



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 26<sup>th</sup> November 2015 in the Shannon suite, St Mary's University, Twickenham.

### **Present:**

Rt Rev Richard Moth (Chair)  
Sir Anthony Bailey  
Mr Francis Campbell (Vice-Chancellor)  
Mr John Dixon  
Fr Richard Finn  
Mr Mike Foster (to M10 only)  
Dr Maureen Glackin  
Mrs Sue Handley-Jones  
Mr David Hartnett  
Mrs Maureen John  
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:**

Rt Hon Ruth Kelly (Pro Vice-Chancellor)  
Dr Claire Taylor (Pro Vice-Chancellor)  
Professor Edward Acton (Senior Advisor to the Vice-Chancellor) (for M6 only)  
Ms Elizabeth Bell (Head of Corporate Planning) (for M6 only)  
Mrs Jo Blunden (Senior Director of People)  
Mr Ben Lennan (Interim Head of Financial Accounting)  
Mr Terry Noys (Chief Operating Officer)

Mr Graham Fice (Clerk to the Governors)  
Mr Patrick Makoni (Assistant to the Clerk)

**Apologies:** Cllr Tony Arbour, Mr Jeffrey Cottle, Mrs Helen Frostick, Ms June Mulroy, Mr Jonathan Walsh, Professor Anne Moran (Pro Vice-Chancellor)

The meeting commenced with a prayer led by the Chair.

## **1 DECLARATIONS OF INTEREST**

1.1 There were no declarations of interest.

## **2 CHAIR'S BUSINESS**

### **Name change for the University and revision of Articles**

2.1 The Chair announced that the Vice-Chancellor was formally consulting on a possible change of the formal, registered name of the University. Name change would require change in the University's Articles and formal Privy Council approval. The CES would also be consulted.

2.2 In parallel, with a number of forthcoming Governor retirements, the Review of Governance Task Group was likely to recommend some flexibility around the current very detailed specification of the size and composition of the Board. This would also require change in the Articles and it would be necessary to go forward to the Privy Council with one consolidated set of amendments. The aim would be to achieve the most flexible framework for governance for the University in the current review of the Articles.

2.3 The Board noted a proposal in the recent Green Paper to permit greater flexibility in governing instruments and to facilitate a 'level playing field' for all HEIs. Responsibility for the protection of the public interest reflected in governing instruments currently with the Privy Council might transfer to the proposed Office for Students or to BIS. A Ministerial letter was awaited giving details of how HEIs might come forward with changes to governing instruments in the short term.

### **Governor appraisal**

2.4 The Chair had written to all Governors about the round of appraisals for 2015/16. Appraisal would be shared between the Chair and the Vice-Chair; the Clerk would finalise dates and times, and remind Governors of the process.

## **3 MINUTES OF PREVIOUS MEETING**

3.1 The minutes of the meeting held on 24 September 2015 were approved.

## **4 MATTERS ARISING**

### **M3/M3.2 Review of Governance Task Group**

- 4.1 Finalisation of the Review of Governance Task Group report awaited the review of the Academic Board management committees commissioned from consultant Eddie Newcomb by the Vice-Chancellor. There were key issues around the 'interface' between the Board of Governors and the Academic Board, and committees such as the Academic Strategy Committee.
- 4.2 The Nominations Committee would consider impending retirements from the Board and necessary appointments to committees at its meeting in early January. It would have an outline of the Review of Governance Task Group report available to inform discussion.

### **M3/M3.4 Government 'Prevent' counter-terrorism strategy**

- 4.3 The Senior Director of People was chairing a broadly-based internal working party to review preparations to meet the University's duties under the Government's 'Prevent' counter-terrorism strategy; the duties had been in place since September 2015. 'Prevent' had featured significantly in the recent HEFCE Annual Meeting attended by the Chair.
- 4.4 The Board had noted HEFCE consultation on how HEIs' response to the 'Prevent' duties might be monitored. (*Clerk's note: HEFCE published the outcome of the consultation and its requirements for monitoring on 30 November 2015 and a report will be made to the next meeting*).
- 4.5 The Board was assured that there was no perceived conflict between the values of the University and the 'Prevent' duties; academic freedom would also be protected. The focus of attention should be to ensure that no person was espousing views that could lead to violent terrorism.
- 4.6 Members noted with interest that the University had been approached to advise on faith literacy and religious extremism.

