

**Minutes of the 37th Meeting of the Board held at 11am on
Thursday 5th May 2011 at Kent County Council, Oakwood House, Maidstone**

Attendees

John Sotillo	(JS)	University of Kent	Director (Chair)
Maureen Castens	(MC)	University of Greenwich	Director
Peter Banbury	(PB)	Kent County Council	Director
Vanessa Crane	(VC)	University for the Creative Arts	Director
Keith Gwilym	(KG)	Canterbury Christ Church University	Director
David Hayling	(DH)	Canterbury Christ Church University	NOC Manager
Dennis Summers	(DS)	Canterbury Christ Church University	Company Secretary and Management Accountant
Paul Kentish	(PK)	Kent MAN	CEO
Jon Aldington	(JA)	Kent MAN	Business Manager
Liz Pilcher	(LP)	Kent MAN	Administrator

37/1 Apologies for absence

37/1.1 Apologies for Absence

Ian Ellery, John Baldock, Andrew Ironside.

37/1.2 Resignations and Appointments

University of Greenwich: The Board extended a welcome to Maureen Castens, Director of Information and Library Services

Canterbury Christ Church University: Keith Gwilym confirmed that Andrew Ironside would attend future meetings.

37/2 Minutes of the Previous Meeting

37/2.1 Minutes of 36th Meeting

Were agreed to be accurate and were signed.

37/3 Matters Arising from Minutes of 36th Meeting

37/3.1 (Minute 36/5.2) Circulate revisions to First Quarter Accounts within 30 days. [DS]

DS reported that there were no amendments to circulate. He also informed the Board that the accounts are prepared on a monthly basis and that monthly updates would not be posted to the website, but would be available to members on request.

37/3.2 (Minute 36/5.5) Make required amendments to the new Financial Authorisation Policy and show final draft to PK for approval. [JA]

(See Minute 37/4.2)

37/3.3 (Minute 36/5.6) Update Board membership and present annual return to Companies House. [DS]

Completed.

37/3.4 (Minute 36/5.6) Obtain quotation from Reeves for production of final accounts in iXBRL format. [JA]

JA had received a quotation from Reeves to undertake the work to correct the format. His recommendation to accept the quotation was agreed by the Board.

37/3.5 (Minute 36/6.1) Raise requirements for good communication at KPSN Management Board. [PK]

Completed.

37/3.6 (Minute 36/6.1) Raise requirements for good communication at KPSN Technical Group. [DH]

Completed.

37/3.7 (Minute 36/6.2) Report back on University of Greenwich response regarding power supply problem. [DH]

(See Minute 37/5.2)

37/3.8 (Minute 36/7.1) Progress early replacement of Logicalis circuits. [JA]

JA reported that this issue is ongoing and is being dealt with as part of the migration process. He anticipates that these circuits will be amongst the first to be removed in June. It was agreed to remove this action from matters arising.

37/3.9 (Minute 36/7.3) Ask Andrew Ironside to replace Keith Gwilym as tertiary education representative on the KPSN Executive Board. [KG] (See Item Error! Reference source not found.)

KG had discussed this with AI who has agreed to take up this responsibility.

37/3.10 (Minute 36/7.4) Write to organisations to highlight addition of liability clause 2.4 in the terms and conditions for the provision of circuits. [JA]

Completed.

37/3.11 (Minute 36/7.5) Ensure that orders are placed for the KPSN supercore and tail circuits. [JA]

Completed.

37/3.12 ((Minute 36/7.5) Keep Board updated on KPSN migration progress. [JA]

(See Minute 37/6.6)

37/3.13 (Minute 36/7.5.1) Prepare contract for KPSN rental of routing equipment. [JA]

(See Minute 37/6.6.2)

37/3.14 (Minute 36/7.6) Progress HR/TUPE issues, including a plan and timetable, by the end February 2011. [PK]

Completed.

37/3.15 (Minute 36/7.7) Check whether proposed dates for transition of the company are workable. [PK]

(See Minute 37/6.7)

37/3.16 (Minute 36/7.7) Develop Job Description for post of General Manager and any other posts and prepare text on future company strategy. [PK/PB]

(See Minute 37/6.7)

37/3.17 (Minute 36/9) Update contact list for Disaster Recovery Plan. [PK/LP]

Completed.

37/3.18 (Minute 36/12) Arrange summer Barbecue for July Board Meeting. [JA/LP]

The venue has been booked at CCCU. It is not practical to provide a barbecue but a special menu will be organised. [Action: JA/LP]

37/4 Finance and Company Secretary

37/4.1 Management Accounts Quarter Ending 31/01/2011. (KML- BOARD- 37- Q2- Accounts) and (KML- BOARD- 37- Q2- Report)

DS gave the Board an overview of his paper which comprised the Profit and Loss Account, Balance Sheet and Cash Flow Statement. For the trading year 2010/2011, DS projected a favourable overall trading profit. This will place the company in a strong financial position as it moves into its redesigned future. DS confirmed that he meets with JA on a monthly basis to review the situation. The Board asked whether it would be possible to calculate the gross profit percentage which would help to identify the trend of the figures as the year progresses. This information would assist the Board in reaching decisions with regard to which services should be developed and how this could be achieved.

