

## HARPER ADAMS UNIVERSITY

### Board of Governors

#### Minutes of the Meeting of the Board of Governors held on 28 March 2019 in the Boardroom

Present:	Mr Mike Lewis	Chair
	Dr David Llewellyn	Vice-Chancellor
	Mr Tim Burnhope	
	Mr Peter Cowdy	
	Dr John Donaldson	Staff Governor
	Mrs Emma Foulkes	
	Mrs Lavinia Moroz-Hale	Staff Governor
	Mr Peter Nixon	Vice-Chair
	Georgie Marland	SU President
	Prof Mark Ormerod	
	Rebecca Payne	Staff Governor
	Dr Julia Pointon	
	Mrs Christine Snell	
	Dr Martin Thomas	
	Mr Campbell Tweed	
	Mrs Debbie Winstanley	
	Dr Tim Watson	
	Mr Dominic Wong	
Apologies:	Mr Colin Bailey	
	Mr Richard Hambleton	
	Prof Peter Mills	Deputy Vice-Chancellor
	Mr Mark Roach	
	Mr Stephen Vickers	Vice-Chair
In attendance:	Dr Catherine Baxter	University Secretary & Clerk to the Board
	Mrs Liz Furey	Director of Finance

#### Register of Interests

Members were reminded to complete or update their entry in the Register of Interests as necessary.

The Chair and Mrs Winstanley offered congratulations on behalf of the Board to the Vice-Chancellor who had recently been awarded a Fellowship of the Royal Agricultural Society of England for his work as a visionary leader in agricultural education. Two alumni and a former staff member had received associateships of the RASE.

#### 18/49 Welcome to new Members and Staff Observers

Welcome: Members welcomed Dr Tim Watson to his first meeting. Mrs Allison Haycox was welcomed to the meeting as a staff observer.

#### 18/50 Minutes

Approved: the minutes of the meeting of the Board of Governors held on 28 November 2018 (18/17 – 18/48).

18/51 **Matters Arising**

Received: a report from the University Secretary;

- Noted:
- i) that the Board had agreed by circulation, the appointment of Ms Sarah Mukherjee with effect from the September 2019 meeting;
  - ii) that the arrangements for internal audit tenders to be considered were now in place with the aim of making an appointment with effect from 1 August 2019;
  - iii) that the report included a reminder for members of the arrangements for the 2019 Effectiveness Review. A document setting out FAQs had also been circulated which was based on that found to be helpful to members in 2015. Member note the request to complete the on-line questionnaire for the Board by 3 May 2019 and also that where they were members of Committees, the committee questionnaires also needed to be completed;
  - iv) a report from Mr Hambleton that confirmed good progress was being made to address the remaining actions from the 2017 Staff Survey;

- Agreed:
- i) to endorse the appointment of Ms Mukherjee;
  - ii) that the Chair of the Board and Chair of Audit and Risk Management Committee might take action to appoint the successful tenderer for internal audit services with effect from 1 August 2019;

**MJL/PC**

18/52 **Vice-Chancellor's Report and Governors Discussion**

Received: a report from the Vice -Chancellor on recent developments of note;

- Noted:
- i) that a visit from the Principals of two Colleges in the East of England was planned;
  - ii) that the outcome of the Augar Review of post 18 HE was likely to be published in May 2019. However the government's response was, it was understood, likely to be delayed and determined as part of the comprehensive Spending Review. In general it was thought that tuition fees were likely to be reduced, with a possible "top-up" grant to be paid for higher cost subjects, although the latter was uncertain at the current time. It was also understood that threshold minimum entry qualifications equivalent to DDD at A Level may be specified for entry to HE. The Augar Report had been commissioned by the current Prime Minister, so it was also possible that the report may not be adopted if there is an election or new leadership in the meantime;
  - iii) that a recent visit of senior Department for Education officials had been helpful as they would be responsible for considering the Augar Report in due course. A new appointment in DFE had been made recently to oversee Institutional Sustainability. To date the DFE approach seemed to be focused on intervention rather than allowing HEIs to fail which contrasted with the OfS approach;
  - iv) that OfS was reviewing its funding systems, including Institutional Specific Funding (ISF). This remained a very important funding stream for Harper Adams and would be subject to re-application in

