



St Mary's
University
Twickenham
London

St Mary's University, Twickenham Board of Governors

Minutes of a meeting of the Board of Governors held on Thursday 24th September 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
Mrs Helen Frostick
Dr Maureen Glackin
Mrs Sue Handley-Jones
Mr Stuart Kemp
Mr Zander Lavall (President of SMSU)
Dr David Livesey
Mr Peter Pledger
Mr Peter Thomas
Mr Simon Uttley
Mr Jonathan Walsh
Dr Tim Walsh

In attendance:

Professor Anne Moran (Pro Vice-Chancellor)
Rt Hon Ruth Kelly (Pro Vice-Chancellor)
Mrs Jo Blunden (Senior Director of People)
Mr Udey Chowdhury (Acting Director of Finance) (to M7)
Mr Terry Noys (Chief Operating Officer)
Mr Graham Fice (Clerk to the Governors)
Mr Patrick Makoni (Assistant to the Clerk)

Mr Matthew Taylor (Head of Admissions and Student Data (for M5 only)

Representatives of Useful Studio Architects (for M6.1-6.5 only)

Apologies: Mr David Hartnett, Mrs Maureen John, Ms June Mulroy, Dr Claire Taylor (Pro Vice-Chancellor)

The meeting commenced with a prayer led by the Chair.

The following were welcomed to their first meeting of the Board:

Zander Lavall: President of SMSU

Rt Hon Ruth Kelly: Pro Vice-Chancellor (Research and Enterprise)

Following senior management restructuring the following were attending with new responsibilities:

Jo Blunden: Senior Director of People

Terry Noys: Chief Operating Officer

Udey Chowdhury (Acting Director of Finance)

Patrick Makoni (Assistant to the Clerk)

1 DECLARATIONS OF INTEREST

1.1 There were no declarations of interest.

2 MINUTES OF PREVIOUS MEETING

2.1 The minutes of the meeting held on 2 July 2015 were approved.

3 MATTERS ARISING

M3/M3.1 Appointment of Pro-Chancellors

3.1 The Chair had discussed the names of possible Pro-Chancellors with Cardinal Nichols and the individuals would be approached in confidence. An announcement would be made in due course.

M11 Review of Governance Task Group

3.2 The Review of Governance Task Group had met for a second time and expected to report (via the Chairs' Committee) to the Board's November meeting. Its work was proceeding in parallel with the review of the Academic Board management committees commissioned by the Vice-Chancellor from Consultant Eddie Newcomb.

M12 Freedom of Speech: Policy

3.3 HEFCE had announced a consultation (with a short timescale) on its monitoring of universities' duties under the Counter Terrorism and Security Act and published Government guidance.

3.4 In addition to setting out the responsibilities of senior management for detailed action, the consultation stated that from 2016 governing bodies would be

required to provide an annual report to HEFCE on how they had delivered on the Government 'Prevent' strategy. The Chair would be required to sign off a preliminary assessment of compliance later in 2015. A further report would be made to the next meeting of the Board.

M13 Board Handbook/M14 Board Standing Orders

- 3.5 The Board *Handbook* and Standing Orders had been published on the Governors' page of the University website. The Governors' page had been revised to separate information principally about governance, and information which, though public, was principally for Governors.

4 ACADEMIC MATTERS

QAA Higher Education Review

M10 refers

- 4.1 At its July meeting the Board had received the QAA Higher Education Review (HER) report and a draft Action Plan. Further work had been done on the Plan, including input from the QAA Review Manager who would visit the University in early October. The Board received an amended version of the Plan (paper 2) which had been approved by the Academic Board at its September meeting. The final version of the Plan would be sent to QAA and placed on the University's website.
- 4.2 The Vice-Chancellor set out arrangements for monitoring the Plan by the Senior Management Team and the Academic Board. The SMT would also consider an Enhancement Plan shortly. The aim was to secure QAA 'sign off' by Spring 2016.
- 4.3 Referring to later items on the agenda such as the HEFCE consultation on the future of Quality Assessment, members discussed the responsibility of Governors for the quality of the student academic experience and the mechanisms by which the Board received assurance. Questions were raised on how the Executive could be both supported and challenged while respecting the role and responsibilities of the Academic Board. Many Governors pointed to the lack of experience in academic matters for many members to provide the necessary challenge.
- 4.4 Attention was drawn to the presentation made by the Head of the School of Education, Theology and Leadership to the Audit Committee on preparations for Ofsted inspection. This was part of a series of presentations to the Audit Committee by owners of major risks; it was envisaged that more presentations on key issues should be made, directly to the Board. The Audit Committee itself might take a broader view, to include quality matters.
- 4.5 There was general agreement that there should be a closer link with the Academic Board, as well as enhanced understanding of the responsibilities of the two bodies. The Vice-Chancellor pointed to moves to develop a culture of

greater accountability generally, and to encourage more searching questioning of the Executive.

