

**PLYMOUTH COLLEGE OF ART  
MEETING OF BOARD OF GOVERNORS**

Date: Tuesday 10 July 2018

Time: 9.00 am – 2.11 Tavistock Place

Present:	Ivan Sidgreaves	Chair
	Mary Schwarz	Deputy Chair
	Andrew Brewerton	Principal
	Sue Brownlow	Governor
	Kim Charnley	Governor (Staff)
	Anna Cutler	Governor
	Janie Grace	Governor
	Kiran Haslam	Governor
	Susie Hills	Governor (from 1 Aug 2018)
	Tim Jones	Governor
	Hilary Lade	Governor
	Sylvia Lahav	Governor
	Steph Martin	Governor (Student)
	Becky Moore	Governor (Staff)
	David Noyce	Governor
	Janet Ritterman	Governor
Vicki Sewell	Governor	
Jon Stacey	Governor	

In attendance:	Tim Bolton	Vice Principal
	Paul Greaves	LFHE Consultant
	Christy Johnson	Vice Principal
	Rowena Murphy	SU President Elect
	Mark Taylor	Director of Finance
	Steve Trotter	Registrar
	Liz Wiltshire-Meads	Clerk to the Corporation
	Nadyne Ebbens	Deputy Clerk

Observing:	Ian Robinson	TDAP Scrutiny Team
------------	--------------	--------------------

**MINUTES**

**BG/18/10 APOLOGIES FOR ABSENCE, DECLARATIONS OF INTEREST & QUORACY**

Apologies were received from Duncan Tringham, Governor.

There were no un-registered declarations of interest.

The meeting was quorate.

The Chair welcomed Anna Cutler to her first Board of Governors meeting, and Rowena Murphy, who would replace Steph as Student Governor for 2018/19.

**BG/18/11 MINUTES**

**BG/18/11/1 Minutes Of The Previous Meeting**

The minutes of the previous meeting held on Tuesday 20 March 2018 were considered to be a true and accurate record of proceedings.

**RESOLVED that the minutes be approved for signature by the Chair.**

**BG/18/11/2 Committee Minutes**

The Board received minutes of the Finance and Estates Committee held on 24 April and 26 June 2018, and of the Audit Committee held on 19 June 2018.

**BG/18/11/3 Academic Board Minutes**

The Board noted the executive summary report and the minutes of Academic Board held on 6 June 2018. A question was raised concerning the form that the staff/student consultation took with the strategic plan discussions. The Principal noted that it had been discussed at length within the Senior Leadership Team (SLT) who had individually disseminated the information to their teams. The SU President noted that

there had been no consultation with the SU Executive who had not met since the Board Strategy Day. The Principal noted that whilst there had been no formal consultation with students, it was implicit as part of the distinctiveness agenda and cultural induction to the community.

**ACTION: SU President to include the Strategic Plan as an agenda item at the next Student Voice or SU Executive meeting.**

BG/18/11/4

**Academic Board Terms of Reference**

The Board noted that the amendments reflected the new academic leadership structure with a slight increase in the number of elected academic staff members. It was noted that a new Board Observer would need to be appointed.

**BG/18/12**

**ACTION TRACKER**

All actions were either complete or the completion date had not been reached.

**BG/18/13**

**GOVERNANCE**

BG/18/13/1

**Chair Appointment**

David Noyce left the meeting

The Clerk confirmed that David Noyce was appointed as Chair Designate in the meeting held in July 2017 and in line with the Board's Standing Orders would be formally appointed at the meeting.

**RESOLVED:**

- a) **to reappoint David Noyce for a second term of office as a Governor with effect from 21 October 2018 until 20 October 2022.**
- b) **to confirm the appointment of David Noyce as Chair of the Board of Governors for a two year term of office with effect from 1 August 2018 until 31 July 2020.**

David Noyce re-joined the meeting

BG/18/13/2

**Deputy Chair Appointment**

Sue Brownlow left the meeting.

