

HARPER ADAMS UNIVERSITY

Board of Governors

Minutes of the Meeting of the Board of Governors held on 2 October 2020 via MS Teams

Present:	Mr Peter Nixon	Chair
	Dr David Llewellyn	Vice-Chancellor
	Mr Colin Bailey	
	Dr John Donaldson	Staff Governor
	Mr Richard Hambleton	
	Mrs Yvonne Hawkins	
	Mr Vernon Blakeman	Staff Governor
	Mr Dominic Wong	Vice-Chair
	Mrs Sarah Mukherjee	
	Mr Thomas Oatey	SU President
	Professor Mark Ormerod	
	Rebecca Payne	Staff Governor
	Dr Julia Pointon	
	Mr Mark Roach	
	Mrs Christine Snell	
	Mr Martin Thomas	
	Mr Campbell Tweed	
	Mr Stephen Vickers	Vice-Chair
	Mrs Debbie Winstanley	
Dr Tim Watson		
Mr Tim Burnhope		
Mrs Emma Folkes		
Mr Mark Griffiths		
In attendance:	Dr Catherine Baxter	University Secretary & Clerk to the Board
	Mrs Liz Furey	Chief Financial Officer
Observers:	Marisa Virseda	Board Apprentice
	Adeola Olufayo	Board Apprentice
	Kate Baker	Staff Observer

Register of Interests

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

20/01 Welcome to New Members and Observers

- Welcomed:
- i) Mr Mark Griffiths to his first meeting of the Board
 - ii) Mrs Kate Baker (Deputy University Secretary, Staff observer) & Ms Adeola Olufayo and Mrs Marisa Virseda, Board Apprentices (Observers)
- Noted: that following receipt of two expressions of interest by the due date, and consideration of the same by email circulation, the Board had approved appointments to the roles of Chair and Vice-Chair
- Agreed: to endorse the decision taken by circulation to appoint Mr Nixon and Mr Wong to the roles of Chair and Vice-Chair respectively for 2020/21

20/02 Minutes

Approved: the minutes of the Board of Governors meeting held on 2 July 2020, including the Commercial in Confidence action, subject to inclusion of the updated section circulated by the Secretary in advance of the meeting following Mr Wong's request that further details of the annual review of the Chair's performance should be included for completeness. The minute would be updated and sent to Mr Nixon for signature in due course **SMV**

20/03 Matters Arising

Received: a report from the University Secretary

Agreed: to endorse the Chair's action to approve changes to the Student Disciplinary Policy and Fitness to Practice Procedure to reflect updated OIA guidance and to include indication of penalties relating to infringement of the University's COVID-19 responsibility agreement.

20/04 Terms of Reference

Received: the Terms of Reference of the Board of Governors for 2020/21

Noted:

- i) that the Chair had suggested it would be useful to clarify that from 2012, in addition to being a company limited by guarantee, the University had, by virtue of this legal form, continued to be a fully registered charity;
- ii) that the designation 'co-opted member' included members of the Board who were independent and who had the same role and responsibilities of all 'independent' members. It followed that there was in fact, no difference and the designation reflected the historical arrangement that had not yet been amended in law for any post 1992 HEI, despite earlier proposals. It was still hoped that the designation might be amended at some future date should the sector wish to make a further application to this effect;

Agreed: to approve the terms of reference for 2020/21 subject to inclusion of the clarification in relation to registered charity status set out above. **CEB**

20/05 Vice- Chancellors' Report

Received:

- i) a report by the Vice-Chancellor on recent developments of note including an update on actions to plan and implement the University's response to COVID-19-19
- ii) a note from the University Secretary on a reportable event

Noted:

- i) that the planned interview with the Financial Times had not, in fact, taken place;
- ii) that managing the return of students to the campus was challenging and considerable efforts were being made with the support of the Students' Union to support student engagement and well-being and to confirm the standards of conduct expected to maintain a COVID-19 secure

environment. Where necessary, actions to remind students of the expected conduct would be taken and in instances where such advice was not followed, disciplinary action may need to be taken as appropriate;

