

Board of Governors

DATE / TIME / VENUE	1400, Wednesday 11 July 2018, Board Room, St Andrew's Court
PRESENT	Jane Hoskins (Chair) Roger Burke-Hamilton Lucy Cook Bishop Christopher Foster (excluding Min 98.3) Professor Graham Galbraith Mark Greenwood Dr Karen Heard-Lauréote Claudia Iton Violet Karapaseva Baldev Laly (up to Min 100) Anne Lambert Kathryn Land Mark Lemon Frances Morris-Jones Paul Myers Mark Readman (excluding Min 98.2) Ingmar Rinck Margaret Scott Professor Mike Tipton OBE Dr Jenny Walden David Willan Chris Williams Professor Nairn Wilson (excluding Mins 93 and 98.4)
IN ATTENDANCE	Professor Pal Ahluwalia, Pro Vice-Chancellor (Research and Innovation) Fiona Bell, Director of Estates and Campus Services (for Min 103) Chris Chang, Pro Vice-Chancellor (Global Engagement) Professor Paul Hayes, Pro Vice-Chancellor (Education & Student Experience) Fiona Loughran, Director of Planning (for Min 105) Bernie Topham, Chief Operating Officer Emma Woollard, Director of Finance
SECRETARIAT	Adrian Parry, Director of Corporate Governance Annette Bourke, Head of Governance Services Helen Malbon, Senior Governance Officer

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

A pre-Board presentation on 'The wider policies context and the 'Augar Review' of post-18 education' was provided by Dr Dean Machin, Strategic Policy Advisor.

A presentation was also received on the University budget under agenda item 11.

91 Welcome, Apologies, Quoracy and Membership

- 91.1 The Chair congratulated Professor Pal Ahluwalia, Pro Vice-Chancellor (Research & Innovation) on his appointment as Vice-Chancellor and President of the University of the South Pacific. He would leave the University at the end of August and so this was his last Board meeting. The Board thanked him for his contribution to the work of the University and wished him well in his new role which he would take up in the autumn.
- 91.2 The Board congratulated Dr Karen Heard-Lauréote who had been awarded the title of Professor with effect from 1 September 2018.
- 91.3 The Chair welcomed Ingmar Rinck and Chris Williams to their first meeting of the Board. The Chair also welcomed Violet Karapaseva to her first meeting in her capacity as President of the Students' Union.
- 91.4 Apologies for absence were received from External Governors Dr Peter Bunyan and Jenny Crighton.
- 91.5 The Clerk confirmed that the meeting was quorate and could proceed to business.

92 Conflicts of Interests

The following standing declarations of interest were noted:

- 92.1 David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.
- 92.2 Baldev Laly owned a chain of pharmacies in the City that was working in 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.
- 92.3 Margaret Scott was a Governor of Portsmouth Grammar School.
- 92.4 Anne Lambert had been invited to join the Quality Assurance Agency (QAA) Advisory Committee on Degree Awarding Powers.

93 Election of Deputy Chair

In line with its standing orders, it was the Board's practice to elect a Deputy Chair at the last meeting of each academic year. The Clerk reported that a nomination had been received for Professor Nairn Wilson and the Board confirmed that he should be re-elected unopposed for the 2018/2019 academic year.

94 Minutes of the Previous Meeting

The minutes of the meeting held on 21 March 2018 were confirmed and signed as an accurate record.

95 Matters Actioned and Matters Arising

Action was reported on one matter which was covered later in the agenda. There were no other matters arising from the minutes.

96 Chair's Action – confidential minute

96.1 Property acquisition

96.2 Clearing bank

97 Recommendations from the June 2018 Board Seminar

Adrian Parry, Director of Corporate Governance, provided an overview of the debate conducted and conclusions formed at the Governors' Seminar held on 20 June 2018. In discussion, the following key points were noted:

