

## Board of Governors

DATE / TIME / VENUE	1330, Wednesday 11 October 2017, Board Room, St Andrew's Court
PRESENT	Jane Hoskins (Chair) (Except for Min 3.1) Dr Peter Bunyan Lucy Cook Professor Graham Galbraith (up to Min 16 and except for Min 7) Mark Greenwood Dr Karen Heard-Laureote (up to Min 7xi) Baldev Laly (except for Min 10) Anne Lambert (up to Min 15.7) Paul Myers Mark Readman (up to Min 9.3 by conference call) Margaret Scott Professor Mike Tipton James Thompson Dr Jenny Walden (up to Min 7xii) David Willan Professor Nairn Wilson (up to Min 17)
IN ATTENDANCE	Professor Pal Ahluwalia, Pro Vice-Chancellor (Research & Innovation) (except Min 7) Peter Brook, Director of Human Resources (Min 7 only) Chris Chang, Pro Vice-Chancellor (Global Engagement) (Up to Min 8.2, except Min 7) Professor Paul Hayes, Pro Vice-Chancellor (Education & Student Experience) (except for Min 7) Fiona Loughran, Director of Planning (Min 14 only) Sarah Seed, Partner, Mills and Reeve (Min 9.1 only) Bernie Topham, Chief Operating Officer (except for Min 7) Emma Woollard, Director of Finance (except for Min 7) Stephen Valvona, Lloyds Commercial Bank (Min 9.1 only)
SECRETARIAT	Adrian Parry, Director of Corporate Governance Annette Bourke, Head of Governance Services Helen Malbon, Senior Governance Officer

A pre-Board briefing was provided by the UPSU Sabbatical Officers.

Tabled paper: Agenda item 9.1, Annex F, Securing Finance for the Masterplan.

To accommodate availability, some agenda items were taken out of order.

## 1. Apologies, Quoracy and Welcome

- 1.1 Apologies were received from External Governors: Jenny Crighton, Bishop Christopher Foster, Frances Morris-Jones and Mark Lemon; and Staff Governor: Kathryn Land.
- 1.2 The Chair welcomed Lucy Cook, Student Governor and *in absentia* Jenny Crighton, External Governor to the meeting.
- 1.3 The Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

## 2. Conflict of Interests

The following declarations of interest were noted:

- 2.1 Margaret Scott was a Governor of Portsmouth Grammar School.
- 2.2 David Willan was a Director of Portsmouth Football Club.
- 2.3 Baldev Laly's chain of pharmacies Lalys was working in a collaboration with the University's School of Pharmacy and Biomedical Sciences to provide 'Pharmacy live', a teaching facility for pharmacy students. It was also noted that he had property interests within the City.

## 3. Constitution and Membership Matters

The Board received a report from Adrian Parry, Director of Corporate Governance, covering items linked to constitutional and membership matters.

### 3.1 Election of Chair 2017/2018

The Board agreed that Mrs Jane Hoskins should serve as Chair for the forthcoming year.

### 3.2 Indicative schedule of Board business 2017/2018

The Board noted the indicative schedule of Board business for the forthcoming year which was intended to act as an aide memoire. It was informed that part of the Spring Seminar 2018 would consider the work schedule for 2017/2018, as advocated by the Board effectiveness survey.

### 3.3 Committee membership and vacancies

- (i) Members received the list of current governors and term dates and the membership of Board Committees for 2017/2018 for information. It noted that a correction to the membership of SAGAG was required namely that Anita had recently married and so her surname was now Butler.

**Action: Senior Governance Officer**

- (ii) The Board noted the current vacancies for external governors. The Director of Corporate Governance reported that a sub-set of Nominations Committee would be conducting interviews for new external governors on 13 October 2017. Once Nominations Committee had formulated recommendations, the outcome would be reported to the Board.

