

BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held on 28 November 2018

Present Professor Graham Baldwin (Vice-Chancellor)
 Stephen Bolton, Independent Governor
 Alison Colley, Independent Governor
 Phil Cotton, Independent Governor
 David Cowley, Student Governor
 Mark Dixon, Staff Governor
 Professor Ruth Farwell CBE DL, Independent Governor
 Jennifer Glastonbury, Independent Governor
 Graham Holland, Independent Governor
 James Rimmer, Independent Governor
 John Simpson, Independent Governor
 Dr Joan Stopp, Independent Governor
 Captain Emma Tiller, Independent Governor
 Philip Wake OBE RD, Independent Governor

In attendance Dr Caroline Carpenter, University Secretary
 Paul Colbran, Chief Information & Infrastructure Officer
 Professor Julie Hall, Deputy Vice-Chancellor
 Osama Khan, Pro Vice-Chancellor (Students & Teaching)
 Andy Riggs, Chief Finance Officer
 Andrea Thompson, Chief People Officer
 Bridget Woolven, Clerk to the Governors

18/76 Apologies & Welcome

- i. Apologies from Nigel Duncan, John Barfoot, Councillor Satvir Kaur and Lena Samuels. The meeting was quorate.
- ii. The Chair welcomed Mark Dixon, James Rimmer, Philip Wake OBE RD and Dr Caroline Carpenter to their first board meetings.

18/77 Conflict of Interests - Graham Holland declared that Lambert Smith Hampton, of which he is a director, is conducting a survey regarding the mast removal at Warsash; a specialist area of work. Graham Holland is not involved in this work.

18/78 Minutes of the meeting held on 18 July 2018 - approved as a correct record.

18/79 Vice-Chancellor's Report

Paper 18/BG/41
Confidential

This minute is confidential.

Minute 18/80 Matters Arising

Confidential

This minute is confidential.

i. Refinanced facilities with Lloyds Bank plc

**Paper 18/BG/40
Confidential**

This minute is confidential.

**18/81 Solent's Real World Curriculum Framework Presentation
by Professor Tansy Jessop, Research Informed Teaching**

- i. Dr Jessop outlined the theoretical, but student-centred, approach taken to designing the new framework;
- ii. The consultation process had been extensive with over 900 separate comments received mainly from students as well as nine curriculum cafes with academics;
- iii. The new, real world framework placed 'Personal Knowing' at the centre of its structure;
- iv. Individual courses were now being reviewed via a workshop process and feedback received from early workshops has been very positive;
- v. A copy of the presentation was available to view on the Governors' area of *Solent Online Learning*.

The Board noted the presentation.

18/82 Key Performance Indicators (KPIs)

**Paper 18/BG/42
Confidential**

This minute is confidential.

18/83 Student Recruitment update

**Paper 18/BG/43
Confidential**

This minute is confidential.

18/84 Annual Report of the Audit Committee to OfS

Paper 18/BG/48

John Simpson, presented the Committee's Annual Report for 2017/18 on behalf of Lena Samuels, Audit Committee Chair.

The Board

- i. Noted that the report had been agreed by members of the Audit Committee on 13 November 2018, for submission to the Board of Governors; and
- ii. Authorised that it be submitted to the OfS by 3 December 2018.

18/85 Capital Expenditure Planning & Budget 2019/20

**Paper 18/BG/44
Confidential**

This minute is confidential.

18/86 Sale of Warsash Upper Site

**Paper 18/BG/54
Confidential**

This minute is confidential.

18/87 Updated Financial Forecast Commentary

**Paper 18/BG/45
Confidential**

This minute is confidential.

18/88 Tendering Report

**Paper 18/BG/46
Confidential**

This minute is confidential.

**18/89 Annual Financial Statements
and External Auditors' Report**

Paper 18/BG/47

Andy Riggs, Chief Finance Officer, presented the University's annual financial statements for 2017/18. The accounts had been reviewed by the University's External Auditors, BDO. The review had resulted in BDO issuing a "clean" audit report with one deficiency noted (not to be significant), relating to retentions for developments.

The Board noted that

- i. On 13 November, the Audit Committee had reviewed the financial statements, and specifically the statements on Governance; Internal Controls; Risk Management; Value for Money (VfM); and Quality Assurance of Data submitted to the OfS and other funding bodies. The Committee had subsequently agreed to recommend their approval by the Board;
- ii. On 7 November, the Resources Committee had considered the financial statements in detail, and had agreed to recommend its approval to the Board.

