



St Mary's
University
Twickenham
London

BOARD OF GOVERNORS

A meeting of the Board of Governors held on Thursday 6 April at 5pm in the Waldegrave Drawing Room, St Mary's University, Twickenham.

Present:

Rt Rev Richard Moth (Chairman)
Professor Edward Acton
Mr Francis Campbell (Vice-Chancellor)
Fr Richard Finn
Dr Michael Foster
Dr Maureen Glackin
Ms Sue Handley-Jones (Vice Chair)
Mr Dave Hartnett
Mr Stuart Kemp
Mr Jonathan Walsh

In attendance:

Ms Elizabeth Bell (Head of Corporate Planning) (until M10)
Ms Jo Blunden (Senior Director of People)
Ms Rachel Bowles (Customer Relations Manager)
Mr Andrew Browning (Clerk to the Board of Governors and Company Secretary)
Mr Nirmal Borkhataria (Chief Operating Officer)
Professor John Charmley (Pro-Vice Chancellor – Academic Strategy)
Ms Ruth Mellor (Head of Marketing) (For M20 only)
Dr Monika Nangia (Registrar) (until M10)
Ms Donna Smith (Chief Executive Officer - SMSU)
Mr Mark Sudbury (Senior Director of Global Engagement)
Mr John Unsworth (Interim Chief Operating Officer)
Ms Jenny Willott (Director of Enterprise and Innovation)

PRESENTATION ON WEBSITE

At the start of the meeting the Director of Marketing and Customer Relations Manager made a presentation to the Board of the University's new website. This had been 18 months in development and had been produced on time and on budget. It has been reviewed against the CMA guidelines and the content would be audited twice a year.

MINUTES AND MATTERS ARISING

1 APOLOGIES FOR ABSENCE

There were apologies for absence from Jeffrey Cottle, Anne Moran, Zander Lavall, and Ruth Kelly

2 DECLARATIONS OF INTEREST

There were no declarations of interest.

3 MINUTES OF PREVIOUS MEETING

The minutes of the meetings that took place on 22 November 2016 and 9 February 2017 were considered. These were approved.

4 MATTERS ARISING

Matters arising from both the meetings that took place on 22 November 2016 and 9 February 2017 were discussed.

22 November 2016

- 4.1 M5 – The Twickenham Cultural Centre has been approved by the Finance and Resources Committee with the lease being signed very soon.
- 4.2 M6.5 – There is going to be meeting in early May of the various contributors to the Annual report to discuss its contents and presentation.
- 4.3 M7.8 – The University has received correspondence from HEFCE confirming that it has given due regard to its duties under 'Prevent' counter terrorism.

9 February 2017

- 4.4 This meeting dealt specifically with the issue of tuition fees which were covered later on in the meeting under items 10 and 11.

5 CHAIR'S BUSINESS

Membership of the board and Governor Recruitment

- 5.1 Following the meeting Stuart Kemp will be stepping down from the Board of Governors with Jonathan Walsh stepping down in July. This will leave 12 governors and there is therefore a need to appoint up to 4 new governors.
- 5.2 There are two people that the Nominations Committee are going to consider for Board membership with a view to appointing at least one of them for the next Board meeting in June.
- 5.3 The interviews for potential governors that were held in February did not yield anyone who was suitable. There was however one candidate who it was felt did not currently have the required experience but who had potential to sit on the board in the future. The committee felt that he could be offered a place as an observer on one of the committees so as to develop his experience. It was also hoped that in the future a more structured programme could be devised that would enable the University to develop recent graduates into future governors.
- 5.4 The Clerk said that he had discussed the issue of potential Governors from past alumni with the Director of Development and there may be potential candidates that could be approached from the University's alumni.
- 5.5 Both the Vice-Chancellor and the Chair have identified individuals who may be suitable governors and approaches are being made to establish whether they would be able to become members of the Board.
- 5.6 There will be elections in May for non-academic staff governors to replace Michael Foster when he steps down at the end of the academic year.

Committee Membership

- 5.7 Currently there are only two Governors sitting on the Audit Committee (June Mulroy and Anne Moran). The CUC guidelines state that there should be at least three members. It was agreed that Dave Hartnett would sit on the committee on an interim basis until another member of the Board could be appointed to the Committee with the intention being that such a member being appointed by September. It was noted that Dave Hartnett is also a member of Finance and Resources Committee and a member of Finance and Resources Committee should not sit on Audit Committee so this arrangement had to be temporary and for as short a period as possible.

Senior Staff

- 5.8 Three new members of senior staff have started working at the University:-

Nirmal Borkhataria – Chief Operating Officer
Sammy Massiah – Chief Information Officer
Andrew Dyer – Interim Director of Finance

Skills Audit of Governors

- 5.9 The Clerk has drafted a form for the Governors to complete so that a skills audit of the Board can be carried out. This is an action from the audit that was carried out on governance last year. This will be distributed to all governors for completion.