Current Assets and Liabilities

DS reported that he has been researching the level of 90-day debt and hopes to bring a report to the next Board meeting [Action: DS]. There is nothing of concern with current liabilities which will reduce in keeping with anticipated reduction in income and turnover.

JS thanked DS for a clear report and remarked that the quality of information had improved.

37/4.2 Financial Authorisation Policy (for information) (KML- BOARD- 37- FA- Policy)

JA pointed out the paper had been completed. He still has to amend item 3.3.4 to reflect the same authorisation process as shown in 2.1. The Board agreed that once this has been done, the policy is agreed. There is no further need to table it at a Board Meeting. [Action: JA]

37/4.3 Companies House

DS told the Board that the Annual Return as been submitted and accepted. He will write to Companies House to update Board membership with the resignation of Keith Gwilym and the appointment of Andrew Ironside. [Action: DS].

Andrew Ironside will be asked to formally identify the Alternate Director for CCCU. [Action: AI]

37/4.4 By- Law 2010- 01 – Associates of the Company

37/4.4.1 Applications for the status of Associate

JA reported that there have been no further applications.

37/5 Network Operations

37/5.1 Report from the Network Operations Manager (KML- BOARD-37-NOC)

DH tabled his report. He reported on the outages for the period and pointed out that this information will reduce as the KPSN migration programme proceeds. All scheduled work went well. Although the rolling average was 99.89%, recent reliability has been good, but it takes time for the rolling average to achieve 100%.

37/5.2 Power Supply problems at University of Greenwich Medway Campus

DH confirmed he had written to Adrian Bradish who had responded.

37/6 Business Manager/CEO

37/6.1 Logicalis Circuits

37/6.2 Hospices

37/6.2.1 Pilgrims Hospice

JA reported that he has put proposals to Pilgrims Hospice and orders have been placed for necessary equipment.

37/6.2.2 EllenorLions Hospice

JA reported that the service is to be provided by KPSN and circuits have been ordered.

37/6.3 Other Activity

JA reported that he has placed two orders for the University of Greenwich.

He is working with K College to look at options for three more of their sites. They have agreed to proceed with a service from KPSN.

He is working with the University for the Creative Arts to achieve better resilience and assist with long-term planning for a data centre in Kent.

JA confirmed that the Mid Kent College connection at Oakwood, Maidstone and CCCU Hall of Residence connection at Medway have been cancelled.

PB remarked that learning to meet the challenges created by the needs of tertiary education helps KPSN to develop their organisation. There are new technical challenges and a need to achieve aggregation and sharing of services.

37/6.4 Tertiary Education - Representation on the KPSN Executive Board

Andrew Ironside has agreed to accept this responsibility.

37/6.5 Revised Terms and Conditions for provision of circuits [KML- BOARD- 37- Circuits]

JA tabled the paper which was noted by the Board.

37/6.6 Transition to KPSN Progress Report [KML- BOARD- 37- KPSN]

JA reported that the transition programme is proceeding to plan. Canterbury College was the first to be migrated and this has proved successful. JA paid tribute to the hard work of all involved. Orders have now been placed for the next tranche. It is expected that the project will continue until the end of July although some contingency timing has been built in to allow for unexpected setbacks. The specified router will not support Jumbo Frames which could be a problem for a few sites. They may require a different router, which is more expensive, but JANET(UK) is likely to pay for this. The ultimate aim is that there will be no noticeable change in service for customers. There is a potential issue with Multicast, but this is expected to be resolved before the main body of migrations is under way.

37/6.6.1 KPSN Core Upgrade

Work is still under way to progress the Canterbury Dark Fibre Link. DH reported that the tendering exercise resulted in a single bid. The proposal is fully compliant with needs but the costs exceed the budget. Discussions continue as it is hoped to reach a satisfactory conclusion which will set a precedent for the future.

The meeting was suspended at 12.01pm to conduct the Annual General Meeting, and was resumed at 12.05pm.

37/6.6.2 Use of Kent MAN Routing Equipment by KPSN

JA requested some help in drafting a contract for the transfer of this equipment. It was suggested that PB should request the Contract Department at KCC to provide a draft which would form the basis of a discussion. (Action: PB)

37/6.7 Restructuring the Company (KML- BOARD- 37- ResCo)

Formal discussion of the new name of the company was deferred (but see Minute 37/7).

The Board reviewed the document which had been prepared by a small working party. There ensued a discussion with regard to the range of services which would be offered by the renamed company and how widely they would seek customers.

Vision and Mission

It was generally agreed that statements in the Vision and Mission section of the document should be softened to allow for the widest interpretation of scope of services offered. The question of how the relationship with JANET(UK) would develop in the future. The new company would strive to become a representative for the group and develop new relationships for the benefit of all. The Board agreed with the broad sentiments of this section but requested some refinement to the wording.

