

Board of Governors

DATE / TIME / VENUE	1330, Wednesday 21 March 2018, Board Room, St Andrew's Court
PRESENT	Jane Hoskins (Chair) Dr Peter Bunyan Lucy Cook Jenny Crighton Bishop Christopher Foster (up to Min 81) Professor Graham Galbraith Mark Greenwood Roger Burke-Hamilton Dr Karen Heard-Lauréote (up to Min 88) Claudia Iton Baldev Laly Anne Lambert (up to Min 84) Kathryn Land Frances Morris-Jones Paul Myers Margaret Scott James Thompson Dr Jenny Walden (up to Min 88) David Willan Professor Nairn Wilson (up to Min 84)
IN ATTENDANCE	Professor Pal Ahluwalia, Pro Vice-Chancellor (Research and Innovation) Fiona Bell, Director of Estates and Campus Services (for Min 74) Chris Chang, Pro Vice-Chancellor (Global Engagement) Michael Hall, Partner, FaulknerBrowns Architects (for Min 74.1) Professor Paul Hayes, Pro Vice-Chancellor (Education & Student Experience) (up to Min 88) Violet Karapaseva, President (Elect) of the Students' Union (Observer) Irina Korneychuk, Project Architect, FaulknerBrowns Architects (for Min 74.1) Fiona Loughran, Director of Planning (for Mins 76 and 77) Neil Mattinson, Senior Board Director, LDA Design (for Min 74.1) Henry Pelly, Sustainability Consultant, Max Fordham (for Min 74.1) Bernie Topham, Chief Operating Officer Emma Woollard, Director of Finance
SECRETARIAT	Adrian Parry, Director of Corporate Governance Annette Bourke, Head of Governance Services Jemma Keys, Senior Governance Officer

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

A pre-Board presentation on a global engagement partnership proposal was led by Chris Chang, Pro Vice-Chancellor (Global Engagement).

A presentation was also received at agenda item 8.1, Sports Building Project Design.

67 Apologies, Quoracy and Membership

- 67.1 The Chair welcomed Roger Burke-Hamilton to his first meeting of the Board. The Chair also welcomed Violet Karapaseva, President (Elect) of the Students' Union, to the meeting as an observer.
- 67.2 Apologies were received from External Governors: Mark Lemon, Mark Readman, and Christopher Williams; and Staff Governor: Professor Mike Tipton.
- 67.3 The Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

68 Conflicts of Interests

The following standing declarations of interest were noted:

- 68.1 David Willan was a Director of Portsmouth Football Club until August 2017 and was now a President of the Heritage and Advisory Board.
- 68.2 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.
- 68.3 Margaret Scott was a Governor of Portsmouth Grammar School.
- 68.4 Anne Lambert had been invited to join the Quality Assurance Agency (QAA) Advisory Committee on Degree Awarding Powers.

69 Minutes of the Previous Meeting

The minutes of the meeting held on 24 January 2018 were confirmed and signed as an accurate record.

70 Matters Actioned and Matters Arising

Action was reported within the agenda papers on six matters, three were for note, two to be received at a later meeting, and one item for oral update.

The Director of Corporate Governance reported that a Board seminar would be arranged for June 2018 to outline the role and purpose of the Office for Students and the implications both for the sector and for the responsibilities of governors.

There were no other matters arising from the minutes.

71 Chair's Business

- 71.1 Office for Students (OfS) Registration: The Director of Corporate Governance provided an update on the registration guidance released by the OfS. The following points were noted:
- (i) The Board had received a briefing on the proposed regulatory framework for the new Office for Students at its meeting on 23 November 2017.
 - (ii) The deadline to submit a formal application to register with the OfS was 23 May 2018.
 - (iii) The registration guidance had outlined that, where applicable, the OfS would use existing information and data held by HEFCE.
 - (iv) There were four new areas of evidence that the University would be required to submit in order to support its registration application. These comprised an access and participation plan; a brief statement to demonstrate that the University has due regard for consumer protection law; a Student Protection Plan; and information to demonstrate how the University's governing documents uphold public interest principles.
 - (v) Governors were not expected to formally approve the final registration submission however, the University was required to demonstrate to the OfS that the Board had been informed of the University's need to register and that governors had given their consent to register.
 - (vi) The Board confirmed its consent to register with the OfS.
 - (vii) The Board seminar on the OfS in June 2018 would provide an opportunity for governors to highlight and discuss any areas of particular interest.
- 71.1 Spring Seminar rescheduled date: Following its postponement on 1 March 2018, 23 May 2018 had been proposed for the Governors' Spring Seminar. Governors were asked to confirm outside of the meeting whether they would be available to attend on the date proposed.
- 71.2 Committee of University Chairs (CUC) Remuneration Committee consultation response: The University's consultation response had been submitted by the deadline. Governors were thanked for their comments on the final submission.
- 71.3 General Data Protection Regulations (GDPR): Governors were informed that, to ensure compliance with new GDPR legislation, the University would write to ask them to:
- (i) Confirm the personal information about themselves that was held by the University and to give explicit consent for its use for defined purposes.

