

Infrastructure and IT Committee

DATE / TIME / VENUE	1000, Wednesday 26 June 2019, Board Room, St Andrew's Court
PRESENT	Mark Readman, Chair Roger Burke-Hamilton, External Governor Jenny Crighton, External Governor (From minute 77) Bishop Christopher Foster, External Governor Professor Graham Galbraith, Vice-Chancellor Jane Hoskins, Chair of Board Anne Lambert, External Governor (From minute 80) Ingmar Rinck, External Governor (From minute 80) David Willan, External Governor David Wilding, External Governor
IN ATTENDANCE	Fiona Bell, Director of Estates and campus services (Minute 82 only) Giorgio Bendoni, Staff Representative Mark Carter, Deputy Director of Finance (Management Information) Lucy Cook, Student Governor (up to minute 84) Violet Karapaseva, UPSU President Dean Machin, Strategic Policy Advisor (Minute 80 only) Andrew Minter, Director Information Services (Minute 83 only) Helena Schofield, UPSU President Elect (Observer) Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor (Min 82 and 83) Jenny Walden, Staff Governor Emma Woollard, Executive Director of Finance
SECRETARIAT	Adrian Parry, Executive Director of Corporate Governance Helen Malbon, Senior Governance Officer

76 Welcome, Apologies, Declaration of Interests and Quoracy

- 76.1 The Chair welcomed those present and introduced Helena Schofield, UPSU President Elect, who was attending as an observer.
- 76.2 Apologies were received from External Governors Mark Lemon and Chris Williams and Sarah Turner, Staff Representative.
- 76.3 There were no declarations of interest made.
- 76.4 The Executive Director of Corporate Governance confirmed that the Committee was quorate and could proceed to business.

77 Minutes of the Previous Meetings

The minutes of the meeting held on 20 March 2019 were confirmed and signed as an accurate record.

78 Matters Actioned and Matters Arising

- 78.1 There were seven items for note, one item on the agenda and one for discussion at a future meeting.
- 78.2 Matters Arising: There were no matters arising that were not addressed elsewhere on the agenda.

79 Election of Chair and Deputy Chair 2019/2020

The Executive Director of Corporate Governance introduced the paper on the election of the Chair and Deputy Chair of the Infrastructure and Finance Committee (IFC):

- 79.1 The election of the Chair had taken place via electronic communication in April 2019. Committee ratified the appointment of Jenny Crighton as Chair of Committee from 1 August 2019.
- 79.2 It was noted in discussion that the job description for the role of Deputy Chair should be amended to include reference to a specific responsibility to support the Chair by leading upon particular issues within the remit of the Committee.
- 79.3 Committee had agreed on 20 March 2019 that the appointment process for a Deputy Chair would take place in July 2019 in order that the candidate could be in post by August 2019. Committee noted and agreed that:
- i) The Board of Governors meeting on 11 July 2019 would make decisions regarding Committee membership for 2019/2020;
 - ii) Once the membership of the Committee, and therefore eligible candidates, was confirmed, the election of a Deputy Chair would take place in accordance with the following timescale:
 - Friday 12 July 2019 – Executive Director of Corporate Governance would issue a call for nominations
 - Tuesday 16 July 2019 - Nominations close.
If only one nomination was received, this would be deemed successful and the election would be uncontested.
If the office were contested, then a ballot would be held.
Thursday 18 July 2019 - closing date for Candidates to provide election statements.
 - Friday 19 July 2019 - Candidate's statements and ballot papers would be issued to the Infrastructure and Finance Committee members to facilitate voting.
 - Wednesday 24 July 2019 - ballot concludes.
 - Thursday 25 July 2019 - result announced.
 - Thursday 1 August 2019 – successful candidate takes up the post.
Action: Executive Director of Corporate Governance
 - iii) Committee noted the outline job description for the Deputy Chair.

