



St Mary's
University
Twickenham
London

BOARD OF GOVERNORS

Minutes of a meeting of the Board of Governors held on Thursday 30 June 2016
in the Shannon Suite, St Mary's University, Twickenham.

Present:

Rt Rev Richard Moth (Chair)
Professor Edward Acton
Cllr Tony Arbour
Mr Francis Campbell (Vice-Chancellor)
Mr Mike Foster
Mrs Helen Frostick
Dr Maureen Glackin
Mrs Sue Handley-Jones (Vice-Chair)
Mr Stuart Kemp
Mr Zander Lavall (President of SMSU)
Dr David Livesey
Ms June Mulroy
Mr Peter Thomas
Mr Simon Uttley
Mr Jonathan Walsh

In attendance:

Mr James Roberts (Student Observer)

Rt Hon Ruth Kelly (Pro Vice-Chancellor)
Professor Anne Moran (Pro Vice-Chancellor)
Dr Claire Taylor (Pro Vice-Chancellor)
Mr Udey Chowdhury (Acting Director of Finance)
Mr Terry Noys (Chief Operating Officer)

Ms Sian Rees-Jones (International Student Marketing and Recruitment
Manager) (for part of M5 only)

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

Apologies: Mr Anthony Bailey, Mr Jeffrey Cottle, Mr John Dixon, Fr Richard Finn, Mr Dave Hartnett, Mrs Jo Blunden

James Roberts was welcomed to his first Board meeting as Student Observer for 2016/17.

The meeting commenced with a prayer led by the Chair.

1 DECLARATIONS OF INTEREST

- 1.1 Stuart Kemp declared an interest in an item included in the Vice-Chancellor's report as his company provided audit services to two institutions referenced in the report.

2 CHAIR'S BUSINESS

Appointment of a Pro-Chancellor of the University

- 2.1 The Chair announced that:
- Margaret Mizen would be joining the Board for supper immediately after the meeting, prior to her installation as a Pro-Chancellor of the University during the Awards Ceremony to be held in Westminster Cathedral on the afternoon of 14 July
 - Baroness Vadera had agreed to become a Pro-Chancellor of the University and would be installed at a future date

Membership of the Board

- 2.2 The Chair announced that:
- Professor Edward Acton's status as a non-staff member of the Board had been confirmed by the Nominations Committee
 - Mr Mike Foster and Dr Maureen Glackin had agreed to continue as academic Staff Governors for 2016/17, pending elections for the two Staff Governors (as a proportionate reflection of a smaller Board) for 2017/18

Chair's Project Fund

- 2.3 The Board received a paper proposing establishment of a small fund (the Chair's Project Fund) to assist individual Governors in specific projects to take the Corporate Plan forward (paper 1). Attention was drawn to the recent joint work between Governors and the Executive on the Corporate Plan (M6 below).
- 2.4 Any work would be approved by the Chair and the Vice-Chancellor, and the Vice-Chancellor would exercise general oversight as Accountable Officer for HEFCE. The Board noted the requirements of the Articles over any payment to Governors and contractual payments; payments would be made from the Clerk's budget.
- 2.5 Reports would be made to the Board or one of its committees as appropriate and the Finance and Resources Committee would receive an annual summary of any spending.
- 2.6 The Board **approved** the proposal.

3 MINUTES OF PREVIOUS MEETING

- 3.1 The minutes of the meeting held on 14 April 2016 were approved.

4 MATTERS ARISING

M10 'Prevent' Counter-terrorism strategy: compliance

- 4.1 Following submission of all necessary 'Prevent' documentation, HEFCE had written to the Vice-Chancellor (1 June 2016) to confirm that HEFCE had 'concluded that overall the policies, procedures and arrangements submitted demonstrate that you

have had regard to the statutory Prevent Guidance in your response to the Prevent duty’.

- 4.2 Further clarification was requested on the arrangements in place for managing faith and prayer facilities. The Board was clear that the Chapel, the Crypt and the Chapel in the Woods were subject to Canon Law and while a prayer room for other faiths was general University space, the situation required a careful reply; the Vice-Chancellor had asked the CES for advice.

5 PRESENTATION ON THE INTERNATIONAL DEPARTMENT

- 5.1 Professor Anne Moran delivered a presentation on the work of the International Department. This covered:

- Governance structures
- The international strategy
- International marketing and recruitment
- International partnerships
- The international student experience
- Key enablers for success

- 5.2 The Board noted in particular:

- The integrated approach between Marketing, Recruitment and Admissions
- The target of 25% international (including) students in 2016/17
- The range of countries and the number of high-profile universities that the International Department was engaged with or actively targeting
- While there had been an increase in international students, time would be required to grow numbers significantly
- The leadership that would be provided from 2016/17 by the Senior Director for Global Engagement

- 5.3 Uncertainty had been generated by the ‘Brexit’ referendum on 23 June but the Vice-Chancellor had issued a public statement. This had underlined the University’s strong international and European roots and reassured EU students and staff that there had been no change to their immigration status, their freedom to travel to the UK, and their ability to study and teach at St Mary’s. There would also be no change at this stage to current fee levels and access to Student Loans. A very similar statement had been issued to all the University’s EU partners.

