

**BOARD OF GOVERNORS**

Minutes of the meeting of the Board of Governors held on 27 November 2019

Present

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  
Don Iro, Independent Governor  
Councillor Satvir Kaur, Co-opted Governor  
James Rimmer, Independent Governor  
Lena Samuels, Independent Governor  
John Simpson, Independent Governor  
Philip Wake OBE RD, Independent Governor

In attendance Dr Caroline Carpenter, University Secretary  
Paul Colbran, Chief Information & Infrastructure Officer  
Professor Julie Hall, Interim Vice-Chancellor  
Leigh Rengger, Chief Marketing Officer  
Andy Riggs, Chief Finance Officer  
Andrea Thompson, Interim Deputy Vice-Chancellor (People)  
Ro Tomlin-Wills, Solent Students' Union Deputy President  
Bridget Woolven, Clerk to the Governors

**19/76 Apologies & Welcome**

Apologies from Jennifer Glastonbury and Susan McPherson. Captain Emma Tiller was absent. The Chair welcomed Don Iro - newly appointed Independent Governor, Leigh Rengger and Ro Tomlin-Wills. The meeting was quorate.

**19/77 Conflict of Interests** - None.

**19/78 Minutes of the meeting held on 17 July 2019** - approved as a correct record.

**19/79 Matters Arising** - the two actions relating to Solent Students' Union governance had been closed.

**19/80 Presentation: 'School of Sport, Health & Social Science - Confidential  
Development and Plans'**  
by Dr Diane Bray, Dean of School of Sport, Health and Social Science

This minute is confidential.

**19/81 Vice-Chancellor's Report**

**Paper 19/BG/36  
Confidential**

This minute is confidential.

**19/82 Key Performance Indicators (KPIs)**

**Paper 19/BG/37  
Confidential**

This minute is confidential.

**19/83 Student Recruitment update**

**Paper 19/BG/38  
Confidential**

This minute is confidential.

**19/84 Capital Expenditure Planning and Budget 2020/21**

**Paper 19/BG/39  
Confidential**

This minute is confidential.

**19/85 Financial Forecast**

**Paper 19/BG/40  
Confidential**

This minute is confidential.

**19/86 Annual Financial Statements 18/19 &  
External Auditors' Report**

**Paper 19/BG/41**

- i. Andy Riggs presented the statements and report and confirmed that the three issues (pensions accounting, interest rate swap and 'going concern'-AIB covenant) raised by external auditors BDO at Audit Committee on 6 November and Resources Committee on 13 November had been resolved;
- ii. James Rimmer, Audit Committee Chair, confirmed that members had met privately with the external and internal auditors prior to the meeting on 6 November. He confirmed that there had been a 'clean bill of health' from the auditors.

**The Board**

- iii. Approved the Governors Report on pages 7 to 21 of the attached Financial Statements;
- iv. Approved the Governance Statement on pages 22 to 25 of the attached Financial Statements;
- v. Approved the Responsibilities of the Board of Governors, which includes the Internal Control Statement on pages 26 to 28 of the attached Financial Statements;
- vi. Approved the attached Financial Statements and authorise the Chair and Vice-Chancellor to sign the Governors Report, the Governance Statement and the Balance Sheet and the Chair to sign the Responsibilities of the Board;
- vii. Noted the external auditors' report and authorise the Chair to sign the Representation Letter to the auditors.

**19/87 Annual Report of Audit Committee 2018/19**

**Paper 19/BG/42  
Confidential**

This minute is confidential.

**19/88 Institutional Quality Assurance Report**

**Paper 19/BG/43  
Confidential**

This minute is confidential.

**19/89 Annual Report of Research, Innovation & Enterprise**

**Paper 19/BG/44  
Confidential**

This minute is confidential.

**19/90 Membership of the Board and its Committees**

**Paper 19/BG/45  
Confidential**

This minute is confidential.

**19/91 Four Yearly Governance Review**

**Paper 19/BG/46**

The Board, on the recommendation of Governance Committee

- i. Reviewed and noted the results of the governance survey administered by AdvanceHE which had generated very positive feedback;
- ii. Thanked the Clerk for her work on the project;
- iii. Considered and approved the draft action plan;
- iv. Noted that the second stage of the governance review would commence on publication of the new HE Code of Governance by the Committee of University Chairs which was now anticipated to be by the end of April 2020.

