



BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held at 3.00pm on Tuesday, 6 July 2010 in the Dartington Suite, Wallscourt Farmhouse, Frenchay campus

Present: Gillian Camm (Chairman), Bob Barnett, Rosamund Blomfield-Smith, Prof Paul Gough, Iain Gray, Dr Jane Harrington, John Laycock, Sonia Mills, Colin Offler, Rt Rev Barry Rogerson, Lise Seager, Prof Steve West

Apologies: Chris Booy, Wil Harris, Prof Graham Upton, Graham van der Lely

In Attendance: Steve Grive (for minutes G10.7.1 - 5), Katie Owen-Jones, Andy Riggs (for minutes G10.7. 6 -10), John Rushforth

MINUTES

G10.7.1 The minutes of the meeting held on 18 May 2010 were confirmed as a correct record.

HARTPURY COLLEGE

G10.7.2 Further to minute G10.5.15, Hartpury College's governing body had approved the agreement between the College and the University, and it had been signed.

IT PARTNERSHIP PROPOSALS

G10.7.3 Received, Paper G10/7/1, a report on progress with the development of a partnership with Hewlett Packard that would transform the University's IT capability and included a strategic alliance with academic benefits. The Deputy Vice-Chancellor reminded the Board that IT was central to and critical for the University, and of the importance of continuously maintaining and developing systems. He presented the main propositions set out in the paper, including: aspects of the project regarding the underlying infrastructure that were needed regardless of the project; the range of activities and developments included in the strategic alliance element, and the possible involvement of other firms in that; the risks and how those were being managed; and, how value for money could be assured. This was a different way of working and an innovative partnership with an internationally renowned firm which might provide a model for other areas. There was more work to be done to ensure that the more ambitious transformational benefits were achieved as well as the more technical strands that were relatively straightforward.

G10.7.4 The Board welcomed the paper. The discussion that followed covered a range of issues, including:

- that the University needed to make a step change in its IT provision and use especially for e-learning and to remain competitive in future, and that the partnership would enable that;

- how the productivity would be assessed and payback achieved, including the benefits to be achieved through the 'intelligent buildings' strand and by supporting business processes. The biggest challenges would be fully realising those strands involving different ways of working and in taking advantage of all the opportunities;
- the risks of not realising the benefits of the strategic alliance and the partnership more generally, resulting in relatively high cost infrastructure and technical solutions;
- the value of the partnership to the University in terms of linking with a global brand, and the bigger vision of other firms joining the partnership and contributing to the strategic alliance. The commitment of HP to the partnership and their intention to work closely with no more than five universities in the UK;
- the academic programme developments: these would start small with degree programmes specifically for HP, but there was an expectation of similar programmes with other partners and also distance-learning routes with potential for world-wide delivery. In addition, HP and other partners would provide placements and internships and other opportunities for UWE-based students;
- the need to ensure that the quality of the staff from HP involved at these initial stages continued into the future. There were safeguards in place to ensure the longevity of the partnership and further work was being done on that;
- how the University would ensure value for money within the limits of the partnership: that comparative information was available within the sector and UWE was also in contact with at least one other of HP's academic partners. The contractual relationship would be monitored carefully;
- the benefits for students and staff more widely from innovations in e-learning that were part of the strategic allegiance. The Director of IT described how other such facilities had been introduced through pilots and then fully implemented successfully throughout the University, and that lessons learned from those developments would be used here;
- HP, the University and other partners would all be responsible for ensuring that the partnership remained at the forefront of technical innovation.

The Board was pleased with the development and how it would support the progress of the University. Though members had some remaining concerns particularly about: the University fully realising the benefit from the strategic alliance and thus from the partnership more broadly; value for money; and ensuring high level and quality input from HP into the future.