The Clerk confirmed that Sue Brownlow was appointed as Deputy Chair Designate in the meeting held in July 2017.

**RESOLVED: to confirm the appointment of Sue Brownlow as Deputy Chair of the Board of Governors for a two year term of office with effect from 1 August 2018 until 31 July 2020.**

Sue Brownlow re-joined the meeting.

BG/18/13/3

**Governance Report**

The Clerk presented the report which provided an update on governance matters.

**RESOLVED:**

1. **To approve the appointment of Ian Parry, to the Board of Governors for a four year term of office from 1 August 2018;**
2. **To approve the appointment of Mark Greaves, to the Board of Governors for a four year term of office from 1 August 2018;**
3. **To approve the appointment of Susie Hills, to the Board of Governors for a four year term of office from 1 August 2018;**
4. **To approve the appointment of Rowena Murphy as Student Governor effective from 1 August 2018 for a term of office ending 31 July 2019;**
5. **To approve the following Committee Chairs:**
  - **Audit Committee – Duncan Tringham (1 year)**
  - **Finance and Estates Committee – Tim Jones (1 year)**
  - **Nominations and Governance Committee – David Noyce (2 years)**
  - **Remuneration and Employment Committee – Sue Brownlow (2 years)**
6. **To approve the following Committee appointments:**
  - **Audit Committee: Sue Brownlow; and Ian Parry**
  - **Finance and Estates Committee: Mark Greaves**
7. **To approve Becky Moore as Lead Governor for Prevent/Safeguarding;**
8. **To approve the Board and Committee's Cycle of Business for 2018/19;**

9. To approve the amendments to Finance & Estates Committee and Nominations & Governance Committee Terms of Reference;
10. To approve a new meeting start time of 10am for Board meetings for 2018/19;
11. To approve the variations to the Professorial Committee terms of reference for the Senior Leadership Team;
12. To approve Dame Janet Ritterman as the Professorial Committee representative from the Board of Governors;
13. To approve David Noyce as Board of Governors representative and Chair for the first Professorial Committee (Senior Leadership Team) meeting;
14. To note the amendments to the Meeting Schedule for 2018/19;
15. To approve the Governor Development Programme 2018/19.

**ACTION: Each Committee Chair to review timing of committee meetings.**

BG/18/13/4

**The Higher Education Senior Staff Remuneration Code**

The Clerk introduced the report and noted that the Remuneration & Employment Committee had recommended that the Board adopts the Code, with a recommendation to the Nominations and Governance Committee to split the Remuneration and Employment Committee into two separate Committees. The Chair of R&E Committee notes that it was useful to review College procedure in line with the Code and to consider public perception. The most practical option was to run one Committee after the other, and for the Principal to report to the proposed Remuneration Committee in relation to staff and SPH pay.

**RESOLVED: To adopt the Higher Education Senior Staff Remuneration Code.**

BG/18/13/5

**Governance Effectiveness Review - Final Report**

The LFHE Consultant introduced his report, and noted that he had made a presentation at Strategy Day which had been well received. He noted that there were different ways to take the recommendations forward some of which would be accepted, revised or rejected. There were further details which were considered confidential and subject to a separate confidential Minute.

The Chair Designate thanked the consultant for the very helpful and encouraging report which he commended. He noted that recommendations should be taken on board and that the Board should take up the free one year review.

After questions from Board members and further discussion it was noted that:

- a) many Board members had discussed the need for more informal engagement with staff and students;
- b) it was agreed that there were missed opportunities for engagement and the need for some medium ground;
- c) the Student Governor noted that the Board's decision affected the student body and as such any further engagement would be beneficial to all;
- d) an invitation and understanding the rules of what is appropriate would be useful and there were ways of constructing meetings with staff and students;
- e) personal profiles of Governors could be improved e.g. pen portraits;
- f) the College was responsive to Governors;
- g) the questions was how to make any interaction beneficial for both staff/students and Governors;
- h) there was the possibility of a rotational Governor to attend the Student Voice meetings which were held three times a year;
- i) more College events could be better signposted for Governors to see students in action;
- j) there was no guidance for Governors in an external ambassadorial role, and communication if wrong could be dangerous;
- k) in the business world, risk was the first agenda item for Board meetings to look at the rigour around that;
- l) that was not normal practice in HEIs where risk was normally dealt with by the Audit Committee, and reported back or by exception to the Board;