80 Implications of the Augar Review

Dean Machin, Strategic Policy Advisor, introduced a paper on the recently published Augar Review. Key points noted were:

- i) The report had been commissioned by Theresa May's Government in February 2018 and was an independent review of post-18 education and its funding;
- ii) It had made 53 recommendations but the Government would need to review which, if any, it would implement and when;
- iii) There were no immediate changes to Government policy in general nor to university funding but some recommendations if implemented, would have significant implications for future funding. A recent select committee meeting had been informed that the funding shortfall that would be created by the proposed reduction in fees to £7500 would need to be met;
- iv) The proposed fee cut to £7,500, when combined with the longer repayment period for graduates and lower salary repayment threshold, would mean that students would have less money invested in their education, yet most would now pay more for their education;
- v) A discussion took place on possible future scenarios and upon the real and perceived impact of reduced tuition fees and extended repayment timescales and their implications for current and future students;
- vi) The review's recommendations would change the funding of post-18 study and make it more likely that the funding of Foundation year programmes in Universities would be phased out;
- vii) The Executive assured Committee that, despite the recommendations of the Review and its implications for future funding, it remained committed to the University Strategy and in doing what was right for our students. Modelling had taken place to see what possible effect the various proposals could have on the University surplus, and this indicated the potential for a reduction of between £10 and £30 million in the surplus;
- viii) It was noted that this topic would be discussed at the Board meeting in July 2019.
- ix) Committee thanked Dean Machin for a very informative paper and discussion.

81 University Budget 2019/2020 – confidential item

82 Director of Estates and Campus Services Report– confidential minute

83 Director of Information Services Reports

The Director of Information Services provided an update on operational issues. Key points noted were:

- i) Phase one of the Student System programme was likely to 'go live' in September 2019. The timetable was tight but if warranted by extreme circumstances; Committee was assured that the existing system could be used if necessary and that the students would not be negatively affected;

- ii) Committee noted that the budget data was missing from the project portfolio summary and asked that it be included in future reports:
Action: Director of Information Services
- iii) Committee noted issues with the performance of the external company engaged to provide the University website. The website had not been available on a number of occasions due to supplier related issues. The executive assured Committee that the company appreciated the seriousness of the issue and was working to address the underlying problem;
- iv) The executive had approved in principle a strategy of moving towards a hybrid cloud model for future IT provision and had supported a proposal to progress to Stage 2 of this project. A pilot involving the migration of several applications to the cloud would take place. If this demonstrated favourable results, Information Services would propose a five-year cloud transformation programme. A future meeting of Committee would receive a fully costed proposal to consider before any contract was awarded.
Action: Director of Information Services

84 Gifts and Hospitality Policy

Adrian Parry, Executive Director of Corporate Governance, reported that the Policy was due for its three-yearly review. Key points noted were:

- i) The Policy had been changed to reflect the experience of operating the Policy over the last three years and recommendations arising from an internal audit of the Policy and its implementation;
- ii) Following discussion, Committee approved the revised policy and recommended that a review of its implementation and operation should take place during 2020. It suggested that the Audit and Quality Committee would be the most appropriate Committee to receive this review and to monitor the policy in future;
Action: Executive Director of Corporate Governance
- iii) Following discussion, it was agreed that future operational changes to the policy should be approved by UEB.

85 Committee Business and Schedule of Dates 2019/2020

Committee noted the indicative Committee Business and approved the proposed meeting dates for 2019/2020. It was noted that the Board business planning session on 10 July 2019 would review the proposed business of the Board and its committees to ensure appropriate consideration of strategic, compliance and contextual items.

