETY COMMITTEE

- 15.1 The Board received the minutes of the meeting of the Estates and Health and Safety Committee held on 23 March 2015 (paper 15).

16 FINANCE AND STAFFING COMMITTEE

- 16.1 The Board received the minutes of the meeting of the Finance and Staffing Committee held on 25 March 2015 (paper 16).

17 NOMINATIONS COMMITTEE

- 17.1 The Board received the minutes of the meeting of the Nominations Committee held on 14 January March 2015 (paper 17) and **agreed** updated Terms of Reference for the Nominations Committee.
- 17.2 The Board **agreed** that the following Governors be re-appointed for a further three year term:

Name	Term expires	May be re-appointed for	Member of
Anthony Bailey	October 2015	One final term	Honorary Awards Committee
Sue Handley-Jones	March 2015	Two further terms	Vice-Chair, Chair of FSC

Peter Thomas	March 2015	Two further terms	FSC
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17.3 The Board noted that the following would retire in December 2015 but had served for the maximum nine years and could not be re-appointed:

- **Peter Pledger** (member of FSC)
- **Dr Tim Walsh** (Chair of SEC)

18 STUDENT EXPERIENCE COMMITTEE

18.1 The Board received the minutes of the meeting of the Student Experience Committee held on 10 February 2015 (paper 18).

19 DATES OF FUTURE MEETINGS

19.1 The Chair indicated that one possible outcome of the review of governance (M8 above refers) might be the need for more meetings of the Board in future; however plans at this time were for the usual pattern of four meetings/year plus the annual Awayday as follows:

2014/15

Special meeting Thursday 21 May 2015 (5pm)

Thursday 2 July 2015 (5pm)

2015/16

Thursday 24 September 2015 (5pm)

Thursday 26 November 2015 (5pm)

(Awayday) Thursday 24 March 2016

Thursday 14 April 2016 (5pm)

Thursday 30 June (5pm)