- iii) that the ongoing engagement with the local Health Protection Hub (HPH) and Local Director of Public Health had informed COVID-19 secure planning including plans to manage symptomatic staff or student cases and self-isolation where necessary. The opening of a walk-in test centre on campus would be very helpful in ensuring access to tests. Some universities were still waiting to have similar access to test facilities that were sufficiently close to their campuses;
- iv) that thanks were due to the COVID-19 group, the Students' Union and all staff for their engagement with planning for the new academic year and delivery of the required arrangements. A range of communication tools was being used to share key information with staff, students and other stakeholders and the Board of Governors had been kept updated on a regular basis through the newsletter. Weekly discussions between the Chair and the Vice-Chancellor had also been taking place;
- v) that at a national level, UCU had expressed concerns about blended learning which included face-to-face sessions and it had been suggested that universities need to do more to protect staff. The University had ensured the Health Protection Hub had agreed its arrangements following a site visit and the JCNC and Staff Consultative Group had been kept informed about plans with opportunities to comment. Staff had also been invited to put forward any concerns, and these had been discussed and addressed both in writing and during a series of staff meetings over the summer. The Government's position remained that universities need to be open and to offer a blend of online and face-to-face teaching and access to facilities to enable students to have a high-quality experience;
- vi) that Welcome Week had been planned in a carefully socially distanced way alongside socially distanced Student Union activities and SU Club and Society events. Thanks were due to Student Services, the Director of Learning and Teaching and the Head of Educational Development and Quality Enhancement for their work on welcome and induction for new students and for further induction tailored for returning students as well as putting in place support and advice for staff on best practice when delivering learning and teaching in a COVID-19 secure environment;
- vii) that academic staff continue to work hard to deliver in person socially distanced small-group sessions and online lectures for larger groups. Risk assessments for practical sessions as well as general teaching and laboratory use were in place and published;
- viii) that whilst some HEI's have undertaken random testing as part of their COVID-19 research activities this was taking up their own biomedical laboratory capacity. One HEI had also paid for a private provider to undertake testing at a cost of £2 million. Public Health England did not currently support asymptomatic testing at this time;
- ix) that the COVID-19 hotline was in place to help secure tests and support data capture to enable support packages to be put in place and provide test and trace data to the NHS as needed. A project to develop an online registration system where students could record their desk numbers in face-to-face sessions being held at 1 m plus (which had also

streamlined attendance monitoring) had been swiftly delivered following a request from the HPH. Similar measures were in hand for practicals where two metre distancing could not be maintained at all times;

- x) that staff had been advised that the University would reimburse up to £13.99 for a flu inoculation where staff were not entitled to free NHS flu injection. There were however challenges in securing appointments in local pharmacies;
- xi) that rotas and distancing for key worker teams and the staff sharing offices remained in place as well as the usual protocols for cover if a member of academic staff was unwell or unable to deliver a session remotely or in person;
- xii) that all HEI's had been required by the Office for Students to make commitments about their delivery modes during the summer of 2020. This had been challenging given the more recent spike in COVID-19 infection rates and ongoing uncertainty about future local lockdown or similar changes. As previously communicated, the University had opted for eight hours per week of face-to-face delivery provided this remained possible with respect to COVID restrictions, with the remainder of delivery being offered online. The face-to-face delivery had been arranged in small group teaching/practicals whereas large lectures were being delivered remotely;
- xiii) that student recruitment had been positive up until June 2020 when a number of applicants decided not to proceed to take up their offer. Since confirmation of places during August, a number of applicants had also withdrawn for a variety of reasons. A detailed analysis was in hand but indications included increased competition, Brexit, A-level results changes, and COVID-19 restrictions. Marketing and Communications were also seeking a way to offer socially distanced campus visits if possible as it was felt that the conversion may have been affected by the inability to visit the campus during the late spring and early summer although socially distanced clearing visits had been facilitated during August. Current student enrolments included 24-degree level apprentices, 568 undergraduates (which was below the anticipated target and significantly below levels achieved in 2019); 94 full-time and 69 part-time taught postgraduates (both of which were higher than the numbers recruited in 2019). The Joint Vet School had been very successful and had secured 120 students, 60 of which would be based at Harper Adams. It was confirmed that this higher intake in 2020 would not affect the JVS intake permissible in 2021;
- xiv) that international student recruitment had been quite positive although more recently, news of the incidents of COVID-19 at some UK universities was starting to cause some concern. Harper Adams continued to work with its partners to manage phased arrival of international students particularly those from BAU and Huazhong in China;
- xv) that in discussion, members recognised that adopting and adapting to increased online delivery may open up new markets in due course including flexible delivery/short courses or CPD. Virtual open days will also continue and had been generally well attended with a good reach across the UK and beyond. This may also open up alternative markets;
- xvi) that it was also important to prepare for higher tech qualifications and more flexible movement in the future between FE and HE education. The agri-skills group at national level continued its work and a review of

