

Board of Governors

DATE / TIME / VENUE	1400, Wednesday 10 October 2018, Board Room, St Andrew's Court
PRESENT	Jane Hoskins (Chair) Roger Burke-Hamilton Lucy Cook Jenny Crighton Professor Graham Galbraith Professor Karen Heard-Lauréote (up to Min 11) Claudia Iton Violet Karapaseva Baldev Laly Anne Lambert (up to Min 12) Frances Morris-Jones Mark Readman Ingmar Rinck Dr David Sanders Margaret Scott Lyuda Wade Dr Jenny Walden David Wilding David Willan Chris Williams Professor Nairn Wilson
IN ATTENDANCE	Dorothy Albrecht, Director of Marketing, Advancement and Comms (for Min 7) Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships) Professor Paul Hayes, Deputy Vice-Chancellor Fiona Loughran, Director of Planning (for Min 10) Professor Bob Nichol, Acting Pro Vice-Chancellor (Research and Innovation) Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor Emma Woollard, Executive 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 was provided by the UPSU Sabbatical Officers in which they introduced their plans for the 2018/2019 academic year.

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

1 Welcome, Quoracy and Apologies

- 1.1 The Chair welcomed to their first meeting David Wilding, External Governor; Dr David Sanders, Academic Staff Governor; Lyuda Wade, Professional Services Staff Governor;

and Professor Bob Nichol, Acting Pro Vice-Chancellor (Research and Innovation).

- 1.2 Apologies were received from External Governors: Bishop Christopher Foster, Mark Greenwood, Mark Lemon and Paul Myers.
- 1.3 The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

2 Conflicts of Interests

The following standing declarations of interest were noted:

- 2.1 David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.
- 2.2 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.
- 2.3 Margaret Scott was a Governor of Portsmouth Grammar School.
- 2.4 Anne Lambert was a member on the Quality Assurance Agency's (QAA) Advisory Committee on Degree Awarding Powers.

3 Constitutional 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 2018/2019: The Board unanimously agreed that Mrs Jane Hoskins should serve as Chair for the academic year 2018/2019.
- 3.2 Indicative Schedule of Board Business for 2018/2019:
 - (i) The Board noted the indicative schedule of Board business for the forthcoming year which was intended to act as an aide memoire.
 - (ii) It was noted that the University Chancellor, Karen Blackett OBE, would attend the January 2019 meeting of the Board as an observer.
- 3.3 Committee Membership and Vacancies:
 - (i) Members received the list of current governors and the membership of Board Committee for 2018/2019 for information.
 - (ii) The Board noted that three external governors would come to the end of their final terms of office on 31 July 2019. The Nominations Committee would take a decision on these vacancies once the forthcoming deliberations on the Board

size and structure had concluded.

3.4 Terms of Reference of Governor Committees:

- (i) The Board noted that the Audit and Quality, the Estate and Information Technology, the Finance, the Human Resources and the Nominations Committees had confirmed that their terms of reference were discharged during 2017/2018.
- (ii) The Board noted that the Audit and Quality, the Estate and Information Technology and the Nominations Committees did not wish to recommend any changes to their terms of reference for 2018/2019.
- (iii) The Board agreed that the terms of references of the Human Resources and Finance Committees for 2018/2019 should be updated with the following amendments:
 - Finance Committee: to replace the wording 'Estates Strategy' with 'Estates Masterplan and Strategy with any agreed updates' and to include an annex of the delegated responsibilities of the Committee.
 - Human Resources Committee: to replace the wording 'Equal Opportunities' with 'Equality and Diversity' in point 5.

4 Minutes of the Previous Meeting

The minutes of the meeting held on 11 July 2018 were confirmed and signed as an accurate record.

5 Matters Actioned and Matters Arising

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

6 Chair's Actions

- 6.1 Pre-construction Services for Sports Building – **confidential minute**
- 6.2 Global MBA Tuition Fees: The Board received a report that outlined the decision taken under delegated authority for approval of the tuition fee for the new Global MBA programme for the 2018/2019 and 2019/2020 intakes. The Board noted the decision taken under delegated authority by the Chair of the Board of Governors and the Chair of the Finance Committee.
- 6.3 ASTA Lease – **confidential minute**

- 6.4 Financial Forecasts: The Board received a report that outlined the decision taken under delegation authority to approve the Finance Forecasts for submission to the Office for Students (OfS) by 17 September 2018. It was noted that the forecasts had been circulated to the Finance Committee on 12 September 2018, in advance of their meeting on 18 September 2018. Chair's action had been taken under delegated authority by the Chair of the Board of Governors and the Chair of the Finance Committee. The Board noted the decision taken under delegated authority.

7 Alumni, Advancement and Fundraising Consultancy

The Board received a report from Dorothy Albrecht, Director of Marketing, Advancement and Communications and Professor Matthew Weait, Dean of Humanities and Social Sciences that provided an update on the work underway to explore the development of strategies, functions and structures to support external fundraising. Dorothy Albrecht introduced the report to the Board. The following points were noted:

- 7.1 The University had engaged external consultants to explore the scope, feasibility and steps required to set up an Office of Advancement and to establish a fundraising initiative to capitalise on the success of the plastic and enzyme research currently being undertaken at the University.
- 7.2 The Alumni Team currently consisted of three members of staff who managed communications with the University's alumni. This team did not hold the experience or expertise of sourcing or managing potential gifts and bequests to the University. The University had aspirations to develop its activities in this area and was therefore exploring the options for developing a fit-for-purpose function, known as the Office for Advancement.
- 7.3 The University also wished to explore the processes for setting up foundations, chairs or centres from the proceeds of funding initiatives. It was noted that the University's research in plastic and enzymes had recently received international attention. This project area would be used as a test case for trialling the fundraising processes, scope and future opportunities for philanthropy and gift giving.
- 7.4 It was noted that the external consultants had been contracted to provide feasibility and scoping activities only. The next steps of this project would be considered once these activities had concluded.

8 Masterplan Works Approval of Refurbishment Budget for King Henry and St Michael Buildings – confidential minute

9 UPSU Code of Practice 2018/2019

The Board received a report that outlined the UPSU Code of Practice for 2018/2019. It was noted that governing bodies of higher education institutions were required under the Education Act 1994 to take reasonable steps to ensure that Students' Unions operated in a fair and democratic manner and were accountable for their finances. This report outlined the

activities undertaken to ensure compliance with the requirements of the Act. The Board endorsed the UPSU Code of Practice for 2018/2019. The signed document would be published on the University website.

10 Key Performance Indicators

The Board received a report from Fiona Loughran, Director of Planning that provided an update on the progress of the University's Key Performance Indicators (KPIs) for the academic year 2017/2018. The following points were noted in discussion:

- 10.1 The University had performed well in the Postgraduate Taught Experience Survey (PTES) and Postgraduate Research Experience Survey (PRES) for 2017/2018. The overall satisfaction rates for both surveys continued to be above the upper quartile for the sector.
- 10.2 The University had achieved an overall satisfaction of 88% in the 2017/2018 National Student Survey (NSS). This was slightly below the target for the 2017/2018 academic year which had been set at 90%. It was noted that the University continued to perform well in the NSS and resided in the top 20 of higher education institutions for overall satisfaction.
- 10.3 The overall student withdrawal rate for 2017/2018 was 5.6% which was an improvement on the 2016/2017 figure of 7%. The University had implemented a new attendance monitoring policy for 2018/2019 which enabled the University to contact students with low attendance to ensure that they receive appropriate help and guidance at the earliest opportunity.
- 10.4 Both Graduate Outcome indicators exceeded the 2020/2021 performance target. In particular, the percentage of graduates in professional jobs after six months was 12% above the target set for 2017/2018.
- 10.5 Overall Research and Innovation income for 2017/2018 was above target. This was due to an increase in teaching innovation income and NHS innovation income during the academic year. Research income and general innovation income were both slightly below the 2017/2018 target.
- 10.6 The percentage of staff who recommended the University as a good place to work had decreased from 72% in 2015 to 60% in 2017. It was noted that the University was undergoing a period of organisational change, which may have been reflected in the results of the survey. Following the 2017 survey, local action plans had been developed and the University was in the process of communicating University-wide initiatives to highlight the level of work taking place across the University. The Human Resources Committee were receiving regular reports on the actions taking place as a result of the survey and would receive at a future meeting the finalised University-wide action plan. The Board asked the Human Resources Committee to continue to monitor progress and to report back at a future Board meeting for discussion.

Action: Executive Director of Corporate Governance

11 Risk Management

11.1 Risk Management Policy: The Board received from Adrian Parry, Executive Director of Corporate Governance, the updated Risk Management Policy. The following points were noted:

- (i) Paragraph 18 had been amended to enable the Executive Director of Corporate Governance to update and amend the Corporate Risk Register between the reviews undertaken by the University Executive Board, the Audit and Quality Committee and the Board of Governors. This amendment was requested to ensure that the risk register provided a true and current account of the University's risk profile.
- (ii) Paragraph 20 had been updated to acknowledge the role of the University's Strategic Technology Project Board as a designated route of escalation for the mitigation of IT-related project risks.
- (iii) The Board approved the Risk Management Policy.

11.2 Corporate Risk Register: The Board received from Adrian Parry, Executive Director of Corporate Governance the latest iteration of the Corporate Risk Register. The Board noted that five new risks had been added to the risk register. In particular, it was noted that a risk relating to the instability created by the uncertainties of Brexit had been added. The Board approved the Corporate Risk Register.