**Action: Director of Corporate Governance**

#### 3.4 Terms of reference of governor committees

- (i) The Board noted that following a review, the Audit and Quality, the Estate and Information Technology (IT), and the Finance Committees had confirmed that their terms of reference were discharged during 2016/2017.
- (ii) The Board agreed that the terms of reference of the Audit and Quality, Estate and IT, and Finance Committees should be updated as recommended with the following amendments:

- Audit and Quality Committee: to reflect the Committee’s role in monitoring academic and research activities;
- Estate and IT Committee: to reflect the Estate Masterplan activity;
- Finance Committee: to reflect having a nominated Deputy Chair.

**Action: Senior Governance Officer**

- 3.5 Register of Interests: Members noted that they would shortly be invited to submit or update their declarations of interest.

**Action: Director of Corporate Governance**

## 4. Minutes of the Previous Meeting

The minutes of the meeting held on 12 July 2017 were confirmed and signed as a correct record subject to a) the amendment of Minute 99.4.2 to show that specific proposals on liability insurance would be brought to the October 2017 meeting and b) to correct minute 99.1 to record that the name should be ‘Daniel’ rather than ‘David’ Earle.

**Action: Senior Governance Officer**

## 5. Matters Actioned and Matters Arising

- 5.1 Action was reported within the agenda papers on six matters; two were for note, one was covered later in the agenda and three items would be received at a later meeting.
- 5.2 There were no other matters arising from the minutes.

## 6. Chair's Business

The Chair reported that:

- 6.1 The structure of the Board agenda had been revised so that items for approval appeared first on the agenda, with items for receipt and note being received later in the meeting.
- 6.2 Performance Development Reviews of senior post holders had taken place.
- 6.3 The Chairs of each Committee would meet on a regular basis with the Chair and Deputy Chair of the Board to strengthen their reporting processes and ensure the work of the Committees better dovetailed with Board business and discussions.

## 7. Remuneration Committee Process – confidential minute

## 8. Global Engagement Strategy

- 8.1 Chris Chang, Pro Vice-Chancellor (Global Engagement) presented the Global Engagement Strategy. Key points noted were:
  - (i) The University's Global Engagement Strategy was a three-year strategy that aligned with the University's Strategy 2015 – 2020. This Strategy was the first phase to establish the building blocks and infrastructure to enhance engagement from staff, students, stakeholders and the community in the development of a global outlook and diversification of international activities. It included the delivery of Transnational Education (TNE) provision and extending the University's global footprint.
  - (ii) Data gathered relating to University Alliance international students showed that the University had capacity to grow its international student numbers. During 2015/2016, 13% of the University's students were international. Recruiting more international students would boost market share and income whilst increased TNE activity would help to

build an international reputation which in turn could boost position in some league tables

- (iii) The aspiration to set up Country Alumni Chapters was welcomed. It was acknowledged the development of Alumni networks would be explored further once the new Brand identity was embedded.
- (iv) Contribution and views from students would be particular key in developing the second phase of the Strategy. Chris Chang would meet with the Student Union's President to discuss this further.
- (v) The workload model had been updated to include the TNE work. Each Faculty would develop its own Global Engagement Strategy and an Associate Dean (Global Engagement) post would be established to assist in this work.
- (vi) The Board noted the extension of the KPI targets relating to increasing the number of off campus collaborative EU/International students and online/distance students.
- (vii) The Board approved the Strategy.

#### 8.2 International Collaboration – **confidential item**

### 9. **Securing Finance For The Masterplan – confidential item**

### 10. **Pharmacy Live Lease**

Bernie Topham, Chief Operating Officer, presented the Draft Heads of Terms for the renewal of a lease in Lalys Pharmacy. The following key points were noted in discussion:

- 10.1 On 20 January 2016, the Board of Governors approved the draft Heads of terms for a two year lease, which had been recommended by the Estate and IT Committee in November 2015. The Faculty of Science wished the successful project to continue and had requested that a further four year lease be negotiated with Lalys for the Pharmacy Live project to take effect from January 2018.
- 10.2 The Estate and IT Committee had discussed and supported the proposal when it met on 22 September 2017.
- 10.3 The Board approved the draft Heads of Terms for the Lease.