- 4.6 Members also pointed to the need to embed the student voice in its discussions and looked forward to a revised report from the President of SMSU later in the meeting (M9 below refers).

HEFCE: Future approaches to Quality Assessment

- 4.7 HEFCE had recently concluded a consultation on the future of Quality Assessment and the Board noted a paper from the Clerk on the possible implications (paper 3). The University had responded to the consultation.
- 4.8 Major changes could see the abolition of the Quality Assurance Agency (QAA) and governing bodies could be asked to provide an annual assurance to HEFCE on the quality of the student academic experience. The consultation proposed that governing bodies might commission independent external assurance on the quality of provision. The HE Minister had referred to possible reliance on a national body to assess quality as part of the proposed Teaching Excellence Framework (TEF).
- 4.9 However a number of bodies such as CUC and UUK (and the HE Mission Groups such GuildHE, Russell Group and Million+) had expressed concern at the possible abolition of QAA. Attention had been drawn in many responses to the need to significantly enhance governing bodies' understanding of academic matters to enable them to provide appropriate challenge to the Executive.
- 4.10 The Board noted that HEFCE had previously announced a requirement that governing bodies would be required to confirm, via the Annual Monitoring Statement in December 2015, that a 'relevant' governing body had scrutinised student complaints. A report on student complaints would be submitted to the Board's November meeting; monitoring of student complaints was part of the QAA HER Action Plan.
- 4.11 The Board noted that with other developments it might be required to provide HEFCE assurance annually on the following, in addition to extant requirements:
- Institutional sustainability (ASSUR)
 - Compliance with the 'Prevent' strategy
 - Student complaints
 - The quality of the student academic experience

5 VICE-CHANCELLOR'S REPORT

- 5.1 The Board received the report of the Vice-Chancellor (paper 4). The report covered:

- Preparation for Ofsted inspection (and a visit to the University by NCTL)
 - Performance in the National Student Survey (NSS) showing an increase of 2% in overall satisfaction but the establishment of an NSS Action Group to further improve participation and satisfaction
 - The QAA HER Action Plan
 - Completion of senior management restructuring
- 5.2 The Board noted the resignation of the Registrar and an Interim appointment. The Registry would be reviewed with particular focus on the Quality Office. A group had also been formed with the objective of improving the timetabling process.
- 5.3 The Head of Admissions and Student Data updated the Board on student recruitment. Figures were still being finalised but the Board noted:
- A 10% increase in applications to the University through UCAS against a national increase of 2%
 - A 2% fall in applications to the University's competitors
 - A slight fall in conversions but in the face of increased sector competition
 - An increased number of students (225) taken through Clearing (c15% of total intake)
 - A modest excess over UG and Non HEFCE ITT targets
 - An expected increase of 19% on overseas (fee-paying) UG with similar increase of 17% for PGT albeit on a modest base
 - Masters students currently enrolling through a new online system but numbers expected to be roughly on a par with 2013/14
- 5.4 The Board noted a changing situation for PGCE students. There was a large increase in alternative providers through Schools Direct but the Head of the School of Education, Theology and Leadership believed the University was holding its own against other institutions; in addition the University was examining new routes to QTS.
- 5.5 The Vice-Chancellor outlined other relevant recruitment work in hand:
- Provision of an excellent Open Day experience for potential students and their parents
 - An external review of each School by the Knowledge Partnership and with results to feed into the new Corporate Plan
 - A survey of students accepting and declining offers in one School which might be extended to others
 - An external review of the conversion rate for UG students
 - Development of a more data-led approach to planning and monitoring, including setting St Mary's in a national context such as the University's place in league tables
 - A focus on areas where improvements could be made to move the University up the league tables

- 5.6 However the availability of residential accommodation was seen as a key to recruitment. The appointment of a new Head of Recruitment would support further review of processes and members would have the opportunity to hear more at the Awayday on 14 October 'Building the St Mary's Brand and Reputation'.
- 5.7 The Board endorsed the Vice-Chancellor's congratulations to all staff involved in the recruitment and admissions process.
- 5.8 The Vice-Chancellor's report included matters approved by the Academic Board including new programmes and collaborative partnerships. The Vice-Chancellor reminded members that the Academic Board carried delegated responsibilities under the *Articles* for academic matters.
- 5.9 Referring to earlier discussion, members suggested that the Board would benefit from greater awareness of context: the general mechanisms by which the Academic Board operated, the strategic consideration given by the Academic Board (and its committees) and how Governors could be best assured that academic risks were being effectively managed.