land-based further education was in hand, although progression to higher education from FE was not currently part of this review. The Vice-Chancellor and Mrs Mukherjee would discuss CPD opportunities;

DGL/SM

- xvii) that the government was keen to see more employer led agri--related apprenticeship standards developed. COVID-19 had held up this development;
- xviii) that agriculture undergraduate numbers were down in 2020 while land management had remained steady. This reflected the pattern that had been seen in previous years when agriculture was in an uncertain position and families tended to encourage their children to consider land management or similar courses as an alternative to studying agriculture;
- xix) that some competitors had secured significant funding from their local enterprise partnerships. The Marches LEP had yet to offer any financial support despite best efforts and this was continuing to be followed up;
- xx) that recent announcements suggesting that Access& Participation funding could be used to support students in isolation were confusing, as the need to deliver the targets already set against such expenditure in agreed Access and Participation Plans had not been reduced or amended so far by the OfS. GuildHE were raising queries about the recent announcement and seeking clarification;
- xxi) that undergraduate retention had been stronger in 2019/20 which was helpful and welcome;
- xxii) that the Board would welcome a briefing paper from the Director of Marketing & Communications showing expenditure during 2019/20 and the outcome and impact that related to the various types of expenditure. An analysis of spend priorities set for 2020/21 based on any lessons learned or experiences related to the outcome of spend and its impact in 2019/20 was also requested; **SG**
- xxiii) that thanks were due to Professor Mills who had recently stepped down from the role of Deputy Vice-Chancellor. His work over the past 10 years was much appreciated. Professor Mills was continuing to work two days a week to prepare the Research Excellence Framework, Knowledge Exchange Framework and Higher Education Innovation Fund returns up until 31 December 2020; **CEB**
- xxiv) that members were content that the University had submitted information to the OfS on a reportable event relating to a delay in assessment completion that had affected 14 students. Students had since been able to complete these assessments following professional body agreement about how revised socially distanced techniques could be used to complete such practical assessments;

20/06 Members Discussion

Received:

- i) a report from the Chair on feedback from his discussions with Members and actions taken to date;
- ii) a follow-up discussion of KPMG/WONKHE webinar on 'Governing of Universities During the COVID-19-19 Crisis':

- a) Checklist on the '5Rs' identified by KPMG/WONKHE
- b) 'Going Concern' slide (Slide 12)

- Noted:
- i) that the overarching outcome of the annual one-to-one discussions between the Chair and Members of the Board was that Members confirmed their view that there continued to be a very positive relationship between the Board and the Senior Team and that the Board acts with unity but not with uniformity;
 - ii) that five key areas had emerged including a request for further headline summaries to be added to agenda papers. This had already been progressed and Members welcomed the changes made in the agenda papers presented for the meeting. Other points would be progressed by the Chair during the year as opportunities arise;
 - iii) that the need for strategic discussion time continue to be recognised, albeit balanced by a recognition that the Board also needed to be assured on key matters such as COVID-19 preparations and financial sustainability. Social opportunities for Board members to meet each other and staff and students would continue to be rearranged as and when COVID-19 restrictions permitted;
 - iv) that Members would like to discuss opportunities to engage urban populations as a strategic aim at a future meeting; **PN/DGL**
 - v) that it had been suggested that new Members may welcome a longer induction over a period of months. This would be explored with new Members. All Members had been invited to attend induction on an annual basis as a refresher opportunity as a matter of routine. Members also continue to be offered opportunities to engage with AdvanceHE and other HE sector briefings for example those offered for Audit Committees. This process would continue; **CEB**
 - vi) that Members were encouraged to continue to speak to the Chair or Secretary to put forward any other ideas or suggestions that they felt might enhance their own engagement or the overall work of the Board; **ALL**
 - vii) that members welcomed the checklist on the 5R's that had been recommended by KPMG in relation to responding to covert 19. Members had no further queries to raise;
 - viii) that the 'going concern' slide shared by KPMG at its May 2020 webinar for Audit Committees remained very important and would inform debate at the November meetings of Finance and General Purposes Committee and of the Board during consideration of the Annual Report and Financial Statements;