- 97.1 The purpose of the day had been to consider and discuss the implications of the University's future registration with the Office for Students (OfS) and to explore ways in which the Board's working practices and structures might consequently need to adapt.
- 97.2 In the context of discussing how the Board might improve its flexibility and agility, Governors had considered and discussed benchmarking data that compared and contrasted the size and composition of the University's Board of Governors with other selected universities in the UK and overseas, including the University Alliance mission group. Consideration of this data demonstrated that the University had the joint largest number of governors and the joint largest number of committees within the sample of 27 institutions.
- 97.3 Governors discussed the University's current governance model, whether this was fit-for purpose for current and future needs, and how this might need to evolve and develop.
- 97.4 A consensus had emerged amongst the governors who had attended the Seminar that the business conducted by the Board and its committees was frequently unwieldy and often resulted in the duplication of discussion and decision-making. A simpler committee structure, they felt, might remove these difficulties and result in ways of working that were more strategic in orientation and created greater opportunity for pro-active rather than reactive decision-making.
- 97.5 The University required decision-making structures with sufficient flexibility and agility to respond swiftly to new opportunities, without compromising the quality of its decisions.
- 97.6 One potential governance model proposed was that the Board might create a new structure that comprised of only two committees. This might, for example, lead to the creation of two committees to oversee strategy and compliance matters respectively.

However, it was noted that these areas often overlapped and could not always be distinctly separated.

- 97.5 The proposal that individual governors should be given explicit responsibility for overseeing and reporting upon an area of strategy was noted with the caveat that it was not the role of any individual governor to drive a strategic agenda within the University.
- 97.6 It might be desirable for Board business to be more explicitly focussed upon up to six strategic themes and the delivery of the University's key performance indicators (KPIs).
- 97.7 Greater distinction should be made between strategic and operational issues and matters for discussion and those for note. However, it was noted that the definition of a strategic issue may be open to different interpretations.
- 97.8 The OfS has emphasised that governing bodies should be expected to take responsibility for their decisions. It was therefore important that governors devised and determined the decision-making structures and processes that they felt best facilitated their responsibilities. The identification of these structures and processes was not a task that could be delegated to the Executive to determine.
- 97.9 The Board agreed that:
- (i) An Away Day should be held in the autumn to continue discussions on this topic.
Action: Director of Corporate Governance
 - (ii) Proposals on potential structures should be circulated prior to the Away Day so that input could be made in advance. The Away Day should then aim to come to a consensus view of the structure that governors felt would be effective and appropriate for the future.
 - (iii) Mark Readman agreed to write a consultation proposal for circulation, based on discussions and further input from governors over the next two weeks. Governors could then respond to the paper which could then be shaped further before coming to a consensus decision at the autumn away day. The Board accepted this proposal.
Action: Chair of Finance Committee

98 Nominations Committee – confidential minute

99 Remuneration Committee

- 99.1 Adrian Parry, Director of Corporate Governance, reported that the Remuneration Committees had agreed at their meetings on 2 May 2018 to propose amendments to their Terms of Reference. The proposed amendments:

- (i) Responded to the recommendation within the CUC Senior Staff Remuneration Code that remuneration committees should be chaired by a lay governor who was not the Chair of the Board of Governors.
 - (ii) Updated and changed references to HEFCE to the OfS.
- 99.2 The Board agreed that the Terms of Reference of the Remuneration Committees should be amended as proposed.
- 99.3 The Board noted the Remuneration Committees Chairs report which provided a summary of the business conducted at the meetings held on 2 May 2018. These deliberations had included updates on sector-wide remuneration issues; the publication of the CUC Senior Staff Remuneration Code; and the development of potential pay range frameworks for senior postholders.

100 Human Resources Terms of Reference

Adrian Parry, Director of Corporate Governance, reported that the Human Resources Committee had agreed at its meeting on 17 May 2018 that it wished to amend its Terms of Reference to include oversight of succession and talent planning to support the aim stated in the People Strategy 2016 – 2020. The Board agreed this amendment.

101 University Budget 2018/2019 – confidential minute

102 OfS Financial Forecasts

- 102.1 Emma Woollard, Director of Finance, reported that in May 2018 the OfS had published its requirements for the Annual Accountability Return, which included the Financial Forecasts. The OfS required the submission of more financial information and supporting text than had been the case with HEFCE.
- 102.2 The new submission date for the Return was 17 September 2018, although institutions could submit by the previous HEFCE deadline of 31 July 2018 if they wished. The University had decided to make its submission in September to allow the year-end figures to be updated and to enable adjustments for student recruitment after the clearing period.
- 102.3 The OfS submission date fell before the next meetings of the Finance Committee and Board of Governors. Finance Committee had agreed that the forecasts should be circulated by electronically to the whole Committee in early September to give opportunity for comment before the Chair of the Committee took Chair's action to approve them under delegated authority.
- 102.4 The Board agreed to delegate approval to the Chair of the Board, acting on the recommendation of the Chair or Deputy Chair of Finance Committee.