### **M6 Strategic developments**

#### **M6.12 Lease of a property in Twickenham**

- 4.7 Staff from HR, Finance, Estates and Legal Services would relocate to Regal House in Twickenham from the end of November. Central hubs and 'hot desking' spaces would be available and provide continuous representation from both HR and Finance on the Strawberry Hill campus.

#### **M6.11 Swipe card system/attendance monitoring**

- 4.8 The Estates Committee had briefly discussed the swipe card attendance monitoring system and noted that the original aims of the project were being revisited and reviewed. The Board had noted at its last meeting that a central Timetabling project had been established under the Chief Operating Officer.

## **6 CORPORATE PLAN**

## **Institutional advancement**

- 6.1 Professor Acton and Elizabeth Bell delivered a presentation on institutional advancement, setting the University's position in the national context through reference to league tables and to evidence derived from detailed analysis of data.
- 6.2 The significant advantages of St Mary's were set out including the University's high place in league tables for overall student satisfaction, although performance could be further enhanced. However attention was drawn to the changing and competitive national scene with challenges including:
- The lifting of Student Number Controls but ongoing Government limitations on the recruitment of international students
  - The recent Green Paper
  - The proposed metric-based Teaching Excellence Framework (TEF)
  - Possible changes to NSS questions and the national KPIs
  - Risks to recruitment if the UK were to withdraw from EU
  - The risks faced by the University including its size, the academic offering, student accommodation and league table positioning
- 6.3 Areas for attention and action were set out including:
- Improving the University's position in the national league tables which, despite concerns over methodology, were seen generally as a proxy for quality and reputation
  - Adoption and implementation of the new Corporate Plan which would address and focus energy, enterprise and public engagement
  - Necessary investment to move the University away from its current position in league tables especially in relation to spending and SSRs

The Cathedrals Group of universities with Church foundations was proposed as a basis for comparison although different institutions were amongst the University's competitors for student recruitment.

- 6.4 Various comments were made in a wide-ranging discussion:
- The likely final content of the TEF
  - St Mary's commitment to widening participation and any possible conflict with rising entry tariffs
  - The need to preserve St Mary's values and, in the increasing focus on league tables and metrics, not to lose sight of that which cannot easily be measured
  - Defining teaching quality excellence and graduate attributes in St Mary's terms
  - The work necessary to achieve a recognised Higher Education Academy teaching qualification

- How the full extent of staff: student contact could be clarified (contact hours did not necessarily measure all engagements between staff and students)
- The scale of resources and investment which may be necessary

6.5 Members asked for further analysis if possible of:

- The progress and achievement of entrants through Clearing
- More granular presentation of some of the data before the Board eg by School and programme

### **Progress on Corporate Plan**

6.6 The Board looked forward to further discussion on the Corporate Plan at its March 2016 Awayday. The Vice-Chancellor outlined progress towards the presentation of the Plan for Board discussion and final approval:

- Heads of Schools had made presentations as part of the planning round
- Two SMT Awaydays (and a SMT development day at Roffey Park) had focused on refining strategy and the common purpose of SMT
- {Minute withheld}
- Members had two papers before them on International and Research and Enterprise Strategy and it was proposed to issue further papers before the March Awayday

## **7 VICE-CHANCELLOR'S REPORT**

7.1 The Board received the Vice-Chancellor's report (paper 2).

### **Green Paper/TEF and QAA HER report**

7.2 There appeared to be a linkage between the proposed ability of an institution to raise fees under the TEF and meeting all four expectations of a QAA HE Review. While action points under the HER Action Plan (M8 below) had been brought forward, it was advisable to consider the HER and TEF separately. Work on the Action Plan would proceed swiftly but in a sustainable manner; embedding cultural change required more than ticking action points.

7.3 The University would respond to the consultation on the TEF both as an institution and through GuildHE.

### **Student recruitment**

7.4 Recruitment for 2016 was under way and the Chief Operating Officer was leading on plans to improve processes identified after the 2015 cycle. Attention was focused on: conversion rates, Clearing entry and entry standards (tariff).

