

Board of Governors

DATE / TIME / VENUE	1400, Wednesday 3 April 2019, Board Room, St Andrew's Court
PRESENT	Jane Hoskins (Chair) Roger Burke-Hamilton Lucy Cook Bishop Christopher Foster Professor Graham Galbraith Mark Greenwood Professor Karen Heard-Laureote Claudia Iton Violet Karapaseva Baldev Laly Frances Morris-Jones Ingmar Rinck Dr David Sanders Margaret Scott Lyuda Wade Dr Jenny Walden David Wilding Christopher Williams David Willan Professor Nairn Wilson
IN ATTENDANCE	Chris Chang, Pro-Vice Chancellor (Global Engagement and Education Partnerships) Mark Cooper, Associate Pro Vice-Chancellor (Education Partnerships) (for Min 61) Professor Paul Hayes, Deputy Vice-Chancellor Rebecca Hopkins, Deputy Director of HR (People Services) (for Min 64) Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) Lee Sutherland, Planning Analyst (for Min 70) Helena Schofield, President (Elect) of the Students' Union (Observer) Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor Emma Woollard, Executive Director of Finance
SECRETARIAT	Adrian Parry, Executive Director of Corporate Governance Annette Bourke, Head of Governance Services Jemma Keys, Senior Governance Officer

58. Introductions, Apologies, Quoracy, and Conflicts Of Interest

- 58.1 The Chair welcomed Helena Schofield, President (Elect) of the Student's Union, to the meeting as an observer.

- 58.2 Apologies were received from External Governors: Jenny Crighton, Anne Lambert, Mark Lemon, Paul Myers, and Mark Readman.
- 58.3 The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- 58.4 The following standing declarations of interest were noted:
- (i) David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.
 - (ii) 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.
 - (iii) Margaret Scott was a Governor of Portsmouth Grammar School. It was also noted that she had previously worked with the current Chair of the General Optometry Council.
 - (iv) Anne Lambert was a member on the Quality Assurance Agency's (QAA) Advisory Committee on Degree Awarding Powers.
- 58.5 In consideration of Board business, the following potential conflict of interests were noted:
- (i) Margaret Scott knew the Head of Mayfield School through her role as a Governor of Portsmouth Grammar School.
 - (ii) Christopher Foster was associated with the Portsmouth and Winchester Diocesan Academy Trust.
 - (iii) Christopher Foster had previously been a regional governor for an academy trust.

59. Minutes of the Previous Meeting

The minutes of the meeting held on 23 January 2019 were confirmed and signed as an accurate record.

60. Matters Actioned and Matters Arising

60.1 Action was reported within the agenda papers on three items which were for note; and one item which would be received later on the agenda.

60.2 The following matters were noted:

- (i) Horizon scanning session: Michael Barber, Chair of the Office for Students, had been due to present at this meeting but had given his apologies. A horizon scanning session would be arranged for the Board meeting in July.
- (ii) Retirement of Deputy Chair: Professor Nairn Wilson announced his intention to retire as an external governor on 31 July 2019. It was noted that an election for the role of Deputy Chair would now be required. An email would be circulated to governors in the coming weeks to outline the election process.

Action: Executive Director of Corporate Governance

61. Multi-Academy Trust – confidential minute

62. Project Selbourne – confidential minute

63. Tuition Fees - confidential minute

64. Grievance Procedure – confidential minute

65. Board Membership and Committee Matters

The Board received a report from the Executive Director of Corporate Governance covering items linked to constitutional and membership matters.

65.1 Academic Council staff governors:

- (i) The Board had set an aspiration to reduce its membership from 25 to 18 governors. As part of this aspiration, the Board has previously agreed that the number of Academic Council staff governors should be reduced to one governor. It was, however, proposed that this role should be

eligible for election on the basis of a job share arrangement.

- (ii) In discussion, it was noted and agreed that the eligibility of each elected role for a job share arrangement should be considered on a case-by-case basis. It would be important to ensure that such arrangements could be managed effectively and that the character of the Board and the nature and responsibilities of the role of governors were maintained. If governors were elected on the basis of a job share arrangement then they would need to work closely with the Clerk to ensure that these requirements were met.
- (iii) The Board agreed that the role of Academic Council staff governor should be eligible for election on the basis of a job share arrangement.

65.2 Finance, Estate and IT Committee:

- (i) At its meeting on 20 March 2019, the Finance, Estate and IT Committee agreed to propose to the Board that it should adopt the title of the Infrastructure and Finance Committee. The Board approved the proposal.
- (ii) The Committee had agreed at its meeting on 20 March 2019 that the election of Chair should be open to all external governors. This was not currently permitted under Standing Order 17.7. The Board agreed to annul Standing Order 17.7 for the purpose of this election and noted that fully revised Standing Orders would be submitted for approval to the Board at its meeting in October 2019.