- (ii) Provide equality and diversity information about themselves for inclusion in the annual Staff record return for the Higher Education Statistics Agency (HESA).

72 Board Appointment and Committee Membership

The Board received a report from Adrian Parry, Director of Corporate Governance, which provided an update on Board Committee membership.

72.1 On the recommendation of the Nominations Committee, the Board approved the following appointments:

- (i) Ingmar Rinck should be appointed to serve as a governor with effect from 1 April 2018.
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- (ii) Ingmar Rinck should be invited to serve on the Finance Committee with effect from 1 April 2018.

73 Tuition Fees – confidential minute

74 Estates Matters

74.1 Sports Building Project Design

The Board received a presentation on the Stage 3 design for the new Sports Building and the extended landscaping scheme. The presentation was delivered by Fiona Bell, Director of Estates and Campus Services; Michael Hall, Partner, FaulknerBrowns Architects; Irina Korneychuk, Project Architect, FaulknerBrowns Architects; Henry Pelly, Sustainability Consultant, Max Fordham; and Neil Mattinson, Senior Board Director, LDA Design. The following key points were noted:

- (i) Confidential Minute
- (ii) The proposed building designs incorporated a massing strategy to maximise the transparency of the building. The designs included car parking provision, a climbing wall, fitness and studio spaces, an eight lane swimming pool, squash courts and an eight court sports hall.
- (iii) The landscaping scheme for the building included an arrival plaza, with an urban orchard and hill steps for seating. Pocket gardens would be created and the current Rotunda building would be demolished and replaced with a stone design pocket garden to mark its history. Approximately 38 trees would be removed to accommodate the designs, but would be replaced by planting additional trees in other areas across the park.

- (iv) The aim of the building was to achieve a BREEAM rating of 'Outstanding'. It was anticipated that the building would be the first BREEAM 'Outstanding' sports centre in the UK.
- (v) Positive feedback had been received at the recent public consultation event for the building. The design review panel at the Portsmouth City Council had provided feedback on the scale of the building which would be further considered before the application for planning permission was submitted.
- (vi) The Board discussed in detail the plans for ensuring the safety and security of visitors to Ravelin Park. It was noted that the current pathways through the park would be moved to areas with greater visibility and natural light. In addition, lighting around the park would be improved and new CCTV cameras would be installed.
- (vii) It was questioned whether the landscaping scheme incorporated a water-feature. It was confirmed that the plans did not incorporate a water-feature due to its associated costs and maintenance.
- (viii) The creation of a trim trail around the site for runners was being explored by the Estates team. This was being considered separately to the landscaping scheme.
- (ix) The Board was reassured that additional trees would be planted across the site. It was questioned whether the fruit trees in the arrival plaza would create maintenance issues for the University. It was confirmed that expressions of interest had already been received from individuals within the community with regards to picking the fruit for wellbeing purposes.
- (x) It was noted that the target date for submission of a completed planning application to Portsmouth City Council was 12 April 2018.
- (xi) Following discussions, the Board:
 - (a) Noted the design for the scheme.
 - (b) Noted that the scheme remains within the agreed budget set for the project.
 - (c) Approved the submission of a planning application based upon the Stage 3 designs presented at the meeting.

74.2 Proposed Acquisitions – **confidential minute**

74.3 Nomination Agreement – **confidential minute**

74.4 Burrell House – **confidential minute**

75 Risk Register

The Board received the revised Corporate Risk Register from Adrian Parry, Director of Corporate Governance. The following points were noted in discussion:

- 75.1 The revised risk register incorporated the recommendations arising from the internal review of the University's Risk Management Framework and feedback received at the meeting of the Audit and Quality Committee on 14 February 2018.
- 75.2 The coverage of the risk register had been reviewed and rationalised to strengthen the University's approach to risk management. The wording of individual risks had been revised in order to ensure that the cause and effect of the risks was clear and consistent throughout the register.
- 75.3 There had not been any significant amendments to the risk scores, other than for risk 3 – research and innovation income which had been reduced from a red rating to an amber rating. This was due the University's recent success in capturing and securing research grants.
- 75.4 The Office for Students (OfS) would take a risk-based approach to its role as a regulator. Consequently, it was important for the University to demonstrate and deploy robust risk management practices, including the maintenance of a risk management policy and a risk register. The Board seminar scheduled for June 2018 would provide useful opportunity to discuss the OfS regulatory framework and any implications for the University's risk management.
- 75.5 The risk register contained reference to the University's Research and Innovation Strategy and to a Research Excellence Framework (REF) Strategy. The Research and Innovation Strategy outlined the University's strategic approach to enhancing its research and innovation activities whilst the REF Strategy focussed specifically upon optimising the University's performance in the next REF to be conducted in 2021.
- 75.6 Board committees considered the elements of the risk register that were pertinent to their business at the beginning of each year. It was important that the Audit and Quality Committee maintained holistic oversight of the risk register but further opportunities for committees to review relevant risks would be useful.
- 75.7 It would be useful for the risk register to show how levels of residual risk for each risk area had increased or decreased since the previous iteration.
- 75.8 The residual risk rating for cyber-security remained high despite the implementation of control measures. This reflected the fact that cyber-security was a significant risk that was increasing for all organisations and that constant vigilance and pro-active prevention was necessary.
- 75.9 Consideration should be given to the inclusion within the risk register of the risks associated with failing to meet good standards of governance and decision-making.

76 Key Performance Indicators

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

- 76.1 Research and Innovation income was the focus of this quarterly KPI report. The Quarter 2 forecast of Research and Innovation income for the academic year 2017/2018 was above target.
- 76.2 There had been significant growth in the University's research income with an increase of £1.36M since 2016/2017. Innovation income had also grown significantly with an increase of £1.4M since 2016/2017.
- 76.3 Income from match funded projects had decreased. This reflected encouragement to pursue activities that reflected commercial pricing models and made a contribution to overheads and surplus.
- 76.4 The University's citation performance had improved significantly and compared favourably in-line with the sector average.
- 76.5 The University was exploring the creation of strategic partnerships with other higher education institutions to facilitate better access to government funding opportunities.
- 76.6 Five theme professors had been recruited in the thematic areas of security and risk, health and wellbeing, democratic citizenship, future and emerging technologies, and sustainability and environment. The focus of these roles would be to enhance and drive research in those areas.

77 Access and Participation Plan

The Board received a report from Fiona Loughran, Director of Planning, that outlined the University's approach to the Access and Participation Plan for 2019/2020. The following points were noted in discussion:

- 77.1 The Office for Students (OfS) had published its annual guidance on the requirements for the Access and Participation Plan for 2019/2020. This was a new requirement which would replace the submission of the Access Agreement.
- 77.2 The OfS guidance outlined the purpose of the Access and Participation Plan which was to provide an explanation of how the University would sustain and improve access, student success and progression amongst individuals from under-represented and disadvantaged groups. Approval of the Access and Participation Plan by the Office for Students was a requirement to enable the University to charge the full tuition fee.
- 77.3 The Teaching Excellence Framework (TEF) contextual data highlighted the University's success in promoting widening access, social mobility and diversity.

The TEF data also identified student and subject groups where further action would be needed to improve access, progression and success.

- 77.4 The University was a participant in two national catalyst projects which sought to address the attainment gap between white and BME students. It was also considering methods to improve the support given to students repeating their studies.
- 77.5 The OfS guidance outlined an expectation that providers should demonstrate efforts to develop stronger relationships with schools and colleges to increase attainment and to enable more students from under-represented groups to enter higher education. It was noted that the University was a founding member of the UTC Portsmouth and was actively engaged in its work. The University would be considering other opportunities to develop relationships with schools and colleagues.
- 77.6 The University allocated a higher than normal proportion of fee income to student bursaries. Consideration was being given to reducing the fee allocated to direct bursaries in order to allocate fees to other initiatives. The University would continue to provide a generous hardship fund to students. Bursaries for first year students from low income backgrounds would be provided to support students in their transition from further education to higher education.
- 77.7 Student governors expressed concerns that the proposed changes to student bursaries would result in a negative impact for low income background students. It was noted that the Students' Union would be conducting its own research into the importance of bursaries and their role in facilitating access and progression.