G10.7.5

The Board:

- i) **AGREED** to the University committing to the IT transformation project as set out, up to a maximum value of £10 million (exc VAT) over five years;
- ii) **AGREED** to committing to a strategic alliance, with a target over time of £1 million of benefit per year;
- iii) delegated to the Vice-Chancellor the authority to commit funds to specific projects identified in Appendix 1 to Paper G10/7/1, subject to:
 - a) the preparation of detailed project timetables
 - b) satisfactory individual business cases
 - c) full analysis of capital revenue and financing implications;

subject to:

- iv) receiving an initial detailed report to its meeting in January 2011, covering the further development of the partnership, the plans and timescales for the benefits from the strategic alliance, and progress

- v) with the development of academic programmes;
thereafter receiving regular updates on the progress of the partnership and the value and benefits being realised.

Minutes G10.7.6 – 12 are confidential to the Board.

APPOINTMENTS TO THE BOARD AND COMMITTEES

- G10.7.13 A paper was received setting out recommendations from the Nominations and Governance Committee and the Chairman regarding appointments to the Board and committees, Paper G10/7/4. The Chairman presented the proposals and reported that potential new Governors had been identified and proposals were likely to be brought to the September meeting of the Board.
- G10.7.14 The Chairman noted that Bob Barnett and Rosamund Blomfield-Smith would be standing down from the Board at the end of July. She thanked them for their considerable and valued contribution to the work of the Board and the University during their time as Governors; they would be missed. A farewell event would be arranged in September for them and others who had left the Board during the year.
- G10.7.15 The Board:
- i) **APPROVED** the appointment of Graham Upton as Deputy Chair of the Board of Governors for a period of three years from 1 August 2010;
 - ii) **AGREED** to re-appoint Barry Rogerson and Lise Seager to the Board for a maximum of one further year, and Jane Harrington as an Academic Board nominee on the Board for a further three-year term;
 - iii) formally **APPOINTED** Colin Offler, SRC President, as a member of the Board;
 - iv) **APPROVED** the appointment of chairs and members of the committees as set out in Appendix 1 to Paper G10/7/4;
 - iv) delegated authority to the Chairman to appoint a second independent governor to the Honorary Degrees Committee if required.

COMMITTEE TERMS OF REFERENCE

- G10.7.16 Received, Paper G10/7/5, a paper setting out draft terms of reference for committees within the revised committee structure previously approved by the Board. In response to a question, it was reported that matters relating to diversity and equality would in future be considered by the Board itself. The terms of reference were **APPROVED** in principle: members were invited to send any detailed comments to the Clerk.

STATEMENT OF PRIMARY RESPONSIBILITIES

- G10.7.17 Received, Paper G10/7/6, a draft Statement of Primary Responsibilities of the Board of Governors. Within the CUC Governance Code of Practice there was an expectation that governing bodies would adopt such a statement, and the draft had been considered and recommended by the Nominations and Governance Committee. It was suggested that the section on students be more explicit about the Board's responsibility for the student experience and setting the culture. Subject to that addition, the Statement of Primary Responsibilities was **APPROVED**.

PRO CHANCELLOR

- G10.7.18 The Board **AGREED** that the new Lord Mayor of Bristol, Councillor Colin

Smith, be invited to become Pro Chancellor for the period of his term of office.

- G10.7.19 The Vice-Chancellor explained that once the new Chancellor was in place, the role of Pro Chancellor would be reviewed and proposals brought to the Board for discussion and approval.

Minute G10.7.20 is confidential to the Board.

STRATEGIC PLAN

- G10.7.21 The Vice-Chancellor presented the final version of the revised Strategic Plan, Paper G10/7/7. He reminded Governors that it drew together the key priorities for the next few years in a way that set these out clearly for staff but also could present and position the University externally. He would be holding another series of roadshows in the new academic year to improve communication with staff. The Board **RATIFIED** the revised Strategic Plan for 2010-12.

ACADEMIC REGULATIONS

- G10.7.22 Received, Paper G10/7/8, a change to the Academic Regulations to introduce a new honorary degree award, Doctor of the University (DUniv). The change had been approved by Academic Board at its meeting in June 2010. The Vice-Chancellor explained that it would be reserved for those who had made an exceptional contribution to the University. The Board **ASSENTED** to the addition of the new honorary award, Doctor of the University.