2019/20. The confirmation of two TEF Gold awards and the positive evidence of “world leading teaching” from the QS World rankings would be useful for the application process;

- v) that the Secretary of State had made recent speeches regarding “Essay Mills”, grade inflation and unconditional offer making practices. The University did not have evidence of grade inflation and while it had started to use, in certain cases, conditional offers in 2018/19 in response to market demand, these were being used carefully and were not being made on the basis that applicants withdraw from other applications, as was the case in some HEIs. This so-called “conditional unconditional offer” making approach was causing particular concern and had been identified as potentially being deemed as “pressure selling” or similar;
- vi) that metrics for TEF have been released but will be updated by a more recent set before subject level TEF. The current data would be useful to inform preparations however. The data indicated that some areas were at silver level, while others met gold. Those subjects at silver were working to gather evidence for a narrative to support a higher level assessment grade. Indicative costs for TEF were being stated as £38M by UUK and there was some indication of querying value for money in light of such costs. However the TEF process remained on-going at this point;
- vii) that work on the Harper Keele Joint Veterinary School (HKJVS) remained in hand. The capital build at HAU would commence in July 2019 subject to planning permission. A successful Animals Department Open Day had taken place the previous Saturday with 90 prospective Vet Students visiting. The first major donation for the building had been received and further donations were being actively sought. A Reception at the House of Lords was planned for July 2019 to mark the official launch of the HKJVS and appointments to the Head of School and Director of Operations were in hand;
- viii) that Dairy Crest had been taken over by a Canadian Company. Representatives would be visiting soon. Indications to date were that there were no plans for change with respect to the research and development facility based at Harper Adams and the buyers welcomed the collaboration with a University;
- ix) that the 2018 Gender Pay Gap Report for Harper Adams had been submitted by the March 2019 deadline. There was further work to do to address the gap, although modest improvements had been seen in the March 2018 data compared to March 2017 data. Staffing Committee would be kept updated;
- x) that a public announcement on new funding from the Industrial Strategy Challenge Fund for the Hands Free Hectare project to create Hands Free Farm was imminent. 35 hectares of the University Farm would be utilised for this important work and the collaboration with industry partners would continue. Kit Franklin had recently addressed a joint meeting of the Institute of Agricultural Science and Institute of Agricultural Engineering in N. Ireland. Representatives of bodies from the Republic of Ireland had also been present. Feedback was very positive;
- xii) that undergraduate student recruitment data was overall positive to date, with stronger performance in most subject areas than that seen in 2018 at the same period. However it was fully recognised that the cycle remained challenging and every effort to retain and improve application numbers would continue;

- xiii) that the Director of Marketing and Communications would be leaving the University in early May. Arrangements to secure a replacement were in hand;
- xiv) that a new Vice-Chancellor was to be appointed at the University of Chester and at University College Birmingham. The NMiTE project timetable had been adjusted to reflect a lower level of recruitment than anticipated at this point, with a slower than originally anticipated build up to student numbers being forecast;. At Lincoln University a new Agri-Tech Robotics group working with Cambridge and University of East Anglia was being developed;
- xv) that the University's new programme for future innovation/technology leaders supported by the Worshipful Company of Farmers and NFU Mutual was being launched. Work to develop bespoke agri-related programmes in information Science was also in hand. It was noted that Wolverhampton University and University Centre Shrewsbury were also developing projects focusing in information science more generally;
- xvi) that a student from Harper Adams had recently won the RASE young speaker competition. She had spoken about "block chain". The competition had been supported by two charities and it was hoped that further HAU contact with these charities could be progressed.

#### 18/53 **Governor's Discussion Topics**

##### Received:

- i) a summary of the Annual Monitoring of progress with the Access Agreement;
- ii) a table mapping the OfS Registration Conditions and how these are being met by the University, including the role of the Board and its Committees in considering evidence of compliance;
- iii) a report from Mrs Winstanley on her attendance at the AdvanceHE "Governor' Toolkit" workshop;

##### Noted:

- i) that the OfS requires governing bodies to have explicit oversight of an institution's progress in meeting its Access Agreement (and in the future, it's new Access and Participation Plan). OfS wished to set challenging targets for the sector to reach. The forthcoming visit of Chris Millward, the Director for Fair Access was a very important opportunity to share the University's aims and ambitions for access and participation while also sharing the contextual challenges in which it works relating to subject preferences of applicant groups and rural catchment area demographics and diversity in particular. Engagement with HEIs who also draw most of their students from rural areas of the UK was also taking place and it was hoped this would help inform the debate with OfS officials;
- ii) that progress report was overall positive, and had been authorised for submission by the Vice-Chancellor as Accountable Officer in January 2019. Members were asked to endorse the Vice-Chancellor's action and also to agree that he may take similar action to agree future monitoring reports, while reporting to the Board on these reports at the next available opportunity;
- iii) that the Board needed to play a role in approval of the new Access and Participation Plan during May 2019. It was proposed that the Chair be given delegated authority to consider the draft Plan and to approve it on behalf of the Board;

- iv) that the Audit and Risk Management Committee had considered and agreed the mapping table in relation to compliance with OfS registration. Internal and external auditors had advised that they had not seen such a mapping table presented at other HEIs to date, and they felt it was a useful assurance tool for the Board and was good practice:
- v) that the Governor Toolkit Event had been very informative and the slides would be shared with members through the Governor's Document Library, with copies sent to new members in particular. Information on graduate repayment of loans was useful and highlighted current and future challenges. Other topics had included the consideration of multi-dimensional risk management; ensuring Board members took up opportunities to meet and engage with students; and to consider setting aside a Planning Day to consider strategic imperatives for a 10 year horizon. Speakers had also covered internationalisation and the value that international students bring to the experience of UK students; the importance of on-line learning based on sound and innovative pedagogical principles;

In discussion, members noted:

- vi) that the Students Union holds a "have your day" session for all students every 4-6 weeks. The SU President would provide dates and advised that any Governor was welcome to attend; **GM**
- vii) that one Governor had taken up the opportunity to shadow a student for a day and had reported back very positively on his experience and the useful insight he had gained. The opportunity to do this remained open and all members were encouraged to let the University Secretary know if they wish to make such arrangements; **ALL**
- viii) that Governors were able to meet students over lunch after meetings from time to time. The incoming SU were always included and it was suggested that Student Representatives at Course Level might also be invited from time to time: **CEB**
- ix) that opportunities for members to meet students at events such as Harper Forum, graduation, and other university occasions would continue. Dates for Harper Forum would be shared with all members and members were welcome to attend events highlighted for staff and students in the weekly diary e.g. key note lunchtime speakers, poster presentations, or research seminars given by staff and PhD students; **ALL/CEB**
- x) that some Boards had invited a student to attend each Board meeting as a standing item to give a short talk on "their journey". This was over and above the role of the Student's Union President on the Board to represent the student voice. Members welcomed this and asked the University Secretary to arrange for such briefings in future: **CEB**

Agreed:

- i) to approve the mapping of OfS compliance, and that the Audit and Risk Management Committee should receive an annual update on on-going compliance based on the mapping;
- ii) that the Chair should act on the delegated authority of the Board to approve the Access and Participation Plan during May 2019; and that the Vice-Chancellor may act on the delegated authority of the Board to approve monitoring reports as required by the OfS. In both instances the Board would be able to read such documents in full in the Governor's

Document Library and would receive a report on action taken at its next meeting and be asked to formally endorse such actions; **MJL/DGL/CEB**

*Professor Ormerod left the meeting for this commercial in confidence item*

**18/54 Strategic Projects**

Received: a commercial in confidence report from the Deputy Vice-Chancellor on the Joint Vet School Project with Keele University;

- Noted:
- i) that the formal validation of the Veterinary Medicine Programme had been successfully completed following the validation event in January 2019;
  - ii) that an appointment for the Director of Operations role remained in hand. Interviews for the Head of School role were due to take place on 9 and 10 April 2019, and would include the Chair of the Board as well as the Chair of Keele University's Council;
  - iii) that funding options for the capital investment at Harper Adams had been discussed in detail at Finance and General Purposes Committee. The Director of Finance had been asked to explore a seven year fixed cost loan option as a first choice. Work to secure further donations was in hand;
  - iv) that the BVA Presidential Team would visit in June 2019;
  - v) that the Joint Steering Board for the project continued to meet regularly and actively discuss and manage risks:

Agreed: that the Board would welcome a refresh of the key risks previously identified in the business case with an update on progress made to date in managing these risks: **PRM/LF**

*Prof Ormerod re-joined the meeting at this point*

**18/55 Harper Adams University Development Trust**

Received: a report on the meeting of the Trust held on 12 March 2019;

Noted: that the Trust had resolved to make a donation to the Taylor Mc Nally Foundation, following the Board's decision that the sum of £110,000 being the original donation received, might be returned to the Trust for this purpose. The donation had since been made by secure bank transfer.

**18/56 Finance**

- Received:
- i) a report on the meetings of the Finance and General Purposes Committee held on 18 January 2019 and 21 March 2019;
  - ii) proposed changes to the Financial Regulations, as summarised in the agenda paper provided by the Director of Finance;
  - iii) an oral report from the Chair of F&GP on the Committee's recommendation on a proposal to develop an urban vertical farm facility in partnership with Grow-Up Limited;

Noted: i) that the University had been progressing discussions with Grow Up following the Committee's decision to progress discussions to the next stage at its January 2019 meeting. At the March meeting, Mr Webster, Chief Technical

Officer of Grow Up had joined the meeting and answered questions about the business model, funding plans and strategic plans for the Company;

- ii) that the Committee remained supportive of the proposal, noting that the independent surveyors report had confirmed that the proposed use of charity land for the purpose suggested was in the interests of the charity and that the proposed rental was appropriate. The surveyor had also reviewed and noted the proposed academic collaboration as set out in the draft Heads of Terms;
- iii) that F&GP members had requested clarification of the circumstances in which the University might need to pay Grow Up for the building, should the lease be subject to a break, or be broken for another reason. The Committee understood that the lease could not be reassigned by Grow Up and so the residual risk related to understanding in what circumstances the University might need to be prepared to pay a cost for the building on a straight line depreciated basis (or market value whichever was lower) and less rental for the lease term of 20 years. Build cost was understood to be £300K. Members had suggested that the University should explore whether it might be feasible for the University to only pay for the building in the event of a break or breach due to formal insolvency, however this was not felt to be an absolute requirement, as it might be too onerous a request and it was recognised that risks were already limited. Members would consider the position in light of advice/legal clarification. It was also suggested that the University might seek to ask for first refusal on sale of contents in the events of a break or breach; **CEB/LF**
- iv) that the Committee had considered an in-year update of the five year forecast ahead of the full review of the forecast in light of OfS funding and other information that would be available in May/June before the final five year forecast was prepared for the Board to consider at its July 2019 meeting;
- vi) that the JVS remained a key strategic investment as agreed by the Board. This agreed investment alongside the unexpected major increases to employers contributions to the TPS pension scheme, were leading to critical challenges for the next year's budget. Significant savings would need to be made and it has been agreed that a plan would be prepared for the next meeting of F&GP in June 2019;
- vii) that a second MARS was being launched in 1 April 2019;
- viii) that work to ensure the future efficiency and effectiveness of the Cedar Energy was in hand. Cedar Board had sought approval for further working capital and a short term capital investment into re-configuring the current plant to ensure better efficiency of running. F&GP had agreed to these requests in light of a very clear review and plan;
- ix) that the proposed changes to the Financial Regulations following the annual review were minor in nature;

Agreed:

- i) to approve that the project with Grow Up should proceed subject to clarification of the above points and the agreement of the Chair of F&GP; **PN**
- ii) that the proposed changes to the Financial Regulations should be approved; **LF**
- iii) that the Board was content to endorse the decisions of the Committee with respect to Cedar Energy, the Annual Review of Treasury management and the placement of the £990K John Oldacre Foundation donation with Brewin

Dolphin at a risk appetite rating of 6; and a maximum placement with Santander of £3M; **LF**

- iv) that the Director of Finance should proceed to secure capital funds for the JVS capital build through a fixed term loan over 7 years; **LF**

#### 18/57 **Corporate Planning Statement**

Received: a progress report on the Corporate Planning Statement 2018/19;

Noted: that appropriate progress continued to be made.