ITEMS FOR DISCUSSION OR APPROVAL

6 VICE-CHANCELLOR'S REPORT

Paper 1 refers

- 6.1 The paper report covered the following issues:-

- Delivery of the Strategic Plan
- The Estates Masterplan
- New Senior Appointments (detailed at 5.10 above)

Estates Masterplan

- 6.2 In relation to the Estates Masterplan the Vice Chancellor informed the Board that he and other members of staff involved in the project had met with the planning department of Richmond Council to discuss the plans. There were also going to be two consultation events at the University for local residents.

Extended Degrees

- 6.3 The Vice Chancellor also informed the board about the Extended Degrees that were taking their first students at the beginning of the 2017/2018 academic year. These should be validated on 22 May 2017. It was expected that students would be recruited for these courses through clearing.

Meeting with the Archbishop of Westminster

- 6.4 The Vice Chancellor informed the Board that he and the Chair, together with other members of senior staff and the board, had recently met with Cardinal Nichols. There were wide ranging discussions about engagement with the University, one of which was a proposal that there could be "Chancellor's Day" where the Cardinal would visit the University. They had also discussed fundraising opportunities and potential social enterprise projects.

7 FINANCIAL REPORTS

Corporate and Financial Planning Framework for 2017/2018

Paper 2i refers

- 7.1 This was presented by the Interim COO. The key points he made were:-

- i) There was a significant investment in staff, IT, and Estates in 2015/2016 and the future success of the University is dependent on there being a return on this investment.
- ii) There is a clear link between an improvement in student numbers and growth. Therefore there needs to be an increase in the numbers of undergraduates, postgraduates and overseas students.
- iii) Increases in student numbers would increase the University's cash levels and increase its borrowing capacity. There is a long lead-in time to achieve this and it will take three years to achieve such a surplus.

7.2 The Board's attention was drawn to item 3.1 of the paper and were asked to approve the financial KPI's contained within this. These included:-

- a) The Financial KPI targets for EBITDA being 3% of income in 2017-18 rising to 10% by year 5
- b) Financial KPI targets are agreed for retained cash balances of 40 days operating spend, increasing to 60 days in line with income growth by Year 6. This would represent £6.1m by July 2018.

The Board unanimously **approved** the Financial KPI's contained within 3.1 of the paper and endorsed the paper as a whole.

Management Accounts to 31 January 2017 and 2016-17 forecast

Paper 2ii refers

- 7.3 This was presented by the Interim COO. He informed the Board that the deficit was less than what had originally been forecast. While income was lower than expected staffing costs were also lower although most posts had now been filled.
- 7.4 The Management Accounts were **noted** by the Board.

8 APPROVAL OF BANK SIGNATORIES

Paper 3 refers

- 8.1 The Board were asked by the Interim COO to approve a resolution authorising the new Chief Operating Officer and the new Interim Finance Director to be signatories on all University Bank Accounts with their predecessors being removed as signatories.
- 8.2 The Resolution was **approved** and it was signed by the Chairman and the Clerk.

9 CORPORATE PLAN UPDATE

Paper 4 refers

9.1 This was presented by the Head of Corporate Planning who gave a short presentation to provide the Board with a progress update on the main University level KPI's at the mid-point in the 2016/2017.

9.2 The key points within the presentation were as follows:-

- i) The average entry tariff had remained steady with an uplift to 311 points. This was an 18 point improvement compared to the University's competitors.
- ii) The NSS response was up to 80%.
- iii) In relation to student degree outcomes the sector as a whole has improved and the University is seeking to do the same with a review of the academic degree regulations, changes to personal tutoring, and cross school moderation of dissertations.
- iv) The attrition rate had increased on the previous year. To improve this situation the University is improving its engagement with students with personal tutoring, and attendance monitoring. A new student engagement officer has just been appointed.
- v) There has been an improvement in Staff Student Ratios from 20.2 in 2014/2015 to 17.9 in 2015/2016.

9.3 The Board **noted** the update and thanked the Head of Corporate Planning for her presentation.

10 STUDENT NUMBERS

Paper 5 refers

10.1 This paper was presented by the Academic Registrar. She informed the Board that there were area of concerns regarding the student numbers that were being reported internally and that this had been subject to an internal audit.

10.2 The Academic Registrar reassured the Board that the external reports detailing student numbers had not been deficient; however, it was a case that the internal and external reporting need to be aligned. Dramatic changes had been made to how data was being recorded and by July all data reports will provide full assurance of data quality to the Board, Audit Committee and the Senior Management Team.