**19/92 Academic Board Report**

**Paper 19/BG/47**

The report was noted.

**19/93 Student Board**

**Oral Report**

Grace Davis, Head of Student Voice highlighted some of the items on the Student Board agenda:

- A report on campus security;
- Solent Students' Union (SoSU) priorities for 19/20;
- SoSU's KPIs relating to the strategic plan;
- Collaboration between SoSu and the University on the Wellbeing project. This included the introduction of Wellbees - student volunteers to provide support to students when need or when feeling isolated;
- There are 20 newly elected student volunteer roles, including Wellbees.

The Board noted the report.

**19/94 Solent Students' Union (SoSU)  
Annual Financial Statements 2018/19  
and Budget Forecast for 2019/20**

**Paper 19/BG/48**

In discussion the following points were made:

- i. Governors congratulated SoSU on a good financial outcome at year end.

The Board noted

- ii. SoSU's audited consolidated financial statements for 2018/19;
- iii. Its forecast against 2019/20 budget position; and
- iv. The management accounts for October 2019.

**19/95 Five yearly review of Solent Students' Union (SoSU)                      Paper 19/BG/49**  
**Articles, Memorandum of Understanding and Education Act Code of Practice**

In discussion the following points were made:

- i. Following the July Board meeting, Grace Davis had liaised with Jennifer Glastonbury regarding the Articles, Memorandum of Understanding and Code of Practice;
- ii. Jennifer Glastonbury had confirmed her support for the new governing documents and Grace Davis thanked Jennifer for her input;
- iii. The proposed Articles had been redrafted based on the latest National Union of Students model articles.

The Board approved:

- iv. The revised Articles of Association;
- v. The Memorandum of Understanding between Solent University and Solent Students' Union on condition that, under the section 'Solent Students' Union commitments to Solent University' a statement is included to say that SoSU seeks to fulfil its objects *'in a socially and environmentally responsible manner'*; **ACTION: Grace Davis and Professor Julie Hall.**
- vi. The Education Act Code of Practice.

**19/96 Safeguarding Committee and    Paper 19/BG/50**  
**Prevent statutory return**

The Board

- i. Noted the report on the work of the Safeguarding Committee;
- ii. Noted the work of Student Experience to support safeguarding across the University;
- iii. Agreed the Prevent duty Accountability and Data Return, and Accountability Statement, for submission to the Office for Students by 2 December 2019 which was signed by the Chairman.

**19/97 Modern Slavery Act Statement    Paper 19/BG/51**

- i. It was agreed that Solent would carry out a spot check on the right to work of all staff employed by the three main contractors for catering, cleaning and estates. **ACTION: Andrea Thompson.**
- ii. The Board approved the University's Modern Slavery and Human Trafficking statement for 2018/19 which was signed by the Chairman.

**19/98 Audit Committee minutes 6 November 2019    Confidential**

This minute is confidential.

**19/99 Governance Committee****Oral Report**

The Committee's agenda had comprised the Membership of the Board and its Committee and the report on the Four Yearly Review of Governance both of which had been discussed as Board agenda items.

**19/100 Resources Committee minutes 13 November 2019****Confidential**

This minute is confidential.

**19/101 Report from Remuneration Committee****Oral report  
Confidential**

This minute is confidential.

**19/102 Affixing of the Seal**

The Board noted that the following documents were signed by the Vice-Chancellor and the University Seal applied to:

- i. a TP1 transfer of part of registered title to Southern Electric Power Distribution plc for an electricity sub-station at WMA SO31 9ZL;
- ii. A Deed of Variation between Solent University and Interserve Construction Limited relating to the design and construction of a new teaching building at East Park Terrace.

The Board noted that the following documents were signed by the Vice-Chancellor and Mark Dixon, Governor, and the University Seal applied to:

- iii. a Legal Mortgage between Solent University and Barclays Bank plc in respect of land and buildings known as the Mountbatten Theatre and Library and the Kimber Student Halls of Residence.

**19/103 Meeting dates**

The Board received the meeting dates for 2020/21; and noted

- i. The next meeting on Wednesday 26 February 2020 at 17:00;
- ii. The Governors' Dinner on the evening of Tuesday 3 March 2020 at 7.30pm in the Spark, followed by;
- iii. The Board Away Day on 4 March 2020 at the KPMG offices in Chandlers Ford.