- m) the CUC Code of Governance lists the Audit Committee as the entity responsible for risk and there was no requirement to change the way the College managed risk;
- n) a one off Risk Panel would be put together on the advice of the Audit Committee to make recommendations to the Board as to how to take risk reporting forward;
- o) in the new academic year Wednesdays would be for staff development and research and Governors were welcome to come into College;
- p) Fridays would be more experimental but those details could be given to Governors on a week to week basis.

The Chair thanked Paul Greaves for his report which would be considered by Nominations and Governance Committee with an action plan brought back to the next Board meeting.

**Noted.**

Susie Hills joined the meeting.

**BG/18/14 STRATEGIC REPORTS**

The Board went into Confidential Session for this section of the agenda which is subject to separate Confidential Minutes.

**BG/18/15 MONITORING REPORTS**

BG/18/15/1

**Academic Performance**

The Board went into Confidential Session for this section of the agenda which is subject to separate Confidential Minutes.

Kiran Haslam, Governor, left the meeting.

BG/18/15/2 **Annual Safeguarding Report and Policy Review**

The Registrar introduced the report and noted that there was only one slight amendment to the policy. Work on the three recommendations from the annual report would commence for the next academic year. There had been an increase in the number of students with suicidal intent which had been addressed well and safety ensured in critical terms. The change to the Policy was that regardless of student contentment, the College would contact next of kin where suicidal intent was disclosed.

Following questions from Board members and further discussion it was noted that:

- a) the College had tried to make the whole learning environment as inclusive as it could be;
- b) there was scope for more thinking around the subject eg the pre degree resilience project;
- c) there were cases where there was a serious mental health concern, that was not appropriate for staff to engage in that support;
- d) the College took a positive approach and was proactively responsive to the student body and the individual;
- e) the Policy were clear in terms of staff referral and knowing what they could and could not do;
- f) reassurance could be taken that the policy and procedure was in place and enacted.

**RESOLVED: to approve the amendments to the Safeguarding Policy.**

BG/18/15/3 **Students Union Annual Report**

The Students' Union President presented her report and noted that she was confident that the SU would continue to grow and to improve and there was an exciting focus next year for income generating activity.

It was noted that the 657 votes in the election last year was extraordinarily high and could have been due to the re-election of the President.

The Chair thanked and congratulated Steph for her development of the Students' Union over the past two year.  
**Noted.**

BG/18/15/4 **Management Accounts to May 2018**  
The Director of Finance introduced the Management Accounts which followed the trend monitored by F&E Committee throughout the year. The end result would be affected by pensions and the revenue on summer works.  
**Noted.**

**BG/18/16** **COMMITTEE REPORTS**  
BG/18/16/1 **Students' Union Budget**  
The Vice Principal presented the report which was recommended to the Board for approval by the F&E Committee.  
**RESOLVED: to approve the Students' Union budget for 2018/19**

BG/18/16/2 **Strategic Risk Register Update**  
The Board went into Confidential Session for this agenda item which is subject to a separate Confidential Minute.

**BG/18/17** **CONFIDENTIAL ITEMS**  
The Board went into Confidential Session for these agenda items which are subject to a separate Confidential Minute.

**BG/18/18** **DATE OF NEXT MEETING**  
Next Board of Governors meeting 10.00 am on Tuesday 16 October 2018.

There being no further business, the meeting closed at 12.30 pm.

Approved ..... Date .....  
Chair

Distribution: Board of Governors Principal, Director of Finance, Vice Principals, Registrar, Independent Committee Member (for information), Clerk, Deputy Clerk, Website.