10.3 The Board communicated that it was glad that the issue was being resolved and thanked the Academic Registrar for her report which was **noted**.

11 TUITION FEES IMPLEMENTATION UPDATE (MS)

Paper 6 refers

11.1 This was presented by the Senior Director of Global engagement.

- 11.2 The Board was asked to approve a resolution to increase PGCE fees by 2.8% to £9250 which would bring them in line with Home/EU fees. A vote was therefore taken on this increase:-

In Favour: 9
Against: 0
Abstentions:1

The resolution was therefore **approved** by the Board.

12 TUITION FEE INCREASES IN ARTS AND HUMANITIES

Paper 7 refers

- 12.1 The paper detailed a proposed increase in the fees for the MA in Theatre Directing for the approval of the Board. These increases had yet to be considered by SMT and the Board felt that it was appropriate that SMT should consider the increases first before potentially recommending them to the Board. The Board could then approve them by way of a written resolution.

(Clerk's Note: Following the meeting the proposed fee increases were considered by SMT who recommended they be approved. The Board unanimously approved the Written Resolution increasing the fees.)

13 STUDENT UNION REPORT

Paper 8 refers

- 13.1 The President of the Student Union was unable to attend the meeting so the report was presented by the Chief Executive Officer of the Student Union. She informed the Board that the Student Union Elections had taken place and there had been an increase in turnout. Conal Baxter had been elected as Student Union President.
- 13.2 The Board were informed that the University had had a particularly successful sporting year. There had been increased participation and the University had won 12 league titles. Of particular note was the women's Gaelic football team who had become national champions.
- 13.3 SMSU has also been shortlisted in the "What Uni?" Awards meaning that it had been ranked within the top 10 Student Unions based on student feedback.
- 13.4 The Board **noted** the report and congratulated the Student's Union on its sporting success and its nomination for the What Uni? Awards.

Incorporation of the Student Union

Paper 9 refers

- 13.5 The Chief Executive Officer of the Student's Union said that the Student Union is looking to become an incorporated body at the end of July. She informed the Board

that there are ongoing discussions between the Student's Union and the University regarding this and that the Student's Union was obtaining separate legal advice. There was currently no memorandum of understanding between SMSU and the University and there would need to be consideration of such a document being drafted and agreed by the two bodies.

- 13.6 The Board **noted** the paper and it is expected that the new articles incorporating the Student's Union would come before the Board when it next met.

14 HEALTH AND SAFETY REPORTING

Paper 10 refers

- 14.1 The Board unanimously approved a resolution to approve the changing of the terms of reference of the Finance and Resources Committee to include a review of Health and Safety matters and for the Health and Safety Sub-Committee to report to Finance and Resources Committee

15 AWAY DAY UPDATE

- 15.1 The Clerk informed the Board that he was seeking keep Governors informed by email of any significant developments at the University. There were also going to be efforts made to provide more CPD for Governors. Most recently the Audit Committee Chair had been booked onto a seminar with the University's external auditors BDO.
- 15.2 The Clerk said that papers for future BofG meetings would be required to have a covers sheet stating briefly what the paper was about and what action is required from governors.
- 15.3 The Clerk told the Board that a cheaper paperless solution for papers was being sought instead of the current Boardpad system.

PART B

ITEMS FOR NOTE INCLUDING DECISIONS UNDER DELEGATED POWERS

16 AUDIT COMMITTEE

Paper 12

The Board noted the minutes of the meeting of the Audit Committee that took place on 6 March 2017

17 FINANCE AND RESOURCES COMMITTEE

Paper 13

The Board noted the minutes of the meeting of the Finance and Resources Committee that took place on 15 March 2017

18 ACADEMIC SCRUTINY COMMITTEE

Paper 14

The Board noted the minutes of the meeting of the Academic Scrutiny Committee that took place on 21 March 2017

ANY OTHER BUSINESS

19 DIOCESE OF WESTMINSTER ACADEMISATION

- 19.1 The Director of Enterprise and Innovation informed the Board that there have been talks with the Diocese of Westminster regarding the academisation of schools within the Diocese and the University providing its services to achieve this aim. There were also other Dioceses that were potentially interested in working with University as well.

20 DATES OF FUTURE MEETINGS

Thursday 29 June 2017 (3pm)

21 VALEDICTIONS

- 21.1 Ruth Mellor is going to be retiring from her role as Director of Marketing. She was thanked by the Board for her many years' service to the University.
- 21.2 John Unsworth will be completing his term as interim Chief Operating Officer. The board expressed its thanks to him for the hard work that he had put in during the period that he has been working at the University.
- 21.3 This was Stuart Kemp's last Board Meeting. The Board thanked him for his service as a member of the board and in particular as Chair of the Audit Committee.

22 GRADUATIONS

19 and 20 July 2017