20/07 Finance and Planning

- Received:
- i) a report from the Finance and General Purposes Committee on its special meeting held on 15 September 2020
 - ii) an update on the University Group draft Budget 2020/21 and 2019/20 year-end position/out-turn
 - iii) a briefing note from the Chief Financial Officer on OfS revised financial and assurance reporting arrangements for 2020/21 including:

- the requirement for the Vice-Chancellor as Accountable Officer to approve the new interim financial data collection submission to OfS by 30 October 2020. This submission would reflect a snapshot at the October 2020 census date of the likely out-turn for financial year 2019/20 and draft forecast for 2020/21 in light of student numbers enrolled and/or confirmed to start in 2020/21;
- plans for preparation of the full five-year forecast, preparation of the annual accounts and financial statements due by the new OfS deadline of 26 February 2021 and proposals for approval

Noted:

- i) that the unaudited outturn for 2019/20 was a loss of £1.282M. The position had worsened due to significant uplift in the LGPS (Local Government Pension Scheme) actuarial charge. An estimate of £1M had been included for the year's actuarial charge but the charge had actually been £2.1 M due to changes in financial markets. In addition, loss of short courses and conference income continued as COVID-19 restrictions remained in place. A provision for possible clawback due to the inability to deliver all of the short course activity that had been funded had been included;
- ii) that the LGPS actuarial charge was not a cash item. It had not affected bank covenants although it had been important to check that the changes in the level of actuarial charge were not affecting the Santander bank covenants which required a net asset base greater than zero. The current headroom remained £46 million. However, it was noteworthy that Mercer's modelling had indicated a future possible rise over 10 to 15 years of up to £56M. Members were reminded that two years ago, the liability had been £12M and it had already grown to £32M over the two-year period. The work to introduce a new DC pension scheme had therefore been essential to help manage future risks;
- iii) that the 2020/2021 forecast position had been discussed with the Finance and General Purposes Committee at its special meeting held on 15 September 2020. Actuarial charges had been uplifted to the new £2.1M level which had led to an overall loss of £889K compared to the planned surplus of £250K;
- iv) that income had improved based on an estimated number of 575 new undergraduates. While there had been some allowance for losses between enrolment and the census date in October, there would be a need for further adjustment to reflect actual enrolment limits. Returning student numbers would also need to be re-checked at that point;
- v) that it remained challenging to estimate all likely changes and the potential impact due to the rapidly changing situation in relation to COVID-19 19;
- vi) that the forecast continued to reflect scenario A, i.e. that all students would start in October 2020 on a blended learning programme. The worst possible scenarios had also been tested for compliance with bank covenants and showed these could still be met. This was essential to support autonomy and retention of control by the University. There were currently no risks in this regard provided the £1M pay savings and the improved farm performance at breakeven as a minimum were secured;
- vii) that staff savings had been secured over the summer and other planned savings including non-pay had also been further reviewed and secured since the July Board meeting. Risks in relation to securing savings had accordingly been re-profiled as set out in the agenda papers;