## 11. Upsu Code Of Practice 2017/2018

- 11.1 The Board noted that the Code of Practice responded to the requirements stated in the Education Act 1994, Part II, Section 22. It outlined the respective operating responsibilities of both the University of Portsmouth (UoP) and the University of Portsmouth of Students' Union (UPSU) in meeting the requirements of the Act as outlined in Section 22. It was normal practice to update, sign and publish the Code annually. In discussion it was noted that the document had been reviewed by UPSU, the University Finance Department and Academic Registry.
- 11.2 The Board endorsed the UPSU Code of Practice 2017/2018. The signed document would be published on the University website.

## 12. Risk Management

- 12.1 Risk Management Policy: It was a requirement of the HEFCE accounts direction that the Risk Management Policy be reviewed and approved annually by the Board of Governors. The revised policy had been discussed and agreed by the University Executive Board (UEB) on 14 August 2017 and by the Audit and Quality Committee at its meeting on 27 September 2017. The Board approved the revised Policy, noting the changes outlined in the report. The revised policy would be published on the University website.
- 12.2 Corporate Risk Register: the Board received the latest iteration of the corporate risk register which had been discussed at the Audit and Quality Committee on 27 September 2017. In discussion the following key points were noted:
- (i) A new risk for cyber-security and on-line impersonation had been added to reflect discussions at the previous Board meeting.
  - (ii) The Finance Committee had identified the need to add coverage of the risks and ameliorative action that might be required if tuition fees were reduced to £7.5k in the near future.
  - (iii) The Estates and IT Committee had requested coverage of the risks associated with key contractors going out of business and mitigating actions that should include understanding the market, due diligence and identification of 'step-in' options. In addition, the Committee had also asked for greater coverage of the risks associated with the procurement of the new student records system.
  - (iv) The Board noted the amendments and suggested that some risks might be combined together or removed if they were no longer critical.

## 13. Going Concern Statement

- 13.1 The Board received from Emma Woollard, Director of Finance, the Going Concern Statement. Members noted that the statement had been received and considered by the University Executive Board (UEB) at its 4 September 2017 meeting and by the Audit and Quality Committee at its 27 September 2017 meeting. Completion of the checklist was a HEFCE requirement.
- 13.2 Separate Going Concern documents had been produced for each of the University's subsidiary companies and these would be presented to the respective Board meetings for approval.

## 14. Key Performance Indicators (KPI)

Fiona Loughran, Director of Planning, introduced the quarterly KPIs report. In discussion, the following key points were noted:

- 14.1 The report reviewed progress in meeting University's targets and KPIs and included key data published during the summer: National Student Survey (NSS) feedback, Destination of Leavers from Higher Education (DLHE) survey outcomes, withdrawal rates, degrees, year-end research and innovation income and the latest league table position.
- 14.2 Student satisfaction had improved with the University performing 4% better than the sector average.
- 14.3 The target score for the DHLE survey was exceeded, putting the University in the top 15% nationally.
- 14.4 An independent study had shown that in 2015/2016 the University had a significant favourable economic impact upon the city and the region.
- 14.5 The 2020 target for its average league table position had been achieved. The University had set a strategic target of achieving an average league table position within the Top 50 by 2020. It currently occupied position of 49<sup>th</sup>, when its ranking in three major league tables was averaged.
- 14.6 The 2015 staff survey had shown that staff were 17% less satisfied with the working environment than they were in 2013. The Board noted that a new survey was due to be conducted in November 2017.
- 14.7 Student volunteering increased to 1,330 students in 2016/17, an increase of 385 volunteers on 2015/2016. Additionally, 100 students volunteered through Sport and Recreation, and 500 through the Students Union. The recent volunteering fair had been very successful with many students attending.
- 14.8 The Board welcomed the report and noted the progress against strategic targets and KPIs in the implementation of the University Strategy 2015-2020.