UNIVERSITY COMPANIES AND DIRECTORS

- G10.7.23 Received, Paper G10/7/9, a report of the companies wholly owned by the University and those in which it had a minor interest. The paper also included a number of proposals for consideration by the Board regarding a change of name for one company and companies with which the University might become involved shortly.

- G10.7.24 The Board considered the proposals. It was clarified that the Board was only concerned at this point with the administrative arrangements and the involvement in companies in principle, not with the substance of the individual cases which would be brought back to the Board in due course where necessary. Concern was expressed by one Governor about the University's involvement with an MRI scanner which might put it in direct competition with one of its main partners, the NHS. There was a brief discussion about the background and what was being proposed, and that a business case had yet to be made - which would be subject to Governors' approval. The Vice-Chancellor made the point that the University was interested in exploring all sorts of partnerships with a range of organisations and individuals, particularly in the current climate, and although it needed to be mindful of potential conflicts of interest, a link with one partner should not be exclusive and restrict the University's ability to develop opportunities, interests and links with others.

- G10.7.25 The Board:
- i) **APPROVED** the change of name of UWE's subsidiary company Bristol UWE Sport Ltd to Bristol UWE Services Ltd;
 - ii) **APPROVED IN PRINCIPLE** the involvement of the University and/or the formation of the companies: Insight Imaging Ltd, Low Carbon South West Ltd, Science City Bristol Ltd, North Bristol Sports; subject to further information or a business case where relevant being brought back to the Board for approval before any firm commitment was made.

VICE-CHANCELLOR'S REPORT

- G10.7.26 A report summarising matters recently considered by the University's Senior Management Team and not appearing elsewhere on the agenda was received (Paper G10/7/10). The Vice-Chancellor presented the report and answered questions about: the KPIs, that some appeared very ambitious and their further development to departmental level, and the University's investment policy and how ethical issues were addressed in investment and procurement decisions.

Minute G10.7.27 is confidential to the Board.

FINANCIAL MONITORING REPORT

- G10.7.28 Received, Paper G10/7/11, the monthly financial report for May 2010. The overall message was that the University was on track to achieve a surplus for the current year. The University Treasurer reported on changes to the University's approach to cash investments approved at the joint meeting of the Estates and Finance and IT Committees. The Clerk confirmed that the reports would be provided to the Board on a monthly basis in future, and that the most recent report possible would be provided for meetings.

RISK MANAGEMENT

- G10.7.29 As agreed at the last meeting, the Board received the summary of the top 15 corporate risks, Paper G10/7/12, which had already been received by the Audit Committee. The Board welcomed the paper which it found useful, and noted the main areas covered. The Chairman of the Audit Committee reported that the Committee now also received an example of a service or faculty risk register at each meeting, which allowed it to drill down to the next level.

Minute G10.7.30 is confidential to the Board.

The Board received a number of items for information only.

LEGISLATION

- G10.7.31 Received, briefing notes on the implications of:
i) the Equalities Act, Paper G10/7/13; and
ii) the Charities Act and HEFCE's role as principal regulator, Paper G10/7/14.

CURRENT DELEGATIONS

- G10.7.32 The Board noted the current specific delegations of authority to the Chairman, the Emergency Committee and others (Paper G10/7/15).

COMMITTEES OF THE BOARD OF GOVERNORS

- G10.7.33 The Board received minutes or reports of the following meetings (Paper G10/7/16):
Nominations and Governance Committee – 26 April 2010
Human Resources Committee – 10 May 2010
Remuneration Committee – 18 May 2010
Joint meeting of the Estates and Finance & IT Committees – 7 June 2010
Audit Committee – 21 June 2010.

ACADEMIC BOARD

G10.7.34 Received, Paper G10/7/17, a report on the meeting of Academic Board held on 9 June 2010.

CORPORATE SEAL

G10.7.35 Noted, documents sealed since the last meeting, Paper G10/7/18.

DATES OF MEETINGS 2010/11

G10.7.36 21 September 2010, 23 November 2010, 1 February 2011, 29 March 2011, 24 May 2011, 12 July 2011.

Meeting closed 6.00pm.