- viii) that the agreed voluntary measures to reduce pay costs had also been progressed. Applications for the Voluntary Severance Scheme had been considered the previous day and would be progressed. Opportunities to purchase additional holiday, apply for flexible working and other similar measures had attracted a small number of applications which were being processed. A proposal to freeze increments for eligible staff had been rejected by the majority of those staff. Over the summer it had also been confirmed that the national pay award would be confirmed at zero. The cost of securing severance had been reviewed and was likely to be c £400K in year with a similar saving to be delivered in year rising to £550K in the future. The budgeted cost to deliver savings needed to be kept under review as costs vary considerably depending on staff profile, years of service etc. Severance terms included a payment and pay in lieu of notice but excluded any risk of pension strain. The scheme was clear that pension strain was not included. Should in due course compulsory redundancy or restructuring decisions be necessary, pension strain would need to be factored into costings where staff met the eligibility criteria for the LGPS pension scheme. Other measures to deliver the balance of savings were under active consideration and there would be further discussions with staff in the coming weeks. A number of vacancy savings had already been secured and confirmed;
- ix) that it would be preferable to avoid a large deficit in 2020/21 and so further pay savings needed to be delivered. Income generation would also remain important and would help to balance savings if new sources of income could be effectively secured in year;
- x) that the cost of COVID-19 secure measures remained fairly high although further non-pay savings had been secured and budgets had only been allocated at 30% at the current time and would only be released as this became possible;
- xi) that the opportunity to secure new donations were being explored and this work would continue;
- x) that it was important to balance the need to reduce costs with future strategic aims and to ensure income growth and current cost reductions work together;
- xi) that the review of the farm had been presented and shared with Mr Bailey who had kindly agreed to lead on farm matters. Income opportunities, restructuring and reviewing livestock management across the campus to deliver better profitability had been proposed and would be explored further with starting with a discussion at Farm Strategy Committee in October 2020;
DGL
- xii) that it would be useful for Finance and General Purposes Committee to revisit the worst-case scenario planning at its next meeting, for example taking into account the loss of accommodation income and the impact this would have. In discussion it was acknowledged by members that a national support scheme for all universities was likely to be needed if accommodation income were to be lost again as this would hit many higher education institutions. While some research-intensive universities had secured some government support others had not received any financial help to date;
- xiii) that members were content for the Vice-Chancellor, as Accountable Officer to approve the submission to OfS of the unaudited outturn for 2019/20 and an indicative forecast for 2021 based on available information at the snapshot date set by the Office for Students. However, if there were to be substantial changes to the information shared with the Board during the meeting, it was agreed that Finance and General Purposes Committee may act on behalf of the Board to agree the final changes prior to submission;
LF/DGL/DW

- xiv) that Members had agreed by circulation to hold special meetings of Finance and General Purposes Committee followed by the Board on 26 January 2021 to consider the five-year forecast and financial commentary due to be submitted to OfS by 31 January 2021 and verified by end of February 2021;
- xv) that members had agreed by circulation to award four days additional leave (pro rata for part-time staff) who had worked throughout the period of lockdown from 23rd of March 2020 to 30 June 2020 and that the additional leave would be taken by 31 July 2021 as agreed by line managers. The extra leave was intended to recognise and thank staff for their significant and exceptional efforts during lockdown to maintain high quality student experience and continue research and other key activities on the campus. While it was noted that some staff may find it challenging to take all of their allocated leave, others would welcome the award. It was hoped that all staff would appreciate the extended period for being able to book and take this additional leave;
- xvi) that it was proposed that the Deputy Secretary become an authorised signatory and that the financial regulations and schedule delegation be updated to reflect this. The Chairs of Finance and General Purposes Committee and Audit and Risk Management Committee had confirmed their support;
- xvii) that the contextual note on the impact of COVID-19 on the Corporate Planning Statement for 2020/21 was helpful. Members were content to note the briefing and the progress report on actions arising from the CPS agreed in July 2020;

- Agreed:
- i) to endorse a decision taken by circulation to hold special meetings of the Board and Finance and General Purposes Committee as outlined above on 26 January 2021; **CEB**
 - ii) to endorse the decision to award additional leave as outlined above action **DGL/CEB**
 - iii) to approve the arrangements for submitting financial returns to the Office for Students as noted above; **DGL/LF**
 - iv) to approve that the Deputy Secretary be appointed as an authorised signatory with immediate effect; **CEB/KB**

20/08 Strategic Topics

Received: a report from the Deputy Vice-Chancellor on progress with the Joint Veterinary School (JVS) Project with Keele University including proposals for future reporting