- 7.5 While postgraduate taught registrations (PGT) for 2015 had risen by 10% overall, the pattern was uneven and a Taught Postgraduate Strategy group had been established to review all aspects of PGT recruitment including the admissions process.
- 7.6 There had been rises in undergraduate (+19%) and postgraduate (+42%) registrations for international students, albeit on a low base. The Admissions and (restructured) International Office was working closely with the Marketing and Recruitment Offices to ensure that the applicant 'journey' was of the highest standard. There were early signs of the value of investment in this area.

### **NSS**

- 7.7 A University-wide working group, including SMSU representation, had been established to develop and coordinate the University's strategy for the 2016 NSS (M10 below also refers).

### **Academic Board**

- 7.8 The Vice-Chancellor had received a report from consultant Eddie Newcomb on the Academic Board and the management committees. Some clarification had been requested but the aim would be to streamline the sub-committees and ensure more effective operation. The Newcomb recommendations would be aligned with the Review of Governance Task Group, and the Board would hear more in due course.

### **Ofsted**

- 7.9 Staff from another institution with an 'Outstanding' Ofsted rating would work with staff in the School of Education, Theology and Leadership to ensure readiness for expected Ofsted inspection. The necessary Self Evaluation Document was kept updated with links to evidence.

### **Investors in People (IIP)**

- 7.10 The Board recorded its congratulations to the Senior Director of People and her staff on achievement of IIP accreditation for the University.

## **8 ACADEMIC MATTERS**

### **QAA HER Action Plan**

- 8.1 The Board received an update on the QAA HER Action Plan from the Pro Vice-Chancellor (Academic Strategy) (paper 3). This was being monitored by the SMT on a weekly basis, by the Academic Board and by a sub-group of the Academic Board; SMSU was represented. Dr Melinda Drowley of QAA was also engaged in monitoring. A large evidence base had been compiled and

actions were being completed but (as noted under the Vice-Chancellor's report) embedding cultural change would take time.

8.2 A question was raised how the Board could be assured that there was engagement and how necessary cultural change might be measured. The Pro Vice-Chancellor (Academic Strategy) pointed to:

- A focus on the quality of documentation in the evidence base, and appropriate commentary
- A holistic view to ensure that actions and documentation presented a coherent picture across the University
- Change demonstrated through changed policies and practices
- Follow through on necessary actions

8.3 As noted under the Vice-Chancellor's report, actions had been brought forward and progress was characterised as 'on target'. The University would also look to recommendations from consultant Eddie Newcomb in relation to the Academic Board and its sub-committees.

8.4 The Board was assured that SMSU was fully engaged and that the restructuring of the SMSU Executive, coupled with professional support and guidance from the SMSU Chief Executive, provided adequate resource.

### **Student Complaints and Appeals**

8.5 The Board received from the Interim Registrar (paper 4):

- A report on academic appeals, student complaints and academic misconduct for 2014/15
- A policy for handling student complaints, appeals and other forms of dispute
- A paper on identifying and addressing early signs of student concerns or complaints

The report on appeals and the policy on handling complaints had been approved by the Academic Board at its November 2015 meeting. Student representation had been considered by the Student Experience Committee and would be considered further by the Board (M10 below).

8.6 The Board was reminded that, arising from the lifting of Student Number Controls, HEFCE required governing bodies of all HEIs to provide assurance to HEFCE for the first time in December 2015 that:

- The institution had reviewed its arrangements for identifying and addressing early signs of student complaints or appeals
- A report of the review had been considered by the relevant governance body
- Any signs of issues or complaints identified had been, or were being, addressed

