

[Confidential in respect of Minutes 19/46, 19/48-58, 19/60, 19/66-70]

BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held on 17 July 2019

Present Professor Graham Baldwin (Vice-Chancellor & Governor Ex Officio)
Stephen Bolton, Independent Governor
Dr Janet Bonar, Staff Governor
Phil Cotton, Independent Governor & Chairman
Grace Davis, Student Governor
Mark Dixon, Staff Governor
Nigel Duncan OBE, Co-opted Governor
Professor Ruth Farwell CBE DL, Independent Governor
Jennifer Glastonbury, Independent Governor
Graham Holland, Independent Governor
James Rimmer, Independent Governor
Lena Samuels, Independent Governor (via Skype until 19/60)
John Simpson, Independent Governor
Dr Joan Stopp, Independent Governor
Philip Wake OBE RD, Independent Governor

In attendance Dr Caroline Carpenter, University Secretary
David Cowley, Students' Union President (18/19)
Professor Julie Hall, Deputy Vice-Chancellor
Tere McGonagle-Daly, Pro Vice-Chancellor (External Relations)
Andy Riggs, Chief Finance Officer
Andrea Thompson, Chief People Officer
Bridget Woolven, Clerk to the Governors

19/44 Apologies & Welcome

Apologies from Alison Colley, Councillor Satvir Kaur and Captain Emma Tiller. The meeting was quorate.

The Chair welcomed Grace Davies, Head of Student Voice, who was attending the meeting as the new Student Governor.

19/45 Conflict of Interests - None.

19/46 Minutes of the meeting held on 24 April 2019 - these were approved as a correct record.

19/47 Matters Arising. The Safeguarding policy had been updated to include cybersecurity. There were no other matters arising.

19/48 Chair's Action
Presented by Phil Cotton, Chairman of the Board

Paper 19/BG/19
Confidential

This minute is confidential.

19/49 Augar Review of post 18 education and funding By Professor Graham Baldwin Vice-Chancellor	Presentation Confidential
This minute is confidential.	
19/50 Vice-Chancellor's Report By Professor Graham Baldwin	Paper 19/BG/20 Confidential
This minute is confidential.	
19/51 Student Recruitment update	Paper 19/BG/21 Confidential
This minute is confidential.	
19/52 Budget 2019/20	Paper 19/BG/22 Confidential
This minute is confidential.	
19/53 Draft Financial Forecast	Paper 19/BG/23 Confidential
This minute is confidential.	
19/54 Key Performance Indicators (KPIs)	Paper 19/BG/24 & Presentation Confidential
This minute is confidential.	
19/55 Annual Report on Internationalisation Activity	Paper 19/BG/25 Confidential
This minute is confidential.	
19/56 Competitions and Markets Authority (CMA) Compliance Annual Report	Paper 19/BG/06 Confidential
This minute is confidential.	
19/57 Membership of the Board and its Committees	Paper 19/BG/27 Confidential
This minute is confidential.	
19/58 Vice-Chancellor Recruitment Report	Paper 19/BG/28 Confidential
This minute is confidential.	
19/59 Four Yearly Review of Board Effectiveness	Paper 19/BG/29

In reviewing the proposed survey content, Governors felt that the survey should include a question relating to the relationship between the students and the Board of Governors.

The Board approved the use of AdvanceHE's template shortform survey with the addition of questions 3, 9, 10, 36, 38 and 39 from the longform survey as well as one additional (non-template) question: 'The role, responsibilities, and accountabilities of the governing body in respect of the Office for Students are clearly defined and understood by members.'

The Board agreed:

- i. The shortform confidential survey should be circulated with the additional questions outlined above;
- ii. VCG members would be invited to provide their own confidential response to the survey;
- iii. AdvanceHE would be asked to provide a benchmark analysis of comparing Solent's responses to other post-92 HEIs; and
- iv. Governance Committee would consider once the report and analysis are available whether any workshop activity with AdvanceHE is required; and
- v. The review of the Board's performance against the updated CUC HE Code of Governance should be delayed until after publication of the 2019 version.