65.3 Terms of Reference of Governor Committees:

- (i) The Board noted that, as part of the broader review of the University's governance structures, the terms of reference of committees had been reviewed and revisions were now recommended to the Board for approval.
- (ii) The Board agreed the terms of references of the Human Resources, Nominations and Infrastructure and Finance Committees.
- (iii) The Board endorsed the responsibility noted within the Infrastructure and Finance Committee terms of reference that the Committee would, on an annual basis, critically reflect upon its effectiveness. It was agreed that other Board committees should consider adopting this responsibility within their terms of reference when they were formally reviewed in September 2019.

- 65.4 The Board noted that Margaret Scott, external governor and Chair of the Human Resources Committee intended to step down as an external governor at the end of her term on 31 July 2019. This would create a vacancy for the role of the Chair of Human Resources Committee.

66 Corporate Risk Register

The Board received the revised Corporate Risk Register from the Executive Director of Corporate Governance. It was noted that governors had previously expressed their view that the Risk Register was too static. Therefore, the Risk Register had undergone a wide review by the University Executive Board which had resulted in some changes to the risks themselves and to risk scores. The Board noted the Corporate Risk Register and agreed that the summary of risk changes should be placed at the front of the paper.

Action: Executive Director of Corporate Governance

67 Vice-Chancellor's Report

The Board received a verbal update from the Vice-Chancellor. The following key points were noted:

- 67.1 Update on the University Strategy: The Vice-Chancellor thanked the Board for their attendance at the Board of Governors Strategy Away Day on 29 March 2019. It was noted that a number of staff focus groups had been arranged to further refine and develop the strategy. The next phase of the project would include online consultations with staff and town hall style events.
- 67.2 Portsmouth Football Club: The Football Club had won the Checkatrade Trophy for the first time at Wembley Stadium on 31 March 2019. Footballers from the club and staff from the University had been visiting local schools to show schoolchildren the trophy.
- 67.3 CEO Sleepout: The Vice-Chancellor and two UPSU Sabbatical Officers would be taking part in the CEO Sleepout on 4 April 2019. Participants were raising money for charities tackling homelessness and poverty across Portsmouth.
- 67.4 Organisational Change Developments – **confidential minute**
- 67.5 Update on Strategic and Financial Planning: It was noted that the process was progressing and that the final budget would be submitted to the next Board meeting.

- 67.6 Radiography and Oncology: The local press had reported on the University's decision to close its Radiography and Oncology courses. It was noted that the decision to close the course had been taken due to low student demand over a number of years. The University's Diagnostic Radiography and Medical Imaging courses would continue to be offered.
- 67.7 Marketing Expenditure in Universities: The press had released articles on universities' expenditure on marketing activities. It was noted that the University regularly reviewed its marketing activities to ensure the desired level of impact and that costs were appropriate.

68 Chair's Business

The Board received a report from the Executive Director of Corporate Governance that outlined the Chair's use of delegated authority since the previous meeting of the Board. The Board endorsed the Chair's use of delegated authority for approval of the consultation response to the Teaching Excellence Framework and for the Personal Development Review (PDR) Framework.

69 Exceptional and Urgent Approvals Group – confidential minute

70 KPIs

The Board received and noted a report from the Planning Analyst that provided an update on the quarterly monitoring of Key Performance Indicators (KPIs). The following points were noted in discussion:

- 70.1 The focus of this quarterly KPI report was upon Research and Innovation Income. An update on Higher Education Statistics Agency (HESA) Performance Indicators was also provided.
- 70.2 Research and Innovation Income for 2018/2019 outlined a positive trajectory with a forecasted income of £1.4m above target. It was noted that Research Income was forecast to be slightly under target, whilst Innovation Income was forecast to be significantly above target. It was anticipated that the investment in the Research thematic areas would soon have a positive impact upon Research Income.
- 70.3 The University had exceeded its benchmarks in the HESA Performance Indicators relating to access and the success of full-time widening participation undergraduates. The University was slightly under target for its non-continuation of young students from low participation neighbourhoods. However, analysis

indicated that retaining only a small number of additional students would allow the University to reach its target.

71 Access and Participation Plan

The Board received a verbal report from the Deputy Vice-Chancellor on Access and Participation Plans from 2020/2021 onwards. The following points were noted:

- 71.1 Access and Participation Plans were regulated by the Office for Students (OfS). It was noted that, in the future, the Office for Students would place more emphasis on the University's performance against Key Performance Indicators such as outcomes from under-representative groups and performance gaps.
- 71.2 The new approach was a fundamental change from the current requirements of the Access and Participation Plan. The University was therefore working to ensure that the new requirements were appropriately met.
- 71.3 The University's overall performance against its widening participation targets was good. However, it would be seeking to further address the performance and attainment gaps between white and black, minority and ethnