



**St Mary's  
University  
Twickenham  
London**

## **Board Of Governors**

Minutes of a meeting of the Board of Governors held on 25 September 2014  
in Room D121, St Mary's University, Twickenham.

### **Present:**

Rt Rev Richard Moth (Chair)  
Cllr Tony Arbour  
Mr Anthony Bailey  
Mr Francis Campbell (Vice-Chancellor)  
Mr Jeffery Cottle  
Mr John Dixon  
Fr Richard Finn  
Mr Mike Foster  
Mrs Helen Frostick  
Dr Maureen Glackin  
Mr David Hartnett  
Mrs Sue Handley-Jones  
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 (to M7 below)  
Dr Tim Walsh

### **In attendance:**

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

Welcomes were extended to new members: Mr Francis Campbell (Vice-Chancellor), Mr Jeffery Cottle, Mr David Hartnett, Mr Ryan Jones (President of the SU), Ms June Mulroy.

The meeting commenced with a prayer led by the Chair.

## **Declarations Of Interest**

- 1.1 Stuart Kemp declared an interest in relation to M5 below and his intention to abstain from any substantive vote.

## **2 Minutes Of Previous Meeting**

- 2.1 The minutes of the meeting held on 3 July 2014 were approved.

## **3 Matters Arising**

### **M4 Chair's Business**

#### **Appointment of a Chancellor**

- 3.1 The names of three possible candidates for appointment as Pro-Chancellor had been identified by the small group established by the Board and approaches would be made in confidence by the Chair and the Vice-Chancellor.

### **M6 Membership of the Board and the Board's Committees**

- 3.2 Contacts with potential new Governors were being progressed and a meeting of the Nominations Committee would be arranged in the near future.

### **M8.6 Financial Forecasts 2013/14, budget 2014/15 and financial projections to 2017/18**

- 3.3 At its July meeting the Board had discussed academic staff: student ratios and agreed that the Director of Finance should submit a paper to facilitate a fuller discussion particularly on the relative proportion of academic and non-academic staff costs. The Board received a paper from the Director of Finance (paper 1).
- 3.4 The Board noted that there would be a more detailed analysis and discussion at the November meeting of the Finance and Staffing Committee; themes would also be drawn out in the Annual Report and Accounts to be submitted to the Board's November meeting.

### **M10 Acquisition of a Further Property**

**[Minute withheld – commercially confidential]**

## **4 Vice-Chancellor's Report**

- 4.1 The Board received the Vice-Chancellor's report (paper 3) and noted in particular:
- Minor changes to the composition, and frequency of meeting, of the Senior Leadership and Senior Management Teams to create a better flow of information and to facilitate decision-making
  - A healthy draft net surplus of £3.2m for the 2013/14 financial year producing an earnings before interest, taxes, depreciation, and amortization (EBITDA) margin of 14% against the Board's minimum requirement of 10%
  - Decisions made by the Academic Board at its meetings in July and September 2014
  - National Student Survey (NSS) overall satisfaction showing a 1% increase for the University over 2013, significantly ahead of Kingston although behind

Newman and Leeds Trinity; there would be an examination of the relevant indices influencing NSS

- Latest Destination of Leavers from Higher Education (DLHE) figures showing the University to be above benchmark for the numbers of leavers in employment or further study after six months; while there was an upward sector trend in overall graduate employment, there was a downward trend in graduate-level employment and specific action was being taken within the University to address this

- 4.2 Discussion focused on undergraduate recruitment. Indications that the University was on track to recruit to overall undergraduate target numbers, up 11% on 2013/14 entry; further information would be circulated to the Board as soon as firm figures were available. There had been no reduction in entry requirements.
- 4.3 There had been noticeably increased competition in Clearing. Two universities had entered into competition with St Mary's for the first time and there had been a new pattern of students rapidly accepting and the declining offers as they 'shopped around'; conversion of offers had dropped to 40% from 60%. The University had planned for Clearing and there would be further focused planning and preparation for 2015 entry.
- 4.4 Members were aware of the lifting of Student Number Control in 2015 and the Vice-Chancellor observed that the University's market profile was changing. The Board looked forward to discussion of a revised Strategic Plan which would form a key part of the Board's Awayday (M13 below also refers).

## **5 [Strategic Partnership With Another Institution]**

**[Minute withheld]**

## **6 Establishment Of An Office In The United States**

- 6.1 The Board considered a paper from the Pro Vice-Chancellor (DL) setting out a proposal to register an office in the United States to formalise and consolidate the University's presence and to aid operational effectiveness (paper 4).
- 6.2 The Board noted that for 2014/15 around 2% of the student population at St Mary's was projected to be international (non-EU); this figure was set against a sector average of 13% and a London average of 20%. If the University were to bring the proportion of international students to sector average it could expect an additional £3.1M of tuition fees to be generated and this figure would rise to £5.5M if the University matched the London average.
- 6.3 The Board agreed that, building particularly on the University's Catholic identity, scale and location, a significant expansion of international student numbers could be achieved. The Board had been informed by the previous Vice-Chancellor of the appointment of a Director of Americas and Director of Global Catholic Engagement (on a fixed term consultancy) who had developing US strategy. Members noted a number of recent and forthcoming discussions with universities in the United States, Australia and the Far East although the University was being discerning over those institutions with which discussions were held.

- 6.4 Attention was drawn to the value of overseas links in enrichment of academic studies, current arrangements for study abroad and the general wish amongst academic colleagues for expansion in opportunities. Members also drew attention to Notre Dame University in London which through establishment of a relatively small operation in the city had been able to build awareness of its brand and facilitate overseas study for its students.
- 6.5 Members made a number of detailed comments including:
- The need for clarity in the offering and associated issues of fees, student accommodation and credit transfer
  - While supporting the proposed development, the need for the Board to engage in discussion on the University's international recruitment strategy more broadly
  - The need to reflect a growing internationalisation in the University's brand and image
  - The need for careful attention to US legal and fiscal requirements (which would met through the advice of the University's appointed legal advisors in the US who had been recommended by the Archdiocese of Chicago)
- 6.6 In conclusion the Vice-Chancellor underlined that a number of options had been examined before making the recommendation to the Board. A modest physical base was required for two staff, although the individuals would be travelling widely. A legal 'personality' was required to satisfy US authorities and establishment of a company would ease employment for local US staff (financial and regulatory issues) and would provide a tax-efficient vehicle for US citizens to engage in charitable giving to St Mary's.
- 6.7 The proposed vehicle was a 501(c) foundation, a tax-exempt non-profit organisation. The proposed Directors of the corporation were: the Chair of the Board, the Vice-Chancellor and the Pro Vice-Chancellor (DL). The International Office was carrying a Recruitment Officer vacancy and it was proposed that the vacancy be filled by a US citizen to focus on student recruitment in the US.
- 6.8 The Board **voted and unanimously agreed** the following motion:
- (i) To approve the registration of an office in the United States to further the international strategy which is core to the financial viability of the University.**

*(Mr Jonathan Walsh left the meeting)*

## **7 Annual Operating Plan And Key Performance Indicators**

### **Annual Operating Plan and KPIs**

- 7.1 The Board noted a paper from the Pro Vice-Chancellor (DL) setting out proposals to update the Board of the 2014/15 Annual Operating Plan (AOP) targets, to provide an updated Risk Register and to outline the strategic issues facing the University as a precursor to the development of the new Strategic Plan (paper 5). A timetable for discussion of the Strategic Plan would be produced and the Plan would form a key issue for discussion at the Board's Awayday.

- 7.2 The simplified AOP template had worked well and would be retained including those targets and KPIs which extended over three years. The Audit Committee was overseeing a review of the risk scoring and risk appetite due to be submitted to the November meeting of that Committee.