86 Executive Director of Finance Report

Emma Woollard, Executive Director of Finance, provided a report for information on key financial indicators and an update on recent bids for grants and contracts. Committee discussed proposals to change some delegation levels in the financial regulations. Key points noted were:

- i) A review of levels of delegation was ongoing with a view to removing unnecessary levels of authorisation and simplifying the associated processes. First phase changes were proposed to the authorisation of:
 - a) Estates contracts for construction and refurbishment;
 - b) Procurement and contract management: utilities;
 - c) Research and Innovation contracts;
 - d) Erasmus exchanges;
 - e) Contracts for conferences and lettings;
 - f) Leases and licenses.
- ii) Committee discussed the proposals and noted that the variation to contract proposals related to changes being within the agreed overall budget. It noted that in future the creation of guidelines for any changes proposed outside the previously agreed budget would be helpful;
- iii) The executive confirmed that appropriate separation of duties regulations would be put in place and that this requirement was listed within the relevant procedures;
- iv) It was noted that, where available, the equivalent regulations at other Universities had been analysed. The proposed changes would place the university towards the top third of the sector for the scale of delegation levels;
- v) Committee approved the proposals, whilst noting that the revised financial regulations would be subject to full review in three years and the revised delegation processes would be included in an internal audit within that period;
- vi) The Executive Director of Finance wished to record her thanks to Eleanor Gould and Mandi Bylett from the Finance Department for producing the graphs in the KPI report.

87 Reporting Of Single Tenders – confidential minute

88 Project Board Summary

Periodically, the Committee received progress updates from relevant project boards. It was customary therefore, at the final meeting of each academic year, to note which Infrastructure and Finance related project boards had a governor as a member.

It was noted that the process for the appointment of governors to project boards was by open invitation to all external governors. The Executive Director of Corporate Governance would issue a call for expressions of interest for the two forthcoming vacancies following the Board meeting to be held on 11 July 2019.

Action: Executive Director of Corporate Governance

89 Portsmouth Technopole Holdings Ltd

The University had operated three subsidiary companies that were related to its operation of the Technopole. This structure reflected a number of legacy issues and was no longer fit-for-purpose nor cost effective. Following approvals by the boards of the relevant companies, a decision had been taken to dissolve Portsmouth (Technopole) Holdings Limited. Committee noted the more efficient governance structure that was now in place.

90 University Management Accounts To 31 May 2019

Committee noted the Management Accounts for the University.

91 Subsidiary Companies Management Accounts to 31 May 2019

Committee noted the Management Accounts for the University subsidiary companies.

92 OfS Circulars

Committee noted that OfS publications and circulars could be found at:

<https://www.officeforstudents.org.uk/publications/>

93 Record of Thanks

93.1 The Chair acknowledged the significant contribution of those whose term of office finished in summer 2019:

- (i) Professor Karen Heard-Lauréote, joined the Board in August 2016 as a Teaching Staff Governor nominated by Academic Council. She has accepted a post at another University;
- (ii) Mark Lemon had been a Governor since May 2011 and Chair of the Estate and IT Committee since September 2014;
- (iii) Violet Karapaseva was the President of the Students' Union and joined Committee in July 2018;
- (iv) Sarah Turner's two-year term of office as Staff representative ended on 31 July 2019;
- (v) Lucy Cook had joined the Board in August 2017 as Student Governor and was nearing the end of her time as a University student;
- (vi) Committee wished each of them well for their future endeavours.
- (vii) It was also noted that Dr Jenny Walden had joined the Board in August 2016 as a Teaching Staff Governor nominated by Academic Council and her post was now due for re-election. If re-elected then she would continue to serve on the Committee.

93.2 Professor Galbraith thanked Mark Readman for his nine years of service as a Governor and noted that he had been a Committee Chair since 2014. He had provided significant and enthusiastic support to the executive throughout his tenure and had fulfilled his duties in an extremely constructive manner.

93.3 The Chair thanked the Vice-Chancellor for his kind words. He stated that he had enjoyed his time as a Governor and had seen the University grow from strength to strength. He looked forward to seeing that trajectory continue as the next Strategy developed. He noted especially the fantastic work of the student representatives and their mature and considered approach to all issues.

94 Next Meeting

The next meeting would take place on Tuesday 17 September 2019 from 1030 to 1330.

95 Delegated Authority

Committee agreed to delegate to the Chair and Deputy Chair authority to take any required Chair's action before the next meeting.