The Board

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

18/90 Overview of Academic standards 2017/18

**Paper 18/BG/49
Confidential**

This minute is confidential.

18/91 Membership of the Board and its Committees

**Paper 18/BG/50
Confidential**

This minute is confidential.

18/92 Academic Board Report

Paper 18/BG/51

The report was noted.

**18/93 Solent Students' Union (SoSU)
Annual Financial Statements 2017/18
and Budget Forecast for 2018/19**

Paper 18/BG/52

In discussion the following points were made:

- i. Governors congratulated SoSU on achieving a £70k surplus despite a drop in income;
- ii. The Board voiced concern regarding the risk relating to the financial position of the NUS and the possibility of liability for the SUSS pension scheme transferring to students' unions in the event of the NUS's insolvency;
- iii. It was pointed out that the reference to Bond Pearce was out of date - both the name of the organisation and the address.

The Board noted

- iv. SoSU's audited consolidated financial statements for 2017/18;
- v. Its forecast against 2018/19 budget position; and
- vi. The management accounts for October 2018.

**18/94 Safeguarding Committee and
Prevent statutory return**

Paper 18/BG/53

The Board

- i. Noted the report on the work of the newly-formed Safeguarding Committee;
- ii. Received the 'Safeguarding: a guide for governors' published by Advance HE;
- iii. Noted that refresher training for the Board would be arranged for early 2019;
- iv. Considered the Safeguarding Committee's planned activities for 2018-19;
- v. Agreed the Prevent duty Accountability and Data Return, and Accountability Statement, for submission to the Office for Students by 3 December 2018 which was signed by the Chairman.

18/95 Modern Slavery Act Statement

Paper 18/BG/55

The Board approved the University's Modern Slavery and Human Trafficking statement for 2017/18 which was signed by the Chairman.

18/96 Minutes of Student Liaison & Experience Committee (SLEC)

The Board received the minutes of the November meeting of the SLEC.

- i. SLEC had reviewed the report from the 'Being well, doing well' survey of mental health of students' unions in 2017/18 and had also received an outline of the work undertaken by both SoSU and Solent University in response to the survey results;
- ii. The Board agreed that the presentation at the February 2019 would be on the mental health strategy for staff and students and would include input from the

University and the Students' Union. *ACTION: Clerk to liaise with Osama Khan, Andrea Thompson and David Cowley to arrange this.*

18/97 Governance Committee business

The Committee had been informed of the responsibilities of the governing body in respect of the University's ongoing conditions of registration with the Office for Students and the associated Regulatory Notice 2 had been circulated to Board members.

18/98 Resources Committee minutes 7 November 2018 **Confidential**

This minute is confidential.

18/99 Audit Committee minutes 13 November 2018 **Confidential**

This minute is confidential.

18/100 Report from Remuneration Committee **Oral report Confidential**

This minute is confidential.

18/101 Affixing of the Seal

The Board is asked to note that the following documents were signed by the Vice-Chancellor and Clerk to the Governors, and the University Seal applied to:

- i. a Lease between Southampton City Council and the University, relating to St Mary's Leisure Centre, Southampton (sealed on 8 August 2018);
- ii. a Lease between Solent University and Southampton Business Improvement District Limited relating to Room SMZ23 in the Sir James Matthews Building (on 22 August 2018);
- iii. a Licence to Occupy relating to Rooms at North Building, Studio 144, 138-142 Above Bar Street, Southampton SO14 7DU, between the Southampton Nuffield Theatre Trust and Solent University (sealed on 19 September 2018);
- iv. Design and Build Contract with Brymor Construction Limited for internal alterations of the Andrews Building LRC to create a simulator suite;

The following documents were signed by the Acting Vice-Chancellor and witnessed by the Clerk to the Governors, and the University Seal applied to:

- v. a Specific Power of Attorney of Solent University in relation to the Southampton Universities Construction Consultancy Affinity Group;

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

- vi. A Mortgage between Solent and Lloyds Bank plc of freehold property to secure liabilities of a higher education corporation.

18/102 Meeting dates

The Board received the meeting dates for 2019/20; and noted

- i. The next meeting on Wednesday 27 February 2019 at 17:00;
- ii. The Governors' Dinner on the evening of Tuesday 5 March 2019 at 7.30pm in the Spark, followed by;
- iii. The Board Away Day on 6 March 2019 at the KPMG offices in Chandlers Ford.