78 Compliance with OIA Recommendations – confidential minute

79 Vice-Chancellor's/Senior Postholders' Update

Professor Galbraith reported that:

- 79.1 Post-18 Education and Funding Review: The Department for Education had announced a review of post-18 education and funding. The Board noted that there was uncertainty surrounding the scope of the review, but that it was likely to explore the potential to differentiate the tuition fees charged by certain types provider or for certain courses.
- 79.2 University Superannuation Scheme (USS): The University and College Union (UCU) had taken industrial action in response to changes to the USS. The dispute had attracted significant media attention. The University did not subscribe to the USS and therefore was not subject to the dispute.
- 79.3 The Vice-Chancellor reported that he had been elected to serve on the Universities UK (UUK) Board and that he had been invited to chair the UUK Longer Term

Strategy Network. He also reported that he had been invited to join the Leadership Council of the National Centre for Universities and Businesses (NCUB), and the Advisory Council of the UPP Foundation.

- 79.4 Mission Groups – **confidential minute**
- 79.5 Student recruitment for 2018/2019: The Board were pleased to note that the number of applications and offer acceptances to the University were steadily increasing. This reflected strong marketing and admission campaigns.
- 79.6 Update on Strategic and Financial Planning: The University Executive Board (UEB) had considered the efficiency proposals submitted by Faculties and Professional Service Departments, including approaches to facilitate the renewal of staffing.
- 79.7 International Collaborative Proposal – **confidential minute**
- 79.8 Prevent Duty: The Board received an update report that detailed its activities under the Prevent Duty. Confirmation had been received from HEFCE that it was satisfied that the University had demonstrated due regard for the duty and no further actions had been required. The Board was pleased to note this positive outcome.

80 Finance Committee

- 80.1 The Board received and noted a report in absentia from Mark Readman, Chair of Committee, on the meeting held on 30 January 2018 and accepted the work of the Committee as reported.
- 80.2 The Board received and noted the University Management Accounts as at 31 January 2018.
- 80.3 The Board received and noted the Subsidiaries Management Accounts as at 31 January 2018.

81 Audit and Quality Committee

The Board received a report from Peter Bunyan, Chair of Committee, on the meeting held on 14 February 2018 and accepted the work of the Committee as reported.

82 Estate and IT Committee

The Board received a report in absentia from Mark Lemon, Chair of Committee, on the meeting held on 9 February 2018 and accepted the work of the Committee as reported.

83 Human Resources Committee

The Board received a report from Margaret Scott, Chair of Committee, on the meeting held on 20 February 2018 and accepted the work of the Committee as reported.

84 UPSU Elections

The Board noted a report that detailed the outcome of the University of Portsmouth Students' Union sabbatical officer elections for 2018/19. The following key points were noted:

84.1 The following officers would take up their posts on 1 July 2018:

President: Violet Karapaseva
VP Education and Democracy: George Pykov
VP Activities: Moises Frias
VP Sport: Charlotte Beaney
VP Welfare and Community: Sophie Butler

84.2 The total number of students voting in the elections had decreased by three per cent compared to 2016/2017. It was believed that the reduction was primarily due to bad weather during the election period.

84.3 A number of candidates had withdrawn prior to the election campaign. This matter was under review by UPSU.

84.4 The Board noted:

- (i) That the election and ballots had been conducted in an efficient, fair and democratic manner.
- (ii) The results of the election.

85 HEFCE Annual Assessment of Risk

The Board received and noted the letter from HEFCE dated 7 February 2018. The letter outlined that the University was "not at higher risk".

86 Academic Council

The Board noted that the draft minutes of the meeting due to take place on 27 March 2018 would be circulated to governors electronically once they were available.

87 Confirmed Meeting Dates For 2018/2019:

The Board confirmed the following meeting dates which had been circulated electronically to members:

Wednesday 10 October 2018, 1400

Monday 26 November 2018, 1500

Wednesday 23 January 2019, 1400

Wednesday 3 April 2019, 1400

Wednesday 10 July 2019, 1400

The Board confirmed these dates.

88 Record of Thanks

The Chair recorded her thanks to James Thompson, UPSU President, for his significant achievements during his year in office which would end on 30 June 2018. James had been a member of the Finance, Estate and IT and Nominations Committees, and of the Student and Governor Advisory Group. James had been a valuable member of the Board in the past year and represented the student perspective both robustly and professionally in its discussions. The Board wished him success in his future endeavours.

89 Delegated Authority

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

90 Date of Next Meetings

The next Board meeting would take place at 1400 on Wednesday 11 July 2018. It was noted that there would be a pre-Board briefing at 1330.

The annual dinner would be held after the Board meeting on 11 July 2018.