Stakeholders

The Board agreed with those listed.

Organisational Structure

It was agreed that although an Annual General Meeting was essential, it would not be enough to assist with the running of the company. It is key that the operational arm of the company has a body to report to as well as receive guidance and advice, particularly as new services are developed. It was agreed that it is important to prepare a good business plan. Members felt that it would not always be necessary for the Board to meet face to face and that some of the interim meetings could be held in teleconferencing format. It is important to retain a strong executive to ensure the continuing success of the company.

Legal Structure

This paragraph was accepted.

Staff

Those staff affected by the changes were offered the opportunity to withdraw, but elected to remain in the meeting. Board members were happy for them to remain.

It was noted that the Business Manager and Administrator would transfer to the new company but would have slightly amended job descriptions. The jobs had been subject to an evaluation process and endorsed at the same grading levels. It was further noted that the post of CEO would be made redundant with the launch of the new company. The Board agreed that the post of CEO would lapse on 14th October. It was noted that the CEO has been in the post since Kent MAN Limited was set up in 2002.

JS expressed the Board's pleasure that these issues had now been resolved and asked that all other work connected with personnel issues for the staff should be finalised.

Transition Date

It was further agreed that the date of transition would remain at 1st October 2011 as this ties in with the lapse of the JPA contract.

Working Party

It was agreed that the working party should reconvene to finalise wording as discussed within this item. (Action: JA/PK/VC/PB)

37/6.8 Job Descriptions for General Manager and Administrator (for information) (KML- BOARD- 37- GM- JD) and (KML- Board- 37- AD- JD)

PK informed the group that he has now updated the Job Descriptions with the new company name. Members were asked to review the documents and send any comments through to him. (Action: All)

37/7 Special Resolution (See also item 6.6)

A name for the new company was agreed in the following special resolution, which was passed unopposed by those present:

The Board of Directors agree that the Company (“Kent MAN Ltd”) will change its name to “GOETEC Ltd” from 1st October 2011.

It was agreed that GOETEC should be in capital letters to avoid requests to explain the acronym. Members advised that it will need a Strap Line such as ‘Forward looking Technology’ and would also need ‘formerly known as Kent MAN Limited to be displayed’.

Domain Names

Various possibilities had been investigated, e.g. .co.uk, .net, .org, .ac.uk. It was agreed that claims should be laid to any of the available options. (Action: PK). Once it is known which successfully are available to GOETEC, then JA will give consideration to which would be the most appropriate to be the lead one. It was agreed that all current domain names for Kent MAN Ltd should be retained until further notice. (Action: JA)

JA will also investigate arrangements for web hosting and make appropriate arrangements. (Action: JA)

37/8 Risk Register

No issues were raised.

37/9 Disaster Recovery Plan

No issues were raised.

37/10 Executive Committee

37/10.1 Confirmed minutes of the 40th Meeting of the Executive Committee

These were noted.

37/10.2 Draft Minutes of the 41st Meeting of the Executive Committee

These were noted. (See also Minute 37/12.2)

37/11 Future Meetings

37/11.1 Arrangements for the next meeting

This will be held on Thursday 7th July 2011 in the Garden Room, St Martin’s Priory, CCCU, Canterbury (followed by special buffet lunch).

37/12 Any Other Business

37/12.1 Transfer of Juniper equipment used on Canterbury to Broadstairs Link to CCCU

DH requested that ownership of this equipment be transferred to CCCU. CCCU would take over the maintenance support contract. It was thought that the value had been written off, but that a nominal

sum would be needed for a transfer to take place. JA was asked to negotiate a price for transfer by the deadline of 31st July 2011. (Action: JA)

37/12.2 Postgraduate Certificate in Shared Services

This item had been raised at the request of the Executive Committee. It was proposed that JA be sponsored to follow this six-month course. JA reported that he had met the course tutor and was satisfied that it will be highly relevant to his evolving role. The Board agreed to support JA in pursuing the course with a proviso that adequate time could be carved out for attendance at sessions and to undertake assignments.

It was further advised that GOETEC should ensure that staff should have access to staff development and appraisal arrangements.

The meeting concluded at 13:09.

Summary of Actions

Minute	Action by	Action
37/3.18	JA/LP	Arrange special buffet for July Board Meeting
37/4.1	DS	Report on 90-day debt to next meeting
37/4.2	JA	Finalise Financial Authorisation Policy
37/4.3	DS	Inform Companies House of resignation of KG and appointment of AI as Board Member to CCCU
37/4.3	AI	Identify the Alternate Director for CCCU
37/6.6	JA/PK/VC/PB	Arrange meeting of working party to finalise wording on company restructure document
37/6.6	PB	Request KCC Contract Department to provide contract for transfer of routing equipment
37/6.7	All	Comments on content of Job Descriptions to PK
37/7	PK	Claim all appropriate domain name options
37/7	JA	Decide which should be the main domain name for GOETEC
37/7	JA	Investigate web hosting options for new website