### **Financial Sustainability: 'ASSUR' Return**

- 7.3 The Board noted a paper from the Clerk setting out proposals for the submission of the HEFCE 'ASSUR' return on financial sustainability (paper 6). Completion of the return had been voluntary in 2013 although there had been general agreement that it was good practice.
- 7.4 The return was referenced in the HEFCE *Memorandum of assurance and accountability* and further guidance had been expected from CUC in the *Code of governance* but publication of that had been delayed. While the return remained voluntary the University would again submit the ASSUR return to HEFCE in 2014.
- 7.5 The Board would be provided with the necessary data on performance against KPI to enable the Chair and the Vice-Chancellor to sign the return on behalf of the Board. This would enable the Board to meet the requirement in the (draft) CUC *Code* that governing bodies should be in a position to explain the processes and the types of evidence used and provide any assurances required by funders. The Finance and Staffing Committee would review the draft ASSUR return and all supporting data at its November meeting prior to submission to the Board for approval.

## **8 Students' Union: Report**

- 8.1 The President of the Students' Union presented a report on the SU (paper 7). The Board noted the wide range of activities including:
- Constitutional review (which would see a new Constitution brought to the Board in April or July) and approval of a range of new policies by the SU Council and Trustee Board
  - Creation of a new visual brand and launch of a new website (including an online Box Office and online shop)
  - A new joint initiative with Sport St Mary's to get students active and development of a Student Sport Strategy (which would be brought to the next meeting of the Board)
  - The extensive Fresher's programme
  - The beginning of the process for student input to the QAA Higher Education Review (due March 2015)
  - Planning of a new Christmas festival around the weekend 5-8 December 2014 including a family community event
- 8.2 In response to a question the Pro Vice-Chancellor (CT) outlined how matters of health and personal safety, both on and off campus, were covered for Freshers; the local police were involved in the programme. Attention was also drawn to revised disciplinary and complaints policies (M12 below refers).

## 9 Audit Committee

- 9.1 The Board received a report from the meeting of the Audit Committee held on 8 September 2014 (paper 8) noting approval of the Procurement Strategy under delegated powers.

## 10 Board Handbook

- 10.1 The Board received a copy of the revised Board *Handbook* (formerly *The Board and its Committees: a Guide*) (paper 9). The Clerk had revised this key Board publication to reflect local and national changes. The *Handbook* included revised versions of two policies which had been updated to reflect changes in practice and titles:

- Standing Orders
- Policy for co-option to the Board's committees

- 10.2 The Board had earlier noted delayed publication of the CUC *Code of governance* and some changes in the *Handbook* may result; in addition the Clerk and Mrs Sue Handley-Jones would be running an induction session for the new Governors shortly. Any resulting major changes would be brought back to the Board. The Board **agreed** the new *Handbook* including revised policies but in the light of expected further change the publication would be clearly titled as 'Interim'.

## 11 Scheme Of Delegation

- 11.1 The Board received a copy of the revised *Scheme of Delegation* (paper 10). The Clerk had revised this key Board publication to reflect local and national changes. There were no changes to the powers and responsibilities of the Board, its committees, the Vice-Chancellor or the Academic Board.
- 11.2 The Board had earlier noted delayed publication of the CUC *Code of governance* and some changes in the *Scheme* may result. Any major changes would be brought back to the Board together with a 'mapping' of practices against the final *Code*. The Board **agreed** the new *Scheme of Delegation* but in the light of expected further change the publication would be clearly titled as 'Interim'.

## 12 Student Disciplinary Procedure

- 12.1 The Board received a copy of a revised Disciplinary Procedure approved by the Academic Board at its meeting held in July 2014 (paper 11). The Articles required the Board to approve the Student Disciplinary and Complaints Procedures and the Board **agreed** the revised Student Disciplinary Procedure.
- 12.2 The Vice-Chancellor's report to the Board's meeting held in June 2014 had drawn attention to minor revisions to the Student Complaints Procedure for 2014/15.

## 13 Dates Of Future Meetings

- 13.1 Thursday 27 November 2014  
Thursday 16 April 2015  
Thursday 2 July 2015

- 13.2 The Board noted that it had been necessary to rearrange the Strategic Awayday which had been scheduled for Thursday 19 March 2015 which was now the week of the QAA's Higher Education Review visitation. The date of 26 March had been provisionally set for the Awayday and the Clerk would canvass members' availability. The Chairs' Committee would discuss an agenda for the Awayday in due course.