12 Going Concern Statement

The Board received from Emma Woollard, Executive Director of Finance, the Going Concern Statement. The following points were noted:

- 12.1 The Going Concern Statement was a requirement of the Office for Students. The statement had been discussed and agreed at the University Executive Board on 17 September 2018, and at the Audit and Quality Committee on 27 September 2019.
- 12.2 The lifetime of the Going Concern Statement was defined as twelve months after the University's Annual Accounts had been signed.
- 12.3 Separate Going Concern Statements had been produced for each of the University's subsidiary companies. These would be presented to the respective subsidiary Board meetings for approval.
- 12.4 The Board noted the Going Concern Statement.

13 Vice-Chancellor's Senior Postholders' Update

13.1 Office for Students (OfS) registration update: Adrian Parry, Executive Director of Corporate Governance reported that the OfS had approved the University's

application for registration and that no registration conditions had been imposed. This had previously been notified to the Board via correspondence.

- 13.2 Student recruitment update – **confidential minute**
- 13.3 National Students Survey (NSS) 2018: Professor Paul Hayes, Deputy Vice-Chancellor provided an oral update on the National Student Survey. The following points were noted:
- (i) The University had achieved an overall student satisfaction rate of 88%. This compared to a sector-wide average of 83%. The University now ranked 19 out of 150 higher education institutions for overall student satisfaction.
 - (ii) The Teaching Excellence Framework (TEF) would in future include two additional NSS metrics. The University performed well in all the NSS metric areas included in TEF assessment.
- 13.4 Destination of Leavers in Higher Education (DHLE) survey: The Higher Education Statistics Agency (HESA) was in the process of developing a new graduate outcomes survey which would replace the current DHLE survey.
- 13.5 Highbury building acquisition: The Board noted at its meeting on 11 July 2018 that the University had successfully purchased the Highbury building. The building was undergoing minor repairs and refurbishments to ensure that it was suitable for occupation. It was anticipated that the building would be ready for occupation as a general teaching and learning building for the start of the 2019 calendar year.
- 13.6 Voluntary Severance Scheme (VSS) update – **confidential minute**
- 13.7 Portsmouth Football Club women’s team shirt sponsorship: The University of Portsmouth had agreed to become the Portsmouth FC Women’s Official Club Partner for a period of three years. The University’s logo would be featured on the front of the women’s team shirts and on signage at their home ground.

14 Prevent Duty

The Board received a report from Adrian Parry, Executive Director of Corporate Governance, that provided an update on the University’s progress with delivery of the Prevent Duty. The Office for Students (OfS) had published a new Prevent monitoring framework. This placed an additional responsibility on the Board of Governors to make an explicit annual declaration to the OfS that the institution had complied with the Prevent Duty. Additionally, the OfS would be undertaking random sample inspections of institutions at limited notice to monitor their compliance with the Duty.

15 Remuneration Committees

The Board received a report on the Senior Postholders’ and Vice-Chancellor’s Remuneration Committees held on 28 September 2018. It was noted that the quality and depth of information received at each of the Committee meetings had been of a high standard and that the decisions reached were correct and justifiable. The University had contracted an external consultant to review and develop a pay framework for Senior Postholders. It was noted that

feedback received from the consultant had been particularly complimentary about the University's current remuneration processes.

16 Nominations Committee

The Board received a report from Jane Hoskins, Chair of the Committee, on the meeting held on 19 September 2018 and accepted the work of the Committee as reported.

17 Finance Committee

The Board received a report from Mark Readman, Chair of the Committee, on the meeting held on 18 September 2018 and accepted the work of the Committee as reported. It was noted that the Committee had undertaken an initial review of the University's Financial Statements. The final Statements would be submitted to the Board meeting on 26 November 2018 for approval.

18 Audit and Quality Committee

The Board received a report from Frances Morris-Jones, Chair of the Committee, on the meeting held on 27 September 2018 and accepted the work of the Committee as reported. It was suggested that the Internal Audit Strategic Plan should be circulated to the Board for information once it had been finalised.

Action: Executive Director of Corporate Governance

19 Estate and IT Committee

The Board received a report from Mark Lemon, Chair of the Committee, on the meeting held on 21 September 2018 and accepted the work of the Committee as reported.

20 Human Resources Committee

The Board received a report from Margaret Scott, Chair of the Committee, on the meeting held on 25 September 2018 and accepted the work of the Committee as reported.

21 Academic Council

Members noted that the draft minutes of the Academic Council meeting held on 26 June 2018 were circulated electronically to members on 18 July 2018.

22 Delegated Authority

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

23 Date of Next Meeting

The next meeting would take place at 1500 on Monday 26 November 2018 in the Board Room, St Andrew's Court.