6 STRATEGIC DEVELOPMENTS

Estates Master Plan Exercise

- 6.1 Representatives of Useful Studio Architects attended to make a presentation to the Board on the Estates Master Plan exercise; the Estates and Health and Safety Committee had received a similar presentation by the Architects at its meeting on 8 June 2015 (M1 refers approved by the Board 2 July 2015).
- 6.2 The exercise was not intended to produce an Estates Master Plan but a briefing on what such a Plan might contain, to support production of the new Corporate Plan. A figure of 12,000 students had been provided to the Architects only to give a basis for their planning and the Board had yet to consider student numbers in detail as part of the new Corporate Plan.
- 6.3 However as noted by the Estates and Health and Safety Committee, the modelling by the Architects had concluded that the Strawberry Hill campus could accommodate the teaching and student-facing needs of a University doubled in size although most residential and sporting, and some back-office functions, would be located at nearby sites. Senior staff within the University and LBRUT now had a fuller understanding of the capacity of the Strawberry Hill campus for development and the likely physical limits to growth.
- 6.4 There had already been some engagement with the Local Authority which had proved positive. Senior staff in LBRUT had appreciated the value of the University to Richmond, and suggested flexible approaches to development which could be adopted going forward. Dialogue with the Local Authority also

enabled LBRUT to consider the University within overall planning in relation to local infrastructure.

6.5 Discussion focused on various issues:

- Removal of a central London campus from immediate plans
- The unlikely option of a wholesale relocation of the University to a new greenfield site
- Offsite residential development (a student village) but the possible impact on the special community atmosphere of the Strawberry Hill campus which currently provided for both study and residence
- The unique selling point offered by the Strawberry Hill campus
- The need to avoid a 'splintered' campus which could emerge from ad hoc building development on satellite sites
- The need to have better data on current space utilisation and to exploit that space to the full

6.5 The Board recorded its thanks for the presentation and the detailed work that had gone into the Master Plan exercise.

Corporate Plan 2025

6.6 The Board noted a paper from the Chief Operating Officer setting out progress to date and further steps towards the new Corporate Plan (paper 5). Following the presentation on the Estates Master Plan exercise, further presentations would be made to the Board's next meeting:

- Interim Technology Strategy
- Interim Academic Strategy
- Interim International Strategy
- Interim Public Square Strategy

6.7 The Board's Awayday in March 2016 would consider the draft Corporate Plan.

Annual Operating Plan 2014/15: KPIs

6.8 The Chief Operating Officer presented an update on the Annual Operating Plan 2014/15 (paper 6). This set out performance against the Key Performance Indicators (KPIs) by which the Board monitored progress against the strategic aims in the current Corporate Plan. The Pro Vice-Chancellor (Research and Enterprise) provided further information on progress against KPIs in relation to achievement of Research Degree Awarding Powers (RDAP), concluding that the University was on track.

6.9 Attention focused on the KPI related to space utilisation, and in particular the swipe card system which had been introduced to support space utilisation and student attendance monitoring, to support student retention and the requirements of UK Visas and Immigration for overseas students.

- 6.10 Members heard of system issues and ongoing reliance by staff on paper registers; there were reports of students who had been present and had swiped their card on entering classrooms being sent formal warnings about absence. SMSU had introduced an innovative support programme 'Drop In, Don't Drop Out' which provided details of, and links to, the student support services.
- 6.11 The Vice-Chancellor indicated that the Senior Management Team were aware of the issues surrounding swipe cards and were reviewing as a matter of urgency; a further report would be made to the Board's next meeting.

Lease of Property in Twickenham (Commercially Confidential – Minute Withheld)

7 FINANCIAL MATTERS: MANAGEMENT ACCOUNTS

- 7.1 The Acting Director of Finance presented the Management Accounts for the 12 months ended 31 July 2015 (paper 8). The Board would consider the full and final accounts at its November meeting but members noted:
- Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) at 12% against a target of 10%
 - Surplus for the year a 6% margin at £2.747million, ahead of budget and forecast
 - Withheld
 - Withheld
 - Withheld
 - No specific University policy on reserves but close attention given to monitoring cashflow (EBITDA provided a proxy measure for cash)
- 7.2 The Board commended the Chief Operating Officer for the financial stewardship demonstrated in the accounts for 2014/15.