- 8.7 Commenting on the report and policy, the Pro Vice-Chancellor (Academic Strategy) underlined the work that had been done by the Interim Registrar to tighten policy and procedures and to map these against the Good Practice Framework of the Office of the Independent Adjudicator (OIA). A range of formal and informal mechanisms were being utilised, and SMSU were closely involved.
- 8.8 In the course of discussion members noted the need for appropriate staff training; comments were made or question raised on:
- The criteria for offering compensation (which was offered only exceptionally and judged on a case by case basis)
  - The timescales for dealing with cases (set out in detailed policies)
  - How long after graduation a student might be considered to be 'recently enrolled' (a phrase taken from OIA guidance)
  - How the outcome of cases fed into the development of wider University policies and procedures (through review of cases by the Interim Registrar and the Pro Vice-Chancellor (Academic Strategy) or through liaison between relevant academic and professional areas of the University)
- 8.9 The Board would consider the necessary HEFCE template later in the meeting in connection with the Annual Report of the Audit Committee (M9 below refers). While recognising that the Audit Committee had traditionally been the route for the Board to consider the annual HEFCE assurance template, the range of assurances now being required was expanding to include student and academic matters; possibly in future it could include more detailed assurance on academic quality and standards and compliance with the 'Prevent' counter-terrorism duties.
- 8.10 The Clerk gave assurance that the route for bringing the necessary strands together would be reviewed in order to complete any necessary HEFCE template or reports for December 2016. The Board **agreed:**
- (i) **That all three elements required in Annex E of the 2015 HEFCE Assurance return relating to appeals and complaints (review, report and identifying and addressing early issues) had been addressed satisfactorily; and**
  - (ii) **The University could provide the necessary assurance to HEFCE.**

## **9 FINANCIAL AND AUDIT MATTERS**

- 9.1 The Board received the following:
- Annual Report and Financial Statements for the year ended 31 July 2015 (paper 5)
  - Audit Letter of Representation to BDO LLP for St Mary's University (paper 6i)

- Audit Letter of Representation to BDO LLP for Strawberry Hill Enterprises (paper 6ii)
  - Audit Committee Annual Report for 2014/15 incorporating appendices including the HEFCE assurance template for 2015 (paper 7)
  - Letter of support to the Directors of Strawberry Hill Enterprises Ltd (paper 8)
  - Financial Projections 2013/14-2017/18 (paper 9)
  - HEFCE sustainability (ASSUR) report (paper 10)
- 9.2 All had been subject to prior scrutiny where appropriate by either the Audit or Finance and Staffing Committees or both; the Financial Statements, the Financial Projections and the assurance returns would be submitted to HEFCE. The Board had earlier agreed the assurance necessary to HEFCE on student complaints and appeals.
- 9.3 The Financial Statements had been audited by BDO LLP, External Auditors, who had issued a 'clean' audit report
- 9.4 For the year ended 31 July 2015 the University made a net surplus of £3million on income of £45.9million, achieving an EBITDA margin of 12% against the Board requirement of 10%. Cash at year end was £4million, debt £4million and net assets £36.5million.
- 9.5 The Board noted a number of prior year changes specifically the inclusion of heritage assets and the provision relating to the Strawberry Hill Trust.
- 9.6 The Financial Statements had been prepared on the basis that the University is a going concern, and this was demonstrated by the Financial Projections and the ASSUR return. The Projections were the same as those approved by the Board in July 2015 except that 2014/15 figures were actuals rather than estimates.
- 9.7 Noting that this was the third year for which the External Auditors had not made any audit management letter points, the Board commended the Chief Operating Officer and his team on an excellent performance.
- 9.8 The Board **agreed:**
- (i) To approve the Annual Report and Financial Statements for the University for the year ended 31 July 2015 and their signature by the Chair and the Vice-Chancellor.**
  - (ii) To approve the Audit Letter of Representation to BDO LLP in relation to the Financial Statements for the year ended 31 July 2015 and for the letter to be signed by the Chair.**
  - (iii) To approve the Audit Committee Annual Report 2014/15 and for it to be submitted to HEFCE as part of the Annual Monitoring Statement.**

- (iv) **To approve the signing by the Chair of the Letter of Support to the Directors of Strawberry Hill Enterprises Ltd, to be received at the AGM of the company.**
- (v) **To approve the financial projections to 2018/19 and for those projections to be submitted to HEFCE.**
- (vi) **To approve the ASSUR report, for it to be signed by the Chair and the Vice-Chancellor and submitted HEFCE.**

## **10 STUDENTS UNION REPORTS**

10.1 The Board received two papers from the President of SMSU:

- SMSU Update with appendix: SMSU Trustee Board sub-committee proposal (paper 11i)
- Student Representation (paper 11ii)
- NSS Update (paper 11iii)

The papers had also been considered by the Student Experience Committee at its November 2015 meeting.

### **SMSU Governance**

10.2 The Trustees of SMSU proposed establishment of three new sub-committees:

- Finance, Audit and Risk Committee
- People and Places Committee
- Service Development Committee

While Board approval was required for a change in the SMSU Constitution, establishment of these sub-committees would require only a change in SMSU Bylaws.