6 CORPORATE PLAN

M5 refers

- 6.1 The Board received a draft Corporate Plan prepared by Dave Harnett (paper 3). At the last meeting the Chair had asked Dave Harnett to look at the scale of investment required to support the draft Corporate Plan, the ways in which the challenge might be approached and in what time frame.
- 6.2 Dave Harnett had set out his proposed approach including detailed examination of supporting papers already produced and meetings with key individuals. He had stated his aim to produce a Plan that:
- Was relatively short and focused at high level
 - Was colourful, lively and ambitious, for use by a wide range of stakeholders

- Could function as the means by which the Board held the Executive to account and could be reviewed by the Board periodically to check progress on delivery

6.3 At earlier meetings the Board had received a presentation on the University's position in the national league tables and had discussed the draft Corporate Plan and the underpinning strategies in detail at the Board's Awayday. Later in the meeting the Board would discuss the Budget for 2016/17 and Financial Projections which would support the Plan.

6.4 The Vice-Chancellor introduced discussion and pointed to the series of Key Performance Indicators set out in the draft Plan; while the targets were stretching, the Budget was focused towards delivery against the KPIs. Discussion focused on the KPIs.

6.5-8 **Confidential discussion on targets: minutes withheld**

Corporate Plan as contract

6.9 At its March 2016 meeting the Finance and Staffing Committee had noted a mapping of University compliance with the Competition and Markets Authority's guidance for HE institutions on consumer law; that had shown broad compliance but with the need for ongoing attention. A question was raised whether the Corporate Plan, and in particular the commitments set out in the Plan, could be deemed to be part of the contract between the University and potential or actual students. [*Clerk's note: the CMA guidance makes no explicit reference to plans as the focus is on the prospectus and other information forming part of the detailed offer*].

6.10 The Vice-Chancellor had received some comments from members of the SMT and members of the Board were invited to send any further comments to Dave Hartnett by 7 July; after that date the Plan would be edited and further polished while the general shape of the Plan before the Board would be maintained.

6.11 The Board **agreed unanimously:**

- (i) To approve the Corporate Plan subject to final minor amendments to reflect comments made.**

7 REVISED GOVERNING ARTICLES

M8 refers

7.1 At its April 2016 meeting the Board considered a revised draft of the governing Articles for the University and had voted to approve the new Articles subject to two minor changes and any changes required by the Privy Council and the CES. The Board received a revised draft (paper 4).

7.2 Final comments had been received from the Privy Council shortly before the Board's meeting and the Board noted the final agreed wording to para 13.4.12:

No Governor (other than an ex-officio Governor) shall serve more than three consecutive terms of office unless exceptionally the Governing Body resolves to permit an extension of a term or a further term or terms in respect of a new or more senior role on the Governing Body provided that the maximum period of service in a new or more senior role does not exceed nine years.

- 7.3 Formal consent to the revised Articles had been received from the CES, and through the CES, from the Diocese of Westminster. The CES had also informed the Clerk that, on the assumption that the revised Articles would be approved, the following would be the new Members:

Nominated by the Archbishop of Westminster

Archbishop Malcom McMahon

Bishop Richard Moth

Nominated by the Director of the Catholic Education Service

Fr Richard Finn OP

Fr George Bowen OC

- 7.4 The Board recalled that the Members responsibilities were to approve:

- Any future change to the Articles
- The sale or lease of Church-endowed land

However it would be for the current Members to formally approve the revised Articles before the Board; that would be achieved through a written Resolution which would be circulated after the Board's meeting.

- 7.5 The Board **voted and agreed** the following Resolution:

- (i) **Having received informal approval from the Privy Council and a consent from the Catholic Education Service to the proposed new Articles of Association for the University, the Board RESOLVES THAT the form of Articles of Association annexed to this resolution be approved as the Articles of Association of the University in substitution for and to the exclusion of the existing Articles of Association.**

Votes for: 14

Votes against: 0

Abstentions: 1

- 7.6 Following removal of prescription and detail from the Articles, the Board would consider new draft Regulations at its September 2016 meeting.

8 REVIEW OF GOVERNANCE

M7 refers

- 8.1 The Board received a paper from the Clerk outlining steps being taken to take the review of governance forward (paper 5). The Board noted:
- The Nominations (and Governance) Committee was taking a lead on implementation
 - The recent round of meetings of the Board's committees had considered the review in terms of their revised titles, their responsibilities and their Terms of Reference and draft Terms of Reference were attached to each set of minutes as appropriate

- The Audit Committee would consider its Terms of Reference at its September meeting
- Dates for the Board's meetings and for the Committees of the Board had been set and the new February meeting would become the Board's strategic awayday
- Regulations, Scheme of Delegation and Board Handbook would be submitted to the Board's September meeting
- The Vice-Chancellor was leading on a significant amount of work on the Academic Board and its committees and this would also be submitted to the Board's September meeting

9 VICE-CHANCELLOR'S REPORT

- 9.1 The Board received the report of the Vice-Chancellor (paper 6).
- 9.2 The Board had already noted action taken by the University following the 'Brexit' referendum and the Vice-Chancellor reported HEFCE 'concern'; while the situation was very fluid, the implications for institutions in and around London could be significant.
- 9.3 The Board was pleased to note that on 15 June 2016 the QAA Board had agreed that the judgement for the enhancement of student learning opportunities would be amended to 'meet expectations'; this had been reflected on the QAA website and the University was able to use the QAA Quality Mark.
- 9.4-5 **Confidential discussion on TEF and partnerships: minutes withheld**
- 9.6 The Board noted senior appointments:
- Professor John Charnley: Pro Vice-Chancellor (Academic Strategy)
 - Mark Sudbury: Senior Director (Global Engagement)
 - Joe Docherty: International Director
 - Professor Karen Sanders: Head of the School of Arts and Humanities
 - Dr Monika Nangia: Academic Registrar
 - Canon Peter Newby: Chaplain to St Mary's University
- 9.7 Other issues noted by the Board included:
- The HEFCE annual visit
 - League tables
 - UCAS' publication of application and offer data
 - Ongoing readiness for Ofsted inspection
 - Personal tutoring
 - NSS
 - The Estates Masterplan and refurbishment of the University Reception
 - The new foundation of the Religious of the Assumption

10 FINANCIAL FORECASTS 2015/16, BUDGET 2016/17 AND FINANCIAL PROJECTIONS TO 2019/20

- 10.1 The Board received the Financial Forecasts 2015/16, Budget 2016/17 and Financial Projections to 2019/20 (paper 7). These had been scrutinised in detail by the Finance and Staffing Committee and were recommended by FSC for approval.

- 10.2 The Chair of FSC, Sue Handley-Jones, drew attention to the key metrics and financial KPIs set out in the papers, including a reduction in EBITDA from 10% in 2015/16 (forecast) to 6% in 2017/18 and beyond. Investment was required if the University was to move up the league tables and avoid a risk to institutional sustainability; building on investment made in 2015/16, the University had to contemplate a deficit for 2016/17 before investments began to produce a return from 2017/18. Attention was drawn to the risks set out in the papers before the Board.
- 10.3 Members pointed to the investment of £100M highlighted in the Corporate Plan and questioned fundraising potential against the current modest sum. The Pro Vice-Chancellor (Research and Enterprise) pointed to discussion set out in FSC minutes and underlined:
- The untapped potential together with a new ambition to attract large scale donations
 - The unique offering of St Mary's which appealed to Catholic and other bodies
 - The work of Consultants CCS who had been very successful in working with other organisations, coupled with intensive work by the Vice-Chancellor and herself with a large number of bodies and individuals

The Pro Vice-Chancellor believed projections to be realistic and well-founded.

- 10.4 The Board **agreed unanimously:**

- (i) **To approve the Reforecast 2015/16, the Budget 2016/17 and the Financial Projections to 2019/20.**
- (ii) **For the Projections to 2019/20 to be submitted to HEFCE following approval by the Board.**

11 WHITE PAPER AND TEF

- 11.1 At its April meeting the Board had received a paper from the Pro Vice-Chancellor (Academic Strategy) on the revised HEFCE Quality Assessment Operating Plan. Government had published the White Paper Success as a Knowledge Economy on 16 May together with the technical consultation on the Teaching Excellence Framework; together these three documents would determine the shape of the future higher education landscape.
- 11.2 The Board noted summaries of the following (paper 8):
- The White Paper
 - The TEF technical consultation
 - The HEFCE Quality Assessment Operating Model (as submitted to the last meeting)
- 11.3 The Chair of the Academic Strategy Committee, Professor Acton, pointed to discussion recorded in the minutes of the Committee (M13 below). Governing bodies would be required to take responsibility for providing assurance to HEFCE on academic quality and standards, while respecting the roles of Academic Board/Senates. The *Model* would require governing bodies provide annual assurances:
- The governing body has received and discussed a report and accompanying action plan relating to the student academic experience and student

outcomes, including the evidence from the institution's own periodic review processes which fully involve students and external expert advice.

- The governing body has received the outcomes of continuous improvement activity relating to learning and teaching and challenged the executive where necessary.
- The methodologies used as a basis to improve the student academic experience and student outcomes are, to the best of our knowledge, robust and appropriate.
- The governing body has received a report that confirms that the provider continues to meet the Standards of Part 1 of the ESG (2015).
- The standards of awards for which we are responsible have been appropriately set and maintained.

11.4 In outline:

- The Academic Scrutiny Committee (as ASC would be called) would take a lead but it would be necessary to exercise the same scrutiny and challenge on academic matters as had been required on financial matters through FSC
- Data would be of great importance to support the work of the Committee, focused around the TEF metrics and ASC would be receiving a regular flow of information on the academic health of the University
- While HEFCE would be making some provision through the Leadership Foundation, it would be necessary to provide appropriate information and training to all governing bodies

11.5 Further information was awaited on the TEF including the additional evidence that a provider could provide; this was understood to be an evidence-based narrative. There was some confidence within the University because of the recent QAA HE Review and the need to be ready at any time for short-notice Ofsted inspection.

12 STUDENTS' UNION REPORT

12.1 The Board received the report of the President of SMSU (paper 9). The Board noted:

Governance

- SU AGM Election results with the use of the online voting system generating an increase in voter participation
- Strategies, policies and processes
- The 'Quality Students' Union' initiative from NUS

Student welfare

- Simmies Angels ensuring students were looked after following SU-organised nightclub events (understood to be one of the first such schemes in the UK)
- Events, with no complaints being received from local residents

Campaigns

- Hearing Dogs for Deaf People
- The opening of the Library 24/7 in the run-up to exam week
- Campaigns including mental health, finance, sexual health and BME students
- Redesign of the 'Drop In/Don't Drop Out' campaign to enhance retention

Sports clubs and societies

- Success in sports
- An increase in clubs and societies
- A more in-depth training programme for new club and society committee members

Representation and the Student Voice

- Work with the Student Engagement Officer to develop a Personal Tutoring system to be implemented from September 2016
- The first year of awards to Programme Reps ('Effective Rep' award in bronze, silver or gold)

SMSU and Student Segmentation

- 12.2 The Board noted with interest data gathered by SMSU on student engagement with the Union, with the aim being of creation of a tailored engagement package for every student at the University based on lifestyle, values, interests and behaviours. This first survey had been completed by a work placement student recruited through the Centre for Workplace Learning.
- 12.3 Further work would be undertaken and the Board noted analyses were also produced by offices such Admissions and the Head of Corporate Planning. The Chair commended this initiative of SMSU.

13 ACADEMIC STRATEGY COMMITTEE

- 13.1 The Board received the minutes of the meeting of the Academic Strategy Committee held on 31 May 2016 (paper 10). The Board **agreed:**
- (i) That the Committee be titled 'Academic Scrutiny Committee'.**
 - (ii) The Terms of Reference for 2016/17 recommended for approval.**

14 AUDIT COMMITTEE

- 14.1 The Board received the minutes of the meeting of the Audit Committee held on 13 June 2016 (paper 11).
- 14.2 The Board noted that RSM UK currently provided Internal Audit services to the University but that the Audit Committee had undertaken a formal tender exercise. The Board **agreed:**
- (i) That following a tender exercise, RSM UK be appointed to provide Internal Audit services with effect from the financial year beginning 1 August 2016.**

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 6 June 2016 (paper 12).
- 15.2 Following the review of governance, this had been the last meeting of the Committee and the Chair recorded the Board's thanks to Jonathan Walsh as the Chair of the Committee and to Simon Uttley who had chaired the previous Health and Safety Committee. The Chair would write to the two external co-opted members of the Committee to pass on thanks for their service.

16 FINANCE AND STAFFING COMMITTEE

16.1 The Board received the minutes of the meeting of the Finance and Staffing Committee held on 15 June 2016 (paper 13). The Board **agreed**:

- (i) That the Committee be titled 'Finance and Resources Committee'.**
- (ii) The Terms of Reference for 2016/17 recommended for approval.**

17 NOMINATIONS COMMITTEE

17.1 The Board received the minutes of the meeting of the Nominations Committee held on 9 June 2016 (paper 14). The Board **agreed**:

- (i) That the Committee be titled 'Nominations and Governance Committee'.**
- (ii) The Terms of Reference for 2016/17 recommended for approval.**

18 VALEDICTIONS

18.1 The Board recorded its thanks and best wishes to the following who were leaving:

- Simon Uttley: Governor
- Dr Claire Taylor: Pro Vice-Chancellor (Academic Strategy)
- Graham Fice: Clerk to Governors and Company Secretary

19 DATES OF FUTURE MEETINGS

Thursday 22 September 2016

Tuesday 22 November 2016

Thursday 23 February 2017 (strategic Awayday, jointly with the Academic Board)

Thursday 6 April 2017

Thursday 29 June 2017