#### 18/58 **Report of the President of the Students' Union**

Received: i) a report from the Students Union President on recent activities;  
ii) the Students' Union Management Accounts for the period to 31 January 2019;

Noted: i) that an appointment to the role of Union Director had been made following a search and selection process. Two new Trustees had also been appointed and a third Trustee would be stepping down shortly;

ii) that three students have expressed an informal interest in standing for President and one for Vice-President;

iii) that positive results were shown in the management accounts to date. The late night bus was making a slight loss, but it was agreed that this was a key service that the SU needed to continue to provide and to seek funding for from other sources as necessary; **GM**

iv) that sound progress had been made with regard to sports and societies and engagement by the SU Exec to ensure that activities were well run;

Agreed: i) that in addition to the arrangements under the MOU with the SU whereby the Director of Finance receives monthly management accounts for the SU and meets with the SU team to review them as required, the Board wished to continue to receive a copy of the latest SU Management Accounts at each of its meetings as part of the President's Report until further notice; **GM**

ii) that thanks were due to the President for her work and commitment during her year of office. The Board wished Miss Marland every success in her future career;

#### 18/59 **Health and Safety**

Received: i) a summary of the meeting of the Health and Safety Committee held on 7 March 2019;

ii) the Annual Report on Health and Safety Matters;

iii) the Governors' Health and Safety Policy Statement for 2019/20;

Noted: i) that the annual report showed positive progress and a clear framework for managing health and safety matters. Performance trends were encouraging and showed that near miss reporting was happening and that maintenance issues were also being flagged. Training was also progressing, including a specific event at which the NFU had offered advice on how to meet the new

HSE document "What makes a good farm". Inspections of all UK farms were planned against this framework;

- ii) that there were no major changes proposed for the Governor's Health and Policy Statement;
- iii) that it was important for the University to be aware of the dangers associated with lithium batteries that were electrified, as standard fire extinguishers do not work to put out any fires associated with these batteries should an issue arise; **CEB**
- iv) that thanks were due to Emma Osborne for her dedicated work as Health and Safety Officer; **CEB**

Agreed: to approve the Governors' Health and Safety Policy Statement for 2019/20 **CEB**

#### 18/60 **Student Regulations/Policies**

- Received:
- i) proposals for updating the Student Disciplinary Policy and Terms of Reference for the Governor's Disciplinary Advisory Committee and Governor's Disciplinary Appeals Committee with effect from 1 August 2019 in light of OIA Guidance;
  - ii) the outcome of a review of the University's Freedom of Speech and External Speakers Policy in light of the Equality and Human Rights Commission guide published in February 2019;

- Noted:
- i) that the Student Disciplinary Policy and Terms of Reference for the Governor's Disciplinary Advisory Committee and Governor's Disciplinary Appeals Committee had been updated in light of OIA Guidance and also in light of learning points from recent cases, considered at Appeal Stage by the Board of Governors;
  - ii) that the Chair and Mr Thomas would be meeting with the University Secretary and the Head of Student Services following the Board meeting to review the proposed changes in detail;
  - iii) that the review of University's Freedom of Speech and External Speakers Policy in light of the Equality and Human Rights Commission guide published in February 2019 had not identified any further areas for changes, following the review and changes proposed in light of HEPI Guidance discussed and agreed by the Board at its September 2018 meeting;

Agreed: that the Chair and Mr Thomas could act on the delegated authority of the Board to agree necessary changes to the Student Disciplinary Policy as set out above **MJL/MT**

#### 18/61 **Academic Board, Academic Developments and Annual Assurance Reports on the Management of Quality and Standards**

- Received:
- i) a report on the meeting of Academic Board held on 13 March 2019; including the Annual Report on Student Complaints and Appeals
  - ii) the Academic Overview Report for 2017/18 and the Annual Report on Postgraduate Research Programmes
  - iii) an update on feedback arising from External Examiners Reports for 2017/18 including those that had not been received in time for the report provided at the November 2018 Board meeting