- Noted:
- i) that the building at Harper Adams had been delayed due to COVID-19 restrictions. The building at Keele was now underway. Contingency arrangements to use other facilities were in place. Thanks were expressed to Mr Cain, Head of Estates & Facilities for his hard work on delivery of the JVS project; **CEB**
 - ii) that the Vice-Chancellor and Vice-Chancellor of Keele University had written a joint letter to the Minister to remind her and her team of the need to allocate additional funding to the new Vet School and pointing out that additional students had been accepted as requested by the government during the A-level issues that had occurred over the summer period. A reply was awaited;
 - iii) that thanks were due to Professor Mills, Mrs Furey, Dr Hind and Dr Jones and all of his team for all the hard work on delivering the project to date; **CEB**

- iv) that members were content to receive a further report on the JVS in November 2020 and thereafter to move to an annual report focusing on delivery of the Harper Adams business case for the JVS at each spring Board meeting. The Head of School would also be asked to contribute to the Vice- Chancellor's report in the same way as other Departmental Heads are asked to do;

LF/DGL

20/9 Academic Board and Academic Developments - consideration by the Board of Governors of Annual Reports on Academic Quality Matters

Received: a briefing note on annual reports covering the arrangements for assuring academic quality at Harper Adams University

- Noted:
- i) that details of OfS assurance reporting had not yet been issued for 2019/20. However, in the meantime, as set out in the paper, the Board was content that it continued to receive useful and appropriate information on academic quality matters that informed its oversight, and provided sufficient assurance to allow it to make a judgement on the University's management of academic quality matters;
 - ii) that the changes to regulation and reduction in bureaucracy had been announced by the OfS. Further information was currently awaited.

20/10 Report of the Student Union President

Received: a report by the President of the Students' Union on recent activities of the Students' Union, including the SU's engagement with Welcome Week, and feedback on the President's engagement with the Leadership Foundation for Higher Education training event for new student governors;

- Noted:
- i) that Students' Union had worked with staff to deliver a socially distanced Welcome Week and was working on continuing engagement opportunities during the year including socially distanced events, sports and social activities. The Students' Union bar was open between 5 and 10pm only and was being managed carefully with pre-booked tables and table service for drinks;
 - ii) the Students' Union had drafted a new Strategic Plan and would be consulting students in the coming weeks with a view to presenting a final draft to the SU Trustee Board for its approval at the end of October. Thereafter, they would seek University involvement and comments and would also seek Board comments at the Board meeting in November 2020; **TO**
 - iii) that the SU was facing financial challenges as much of its usual income sources had been curtailed. Discussion with the Chief Financial Officer was in hand so that support from the University could be quantified and agreed as an interim measure;
 - iv) that the minor refresh of Students' Union branding was in hand;
 - v) that following a public search, 14 applications for new trustees had been received and two new trustees had subsequently been appointed. They would bring expertise in SU leadership and management and HR expertise. The vacancy for a student trustee and vacancies for SU Executive positions would be progressed through the Students' Union selection process shortly;
 - vi) that the President had found the AdvanceHE session for new Student Governors useful and hoped to attend the second day in January 2021;
 - vii) that the comments made by Board members about the positive engagement

with Students' Union during their one-to-one discussions with the Chair over the summer had been particularly welcomed and were noted;

- viii) that the Board wished to extend its particular thanks to the Student Union for all its help in supporting the University in developing its plan for the new academic year; **CEB**

20/11 Prevent

Received: the annual report on the University's compliance with the Prevent Duty including approval of the Annual Return, Assurance Statement and Data Submission to the Office for Students (OfS)

Noted: i) that the final requirements for Prevent reporting for 2019/20 had not yet been issued by the Office for Students. However, the role of the Board in overseeing the University's commitment and delivery of the Prevent duty remained critical;

ii) that the Annual Report confirmed that positive engagement continued;

Agreed: i) to approve the Annual Report on Prevent;

ii) to approve the Assurance Statement for signature by the Chair, subject to any changes to the template that may be announced by the OfS in due course;

iii) that the final Prevent dataset required by OfS would be submitted to the Board for approval in due course prior to submission to the OfS; **PN/CEB**

20/12 Nominations Committee

Received: a report on the meeting held on 14 July 2020

Noted: i) that the Committee had put forward recommendations aiming to ensure succession planning was in place for 2021/22 when six members were due to retire;