103 Contractor for Sports Building – confidential minute

104 Vice-Chancellor's Senior Postholders' Update

- 104.1 Recruitment of the Pro Vice-Chancellor (Research and Innovation): It was noted that Professor Pal Ahluwalia was to leave the University on 29 August 2018 to take up his appointment as Vice-Chancellor and President of the University of the South Pacific. The University would seek to appoint a new Pro Vice-Chancellor (Research and Innovation) in the near future. In discussion the following key points were noted:
- (i) The role of Pro Vice-Chancellor (Research and Innovation) was designated as a senior post and an appointment to this role required the formal agreement of the Board. It would assist and expedite the appointment process if delegated authority could be given by the Board to the final stage interview panel to appoint to the role.
 - (ii) It was noted that the role would be offered on an interim basis to internal applicants. This would provide a useful development opportunity for the successful candidate.
 - (iii) Following discussion, the Board noted that the:
 - a) Job description, person specification, remuneration, timescales for the recruitment process for the appointment of Pro Vice-Chancellor (Research and Innovation) would be finalised in discussion with the Remuneration Committee.
 - b) Vice-Chancellor intended to consider, in discussion with the Remuneration Committee, some realignment of responsibilities and duties within the senior staffing structure to better meet the University's business needs.
 - (iv) The Board agreed to delegate authority to the final stage interview panel, which would include representation from governors, to appoint to the post of Pro Vice-Chancellor (Research and Innovation).
- 104.2 Voluntary Severance Scheme (VSS) Update – **confidential minute**
- 104.3 Student Recruitment Update – **confidential minute**
- 104.4 Academic Year Update: Professor Paul Hayes, Pro Vice-Chancellor (Education and Student Experience), reported that the new curriculum framework and academic year structure would be implemented from September 2018. Consolidation weeks had been introduced and the shape of units altered. This restructuring had involved significant change but had been necessary to support strategic imperatives and staff were thanked for their hard working in re-validating courses to support the new structure.

- 104.5 Destination of Leavers Survey: The University had recently been ranked 15th out of 154 universities for the percentage of its graduates who were either in employment or further study, six months after graduation. The University had attained the highest performance of all universities in South East England. The Board congratulated all those involved in producing this excellent outcome.
- 104.6 Subject level Teaching Excellence Framework (TEF) pilot – **confidential minute**

105 Key Performance Indicators (KPIs)

Fiona Loughran, Director of Planning, introduced a report that provided a commentary on the quarterly monitoring of progress against KPIs. The report placed particular emphasis upon the strategic milestones that were integral to the delivery of the University Strategy 2015-2020. Key points noted in discussion were:

- 105.1 The qualitative strength of taught courses had been recognised by the receipt of an institutional TEF gold award.
- 105.2 The University had advanced from 37th to 25th in the Guardian University League table.
- 105.3 The results of successive DLHE exercises had demonstrated very positive initial employment outcomes for Portsmouth graduates.
- 105.4 The University's Research and Innovation income had steadily grown and was above target for this year. All five thematic strategic research areas were established and active. Each theme had a Theme Director, supported by a Research Development Officer.
- 105.5 The Global Engagement Strategy 2017-2020 had been formally launched and the University's worldwide presence had been strengthened with the creation of a new office in New Delhi and also a presence in Lagos. This was in addition to the established offices in Beijing, Shanghai, and Kuala Lumpur.
- 105.6 The University's success in widening participation was measured against HESA performance indicators. The University continued to perform well against these targets.
- 105.7 The University had been notified that its application for the Athena SWAN Bronze Award had been successful. This reaccreditation recognised the University's commitment to gender equality and secured the retention of the award until November 2021.
- 105.8 The Board noted the report and that work to develop the University Strategy for 2020-25 would commence during the 2018-2019 academic year.

106 External Auditors Appointment for Year Ended 31 July 2018

Emma Woollard, Director of Finance, reported that:

- 106.1 Deloitte LLP had been appointed in 2016 as the University's external auditors for a period of five years, renewable for a further year by mutual consent. However, the nature of external audit work required this appointment to be reaffirmed each year.
- 106.2 At its meeting on 9 May 2018, the Audit and Quality Committee had agreed to recommend to the Board that Deloitte LLP should be appointed as the University's external auditors for the year ending 31 July 2018.
- 106.3 The Board endorsed the appointment of Deloitte LLP as the University's external auditors for year ending 31 July 2018.

107 Corporate Risk Register

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

- 107.1 The revised risk register incorporated recommendations and discussion points arising from the Board meeting in March 2018, the University Executive Board in April 2018 and Audit and Quality Committee in May 2018. Consequently, two new risks had been added to give coverage to the maintenance of effective standards of governance and the delivery of the estates masterplan to schedule. The additional controls column had been reinstated; arrows added to the residual risk map to show the direction of travel for the risk; and a risk impact map had been included.
- 107.2 Risk summaries submitted by departments as part of the annual planning process had been reviewed. Many of the risks identified in these summaries were local or operational in nature and therefore were not always reflected in the corporate risk register.
- 107.3 It was agreed that UEB would consider if a risk associated with the potential impact of the voluntary severance scheme should be incorporated in the next iteration of the corporate risk register.
- 107.4 The Board noted the corporate risk register.

108 Staff Governor Elections June 2018

- 108.1 Adrian Parry, Director of Corporate Governance, reported that the following members of staff had been elected to serve on the Board of Governors for the period 1 August 2018 to 31 July 2021:
 - Academic Staff Governor: Dr David Sanders, Reader in Systems and Knowledge, Faculty of Technology.

- Professional Services Staff Governor: Ms Lyuda Wade, Project Manager, Information Services.

108.2 The Board noted the appointment of the Staff Governors who would take-up post with effect from 1 August 2018.

109 UPSU Review of 2017/2018

The Board received and noted a report prepared by the UPSU sabbatical officers that summarised their work during their term of office which had ended on 30 June 2018. The Board welcomed the report and thanked the outgoing sabbatical officers for all they had contributed to the success of the Students' Union and the University during their time in office.

110 Prevent Duty

The Board received and noted a report prepared by Adrian Parry, Director of Corporate Governance which provided an update of the University's progress with the delivery of the Prevent duty.

111 Finance Committee

111.1 The Board received and noted a report in from Mark Readman, Chair of Committee, on the meetings of the Finance Committee held on 14 March 2018 and 27 June 2018 and accepted the work of the Committee as reported.

111.2 The Board received and noted the University Management Accounts and the Subsidiaries Management Accounts as at 31 May 2018.

112 Audit and Quality Committee

The Board received a report *in absentia* from Peter Bunyan, Chair of Committee, on the meeting of the Audit and Quality Committee held on 9 May 2018 and accepted the work of the Committee as reported.

113 Estate and IT Committee

The Board received a report from Mark Lemon, Chair of Committee, on the meeting of the Estate and IT Committee held on 18 May 2018 and accepted the work of the Committee as reported.

114 Human Resources Committee

The Board received a report from Margaret Scott, Chair of Committee, on the meeting of the Human Resources Committee held on 17 May 2018 and accepted the work of the Committee as reported.

115 Academic Council

The Board received and noted a report from Professor Graham Galbraith, Chair of the Academic Council, on the meeting of the Academic Council held on 27 March 2018. The draft minutes of the March 2018 meeting had been circulated electronically to the Board on 24 May 2018 and the minutes from the meeting on the 26 June 2018 meeting would be circulated to governors electronically once they were available.

116 Confirmed Meeting Dates for 2018/2019

The Board confirmed the following meeting dates which had previously 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

117 Date of Next Meeting

The next meeting of the Board would take place at 1400, Wednesday 10 October 2018, with a pre-board presentation at 1330.

118 Recording of Thanks

The Chair recorded her thanks to:

- 118.1 Peter Bunyan, External Governor *in absentia*: His term of office would end on 31 July 2018. Peter had been an external governor since 1 August 2010 and had served two consecutive terms of four years. He had been a member of the Audit and Quality Committee for eight years and served as Chair of the Committee from January 2013. The Board acknowledged his significant contribution and wished him well with future endeavours.
- 118.2 Mike Tipton, Staff Governor: His term of office would end on 31 July 2018. Mike had been an Academic Staff Governor since 1 August 2014 and had served two consecutive terms of two years. He was also a member of the Human Resources Committee. The Board expressed its gratitude for his insightful contribution and wished him well with future endeavours.
- 118.3 Kathryn Land, Staff Governor: Her term of office would end on 31 July 2018. Kathryn had been a Support Staff Governor and member of the Human Resources Committee since 1 August 2016. The Board thanked her for her valuable contribution and wished her well with her future endeavours;

119 Delegated Authority

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