## 15. Vice-Chancellor's/Senior Postholders' Update

- 15.1 Tuition Fees: The Board acknowledged the recent policy debate on increasing the threshold at which students repay their loans. It was noted that the freeze of tuition fees at £9250 would result in a real-terms decrease in income year on year for the University.
- 15.2 Student recruitment 2017/2018: Professor Paul Hayes, Pro Vice-Chancellor (Education and Student Experience), provided an oral update on student recruitment 2017/2018. In discussion, the following key points were noted:
- (i) The final recruitment figures would not be available until the end of November 2017, however it was likely that the University would be within the tolerance of 500 students factored into the budget. The distribution of new entrants across categories was not quite as expected but the position had improved since the start of the clearing process in August.
  - (ii) The Board noted that some universities were giving unconditional offers in high numbers. This had impacted on how students viewed the University's conditional offers. Work was ongoing to address this whilst ensuring students were still incentivised to achieve good grades.
  - (iii) The recent open day for prospective 2018 entrants had been very successful with over 3000 attendees.
- 15.3 National Student Survey (NSS) 2017: Professor Paul Hayes, Pro Vice-Chancellor (Education and Student Experience), provided an oral update on the NSS. In discussion, the Board noted that the University had performed well in comparison with others in the sector and 19 courses had achieved a 100% satisfaction rate. The new Head of Academic Development would be reviewing issues associated with assessment as this was one of the lower scoring areas of the NSS for the University.
- 15.4 DLHE survey: Professor Paul Hayes reported that the headline score was good and that the taught postgraduate figures were especially pleasing. The DHLE would soon be replaced by the Graduate Outcomes Survey, which would be conducted by an external company, although the University would still be held accountable for the response rate.
- 15.5 Teaching Excellence Framework (TEF): Professor Paul Hayes, Pro Vice-Chancellor (Education and Student Experience), provided an oral update on TEF. In discussion, the following key points were noted:



- (i) The Department for Education (DFE) had recently published a range of documents relating to past and future TEFs. The TEF acronym would remain even though its full name had changed to Teaching Excellence and Student Outcomes Framework.
  - (ii) The metrics for the next TEF would change and once more information was received, the University would decide if it would participate.
  - (iii) The University had volunteered to take part in the subject level TEF pilot.
- 15.6 University Technical College (UTC): Professor Paul Hayes, Pro Vice-Chancellor (Education and Student Experience), provided an oral update on UTC. The Board noted the UTC had opened in September 2017 with a full complement of staff and 142 students, slightly below target for year 12 students. Some future funding was dependent on the UTC becoming part of a Multi Academy Trust (MAT) and work was ongoing with regards to considering which trust to join.
- 15.7 Student Systems Project (replacement system): Bernie Topham, Chief Operating Officer provided an oral update on the Student Systems Project. The systems project was out to tender and the University had received expressions of interest including some from key players in the market. The aim was to select a supplier by the end of 2017.

## **16. Finance Committee**

The Board noted the report from Mark Readman, Chair of Committee, on the meeting held on 12 September 2017 with the management accounts appended and accept the work of the Committee as reported.

## **17. Audit and Quality Committee**

The Board received the report from Peter Bunyan, Chair of Committee, on the meeting held on 27 September 2017 and accepted the work of the Committee as reported.

## **18. Estate and IT Committee**

The Board received and noted the written report from Mark Lemon on the meeting held on 22 September 2017 and accepted the work of the Committee as reported.

## **19. Academic Council**

Members noted the Academic Council Chair's Report of the meeting held on 27 June 2017 and noted that the minutes of this meeting had been circulated electronically to

members on 20 September 2017. It was noted that draft minutes of the meeting due to take place on 7 November 2017 would be circulated to governors electronically.

## **20. Prevent Duty**

The Board received and noted a report from Adrian Parry, Director of Corporate Governance on the University's own internal progress in delivering the Prevent duty and developments in HEFCE's role as monitoring authority for Prevent.

## **21. Delegated Authority**

The Board agreed to delegate authority to the Chair to take action before the next meeting if necessary.

## **22. Date of Next Meeting**

The Board noted that the next meeting was at 1700 on Thursday 23 November 2017 and would be followed by a post-Board dinner.