(Lena Samuels' participation via Skype ended at this point.)

19/60 Academic Board report and Terms of Reference

Confidential

This minute is confidential.

19/61 Annual Report of University Companies - Noted.

**19/62 Students' Union Outturn for 2018-19
and draft budget for 2019-20**

Paper 19/BG/32

Noted.

19/63 Five yearly review of the Students' Union Constitution

Paper 19/BG/33

- i. Grace Davis, Students' Union Head of Student Voice, presented the revised Memorandum and Articles for approval. Work to review the original M&A had been led by Rich Westlake, Sabbatical Officer during his tenure in 2018/19.
- ii. Jennifer Glastonbury noted that she had been asked by Rich to participate in the review and that she had suggested some revisions based upon Charity Commission guidance and best practice but these did not appear to have been included.
- iii. The Board agreed that:
 - Grace Davis would communicate with Jennifer Glastonbury regarding her suggested revisions. **ACTION: GRACE DAVIS AND JENNIFER GLASTONBURY.**
 - The M&A would be rescheduled for approval at the November Board meeting. **ACTION: CLERK.**

19/64 Student Board

Oral Report

Professor Graham Baldwin reported that after some initial problems obtaining complete student representation across the schools, the most recent meeting had been very effective with good interaction with the representatives.

19/65 Student Liaison and Experience Committee minutes 2 May 2019 - Noted.

19/66 Governance Committee minutes 24 June 2019

Confidential

This minute is confidential.

19/67 Audit Committee minutes 2 July 2019

Confidential

This minute is confidential.

19/68 Appointment of External Auditors

**Paper 19/BG/34
Confidential**

This minute is confidential.

19/69 Resources Committee 9 July 2019

Confidential

This minute is confidential.

19/70 Remuneration Committee

**Oral report
Confidential**

This minute is confidential.

19/71 Annual report of the Governors' Appeals Panels:

The Board noted that a Governor Panel had been convened 5 times during 2018/19 to consider appeals against dismissal.

19/72 Affixing of the seal:

The Board noted that, since its last meeting, the University Seal had, under the signatures of the Vice-Chancellor and the Clerk to the Governors, been applied to:

- i. A form of Officer's Certificate between Barclays Bank plc and Solent University (on 9 May 2019);
- ii. A Consultancy Agreement between Solent University and Ion Consulting Engineers Limited in respect of works to be undertaken under Design and Build contract for the separation of the upper and lower sites at Warsash;
- iii. A Consultancy Agreement between Solent University and Stride Treglown Limited in respect of works to be undertaken under Design and Build contract for the separation of the upper and lower sites at Warsash;
- iv. A Collateral Warranty between WF Brown Associates Ltd and Brymor Construction Ltd and Solent University in respect of internal alterations of the Andrews Building LRC to create a new simulator suite for WSMSE;

- v. A Collateral Warranty between Working Environments Ltd and Brymor Construction Ltd and Solent University in respect of internal alterations of the Andrews Building LRC to create a new simulator suite for WSMSE;
- vi. A Collateral Warranty between Studio Four Architects Ltd and Brymor Construction Ltd and Solent University in respect of internal alterations of the Andrews Building LRC to create a new simulator suite for WSMSE;
- vii. A Consultancy Agreement between Solent University and Wessex Site Inspection Ltd in respect of a Design and Build Contract for the separation on the upper and lower sites at Warsash;
- viii. A TR1 Transfer of whole of registered title for the Car Park, Six Dials from Solent University to Southern Pintail Limited.

19/73 Order of Business 2019/20 - Noted.

Paper 19/BG/35

19/74 The scheduled meeting dates for 2019/20 are:

Wednesday 27 November 2019
Wednesday 26 February 2020
Wednesday 22 April 2020
Wednesday 22 July 2020

The meetings will commence at 17:00 hrs and be followed by supper.

19/75 Chairman's Address

Phil Cotton formally thanked Dr Joan Stopp and Graham Holland, Independent Governors, for their outstanding contribution to the Board of Governors over the past nine years. The Board wished them both well for the future.