Approved: i) that a public advert seeking expressions of interest for new Governors would be placed including on social media platforms that are accessed by more diverse communities. "Women on Boards" would also be used as in previous years and other platforms that were likely to attract and engage with a wider range of potential applicants; **CEB**

ii) that all expressions of interest that remained on file would be considered, alongside those received in light of the public advert, during early spring 2021 with reports being made to the Board as set out in the agenda paper;

iii) the proposed changes to the Terms of Reference for the Nominations Committee; **SV/CEB**

iv) that Mrs Folkes and Mr Burnhope be reappointed for a further term of four years as independent Members of the Board;

v) that the decision taken by circulation to co-opt Mrs Virseda and Ms Olufayo to the Audit and Risk Management Committee and Staffing Committee respectively be endorsed;

vi) that members be appointed to committees as follows:

Mrs Hawkins – Finance and General Purposes Committee
Mr Watson – Remuneration Committee
Mr Wong – Staffing Committee

Mrs Mukherjee – Nominations Committee

and that vacancies for Honorary Degrees Committee and Governance Review Group (GRG) would remain in abeyance after Mr Vickers retires in November until new members are in place. Members were content that GRG membership would reduce to 4 members in light of this decision.

vii) that lead Governor roles would be allocated as follows;

Mr Bailey – Farm
Mr Griffiths – Local Business and Community

and that the lead role the Estates would be allocated once new Members are in place for 2020/21. In the interim the Chair would lead on Estates issues as required;

PN

20/13 Any Other Business

- consideration of an application for voluntary severance from a senior post-holder
- New CUC HE Governance Code

- Noted:
- i) that the Board had agreed by circulation that a Special Committee should be appointed to consider any applications for the University's Voluntary Severance Scheme that may come forward from senior post-holders. One such application had been received;
 - ii) that the Special Committee wished to recommend that the applicant be offered the same terms as those set out in the University scheme offered to all staff including a revised date of severance as this had also been proposed and agreed for other staff applying to the scheme. It was also proposed that part of the notice period would be worked and part paid in lieu of notice in this instance as a six-month notice period was involved which was longer than that in place for other staff;
 - iii) that as required by the agreed process, Remuneration Committee had considered and agreed to the payment terms;
 - iv) that the CUC had released its new Governance Code in mid-September. From preliminary reading, two issues had emerged which would need further consideration. One was the proposal that Boards should consider whether or not a Senior Independent Director (SID) should be appointed or not, and secondly it was recommended that a Board Effectiveness Review Process with external involvement should be conducted every three years rather than every four years. This would need careful consideration by the Governance Review Group.

- Agreed:
- i) to endorse the appointment of the Special Committee agreed by circulation;
 - ii) to approve the report of the Committee and confirm that severance arrangements noted above should be put in place noting that details of the post and individual concerned would not be shared at this stage with the full Board but would be shared with independent members as Reserved Business. It remained important to protect confidential data at this stage, in particular as the individual had not yet formally agreed to the proposed terms but would be asked to consider and confirm agreement or otherwise following the Board's approval at the meeting;

- iii) that following use of the terms of reference for the Special Committee, agreed in 2018 in light of CUC guidance and OfS requirements, it had been identified that it would be useful to further clarify the detailed operation of the arrangements. No major changes were being proposed rather points of clarification. Members agreed to consider approval of the proposed changes by circulation; **ALL/CEB**
- iv) that the Governance Review Group would meet and review the new CUC HE Governance Code and would recommend to the Board any actions arising from its review in due course. **PN/CEB**

20/14 **Date of Next Meeting**

Wednesday, 26 November 2020

Part B

20/15 **Risk Management**

Received: an updated report from the University Secretary on the key risk areas monitored by the Board of Governors

Agreed: that risks were being managed appropriately.

20/16 **Harper Adams University Development Trust**

Received: a report of the meeting held on 7 July 2020

Noted: that since July a further possible capital donation to support the JVS Veterinary Education Centre was under discussion. Members of the Board would be updated in due course.

20/17 **OfS and Other Circulars**

Received: a summary list of OfS and other circulars received by the University since the last meeting of the Board;

Agreed: that in future, this report would be provided to members via the Governors Document Library and would not be circulated with agenda papers as a matter of routine. **SMV**