10.3 New disciplinary procedures for clubs and societies, officers or individual students who misbehave during SU events had also been developed; written in conjunction with the University's Conduct and Complaints Officer, these complimented the University's Student Disciplinary Procedures. The CEO of SMSU had also drafted new ratification procedures for clubs and societies.

10.4 SMSU were involved in the working party preparing the University's response to the Government 'Prevent' counter-terrorism strategy. SMSU had drafted its own Freedom of Speech and External Speaker policy which would be considered by the SMSU Trustee Board and SU Council.

10.5 The Board also noted the President's reports on:

- Welcome Fortnight and Events
- Campaigns

- Sports Clubs and Societies

### **Student representation**

10.6 Student representation was an important part of the University experience to:

- Allow students to voice their opinions and give feedback on key aspects of the University
- Aid the development and growth of the institution on the basis of shared understanding

10.7 The Board noted:

- The training of Programme Representatives and feedback from Programme Reps during 2015/16
- The introduction of School Representatives
- The work of the Student Representation Working Group
- Proposals for a Postgraduate Students Officer to be included on the SU Executive Committee and for establishment of a new role within SMSU to be focused more specifically on student representation going forward; a proposal and for a non-voting Student Observer to be permitted to attend Board meetings would be considered along with the report of the Review of Governance Task Group

### **NSS**

10.8 SMSU was involved in the 'NSS90+' group being led by the Head of the School of Sport, Health and Applied Science with the aim of reaching a target of 90% for overall student satisfaction within NSS 2016 and to increase participation levels to 75%. Some modest incentives would be made available to support and reward participation.

10.9 SMSU had been able to analyse NSS 2015 data in some detail and the Board noted:

- Lower levels of satisfaction for mature students
- Lower levels of satisfaction for male students
- Higher levels of satisfaction for part-time students
- The lowest levels of satisfaction for international students (EU students in particular)

10.10 However the Board noted that 'teaching on my course' scored at least 90% for all categories and that work was in hand to explore the data; focus groups had been held and good practice was being disseminated. While assessment and feedback scored relatively low for all student categories, the Pro Vice-Chancellor (Academic Strategy) noted that this area tended not to score highly nationally; work was underway within the University to explain the various elements that constituted 'feedback', and nationally to examine the relevant question in NSS.

*Mr Mike Foster left the meeting.*

## **11 AUDIT COMMITTEE**

- 11.1 The Board received the minutes of the meeting of the Audit Committee held on 10 November 2015 (paper 12). The Board had considered the Annual Report and Financial Statements and the Annual Report of the Audit Committee earlier in the meeting.
- 11.2 The Board noted the Risk Register; the current Register had been mapped on to the proposed new template and a revised Register using the new template would be compiled from the new Corporate Plan.

## **12 ESTATES AND HEALTH AND SAFETY COMMITTEE**

- 12.1 The Board received the minutes of the meeting of the Estates and Health and Safety Committee held on 2 November 2015 and **agreed** Terms of Reference recommended for approval (paper 13).
- 12.2 The Board noted the annual Health and Safety report for 2014/15.

## **13 FINANCE AND STAFFING COMMITTEE**

- 13.1 The Board received the minutes of the meeting of the Finance and Staffing Committee held on 11 November 2015 and **agreed** Terms of Reference recommended for approval (paper 16).
- 13.2 The Board had considered the Annual Report and Financial Statements, the Financial Projections and the HEFCE ASSUR sustainability report earlier in the meeting. Attention was drawn to the time that had been taken to introduce academic workload planning.

## **14 STUDENT EXPERIENCE COMMITTEE**

- 14.1 The Board received the minutes of the meeting of the Student Experience Committee held on 3 November 2015 (paper 17).

## **15 VALEDICTIONS**

- 15.1 The Board recorded its very grateful thanks and warmest best wishes to two Governors who were retiring after nine years of dedicated service: Peter Pledger (member of FSC) and Dr Tim Walsh (Chair of the Student Experience Committee).

## **16 DATES OF FUTURE MEETINGS**

**(Awayday) Thursday 17 March 2016**  
Thursday 14 April 2016 (5pm)

Thursday 30 June (5pm)