8 GOVERNANCE: REVISIONS FOLLOWING CHANGE TO THE SENIOR MANAGEMENT STRUCTURE

Academic Board: revision of membership

- 8.1 The University's *Articles* required the Governors to approve the membership of the Academic Board. Following University Title, Academic Board membership stood at 19 with two Pro Vice-Chancellors. With the appointment of three Pro Vice-Chancellors as noted under the Vice-Chancellor's report, the Academic Board had recommended that membership of that body total 20 (the maximum permitted under the *Articles*) (paper 9).
- 8.2 The Board **agreed** that:

- (i) **The membership of the Academic Board be returned to 20, to include the three Pro Vice-Chancellors.**

Financial and other Regulations: revision

- 8.3 Following senior management restructuring it was necessary to replace references to the former Pro Vice-Chancellor (Resources) with references to the Chief Operating Officer, and to reflect the title of the Senior Director of People, in a number of financial and other regulations. While the Finance and Staffing Committee would normally approve such changes under delegated powers, it was necessary to have revised regulations in place as soon as possible.
- 8.4 The Board considered drafts of the following:
- Financial Regulations (paper 10i)
 - Treasury Management Policy Statement and Ethical Investment and Trading Policy (paper 10ii)
 - Prevention of Fraud Policy and Response Plan (paper 10iii)
 - Public Interest Disclosure Policy and Procedure (paper 10iv)
 - Board Standing Orders (paper 10v)

Minor changes had been suggested to the Clerk by two members and a question was raised whether reference to 'cheques' should be replaced by reference to BACS transfer.

- 8.5 The Board **agreed** to:

- (i) **To approve revision of the following financial and other regulations subject to review by the Clerk of minor changes suggested by members:**
- **Financial Regulations**
 - **Treasury Management Policy Statement and Ethical Investment and Trading Policy**
 - **Prevention of Fraud Policy and Response Plan**
 - **Public Interest Disclosure Policy and Procedure**
 - **Board Standing Orders**

- 8.6 If any further amendments were required, these would be directed to the Finance and Staffing Committee.

9 STUDENTS' UNION REPORT TO THE BOARD

- 9.1 The President of SMSU presented the Union's report to the Board (paper 11). Following the QAA HE Review the report focused on action to articulate and implement a shared strategic approach to promote and embed student engagement in quality assurance and enhancement. A Representation

Working Party (chaired by the SU President) had identified actions for 2015/16 including:

- Development of a Student Engagement Plan
- Development of the Student Engagement, Retention and Success Strategy
- Awareness campaigns for staff and students
- Prioritising enhancement and student engagement as part of the new Corporate Plan
- New training, reward and monitoring systems for Programme Reps

9.2 The report highlighted:

- A new SMSU Executive structure for 2015/16
- Student School Representatives
- Action to address issues highlighted by a survey of Programme Reps
- Student membership of the Action Group intended to move NSS improve participation and satisfaction
- SMSU lead on the 'Students as Partners' initiative

9.3 On behalf of SMSU, the President proposed that to further enhance student engagement, representation and the student voice, there should be a second (non-voting) student in attendance at Board of Governors' meetings. The President pointed to:

- Two students already members of the University's Academic Board
- Benchmarking information gathered from other universities
- The general growth in student numbers and the need to reflect postgraduate student interests

9.4 The Board had earlier noted that the Review of Governance Task Group would report to the next meeting of the Board. The recommendations of the Task Group were likely to include the President's proposal and the Board **agreed** to defer consideration of the proposal to its next meeting.

9.10 The President of SMSU was congratulated on the range of actions now being taken forward and the revised format of the report.

10 AUDIT COMMITTEE

- 10.1 The Board received the minutes of the meeting of the Audit Committee held on 14 September 2015 and **agreed** Terms of Reference recommended for approval (paper 12).

11 DATES OF FUTURE MEETINGS

2015/16

Thursday 26 November 2015 (5pm)

(Awayday) Thursday 17 March 2016

Thursday 14 April 2016 (5pm)

Thursday 30 June (5pm)

Members also noted the following dates:

Wednesday 14 October SMT Awayday: 'Building the St Mary's Brand and Reputation' (Lensbury Hotel)

Tuesday 27 October 2015 (am): Official opening of the Naylor Library

Wednesday 4 November 2015: visit of the Ecumenical Patriarch of Constantinople to the University