- Noted:
- i) that Course Action Plans and Course Monitoring documentation for 2017/18 have been provided on the Governor's Document Library as usual;
  - ii) that Academic Board had discussed the 2017/18 Access Agreement and associated monitoring report as included earlier on the agenda and had been content with the report and progress made;
  - iii) that Academic Board had also noted the challenges being set for the sector with regard to closing all attainment gaps;
  - iv) that the UKVI Audit had been positive, with no actions required;
  - v) that the key outcomes from the National Student Survey had been noted and actions agreed. Assessment and feedback remained key areas for further work;
  - vi) that the Academic Overview reports for taught and research degrees were positive overall, and where further work was needed, Academic Board was satisfied that work was in hand;
  - vii) that the full PGR Report had been included for Governors to consider for the first time;
  - viii) that the responses from remaining external examiners had been positive. Where one examiner had raised a query about professional body requirements this was being addressed by the Department as it was understood that the examiner may not be fully aware of the rules;
  - ix) that the annual report on appeals and complaints remained very positive with no cases referred to the OIA. A recent disciplinary matter had just been referred by a student to the OIA, the outcome was awaited.

#### **18/62 Audit and Risk Management Committee**

Received: a report on the meeting of the Audit and Risk Management Committee meeting held on 14 February 2019

- Noted:
- i) that thanks were due to the Farm Manager for his useful briefing on how risks relating to the University Farm were being managed, in a complex situation where competing demands for teaching, research and delivering a commercial return as far as possible were all in play;
  - ii) that KPMG's update on key issues affecting UK HE was useful and confirmed that the University was aware of the key risks and opportunities;
  - iii) that the UKVI Audit had been well managed, with a good outcome;
  - iv) that the Students' Union had made sound progress with its actions arising from the internal audit of its governance, although some dates had slipped due to staff changes. Internal Auditors were following up formally the following week and would report to the Committee in due course;
  - v) that ARMC was content to move its meeting to January and to take on the work to review and approve TRAC and TRACT (T) on behalf

of the Board, which would enable F&GP to meet in February to consider in year re-forecasts at a better time in the business cycle:

vi) that as agreed earlier in the meeting, the tender for internal audit was underway to avoid having a change of both internal and external audit teams in the same year;

Agreed: i) that as noted earlier in the meeting, the Chair of the Board and Chair or ARMC could take action on behalf of the Board to approve the appointment of internal auditors with effect from 1 August 2019;

ii) that the Board were content for ARMC to consider and approve TRAC and TRACT(T) on behalf of the Board from 2020 onwards **LF**

#### 18/63 Staffing Committee

Received: a report on the meeting of the Staffing Committee held on 18 January 2019

Noted: i) that the UCU national ballot for strike action had not been successful. The 2018 negotiations had been declared as closed and the 2019 process had started;

ii) that positive progress was being made to introduce an Employee Assistance Programme. This has been rolled out to all staff;

iii) that the work to review the reward and recognition arrangements was in hand;

iv) that a review of the Single Equality Scheme had been completed

Agreed: to approve the revised Single Equality Scheme 2019-2024 **CEB**

#### 18/64 Honorary Awards Committee

Noted: that following the circulation of a confidential report on the meeting of the Honorary Awards Committee held on 28 November 2018, four Honorary Awards had been approved by the Board. These awards had also been approved by Academic Board. All four nominees have accepted the invitation and will attend Graduation in September 2019.

Agreed: to endorse the decision taken by circulation

#### 18/65 Nominations Committee

Endorsed: the Board's decision (taken by circulation) to appoint Ms Sarah Mukherjee as a member with effect from September 2019; and the Chair's action to appoint Dr Tim Watson to the Animal Welfare and Ethical Review Body

Approved: the appointment of Mr Ken Greetham as a co-opted member of the Audit and Risk Management Committee with effect from the Committee's next meeting in May 2019; **CEB**

#### 18/66 Governor Expenses:

Received: the annual reminder to submit all expenses on the timescales required by the Financial Regulations.

#### 18/67 Dates of meetings

Agreed: a list of revised dates for 2019/20 for the Board and its Committees.

18/70 Date of next meeting

Noted: that the next meeting would take place on 4 July 2019. The day would commence with the 2019 Effectiveness Review Workshop and the Board meeting would follow. A dinner on the previous evening (3 July 2019) would be held to mark the Chair's retirement and to thank another member who was retiring. Members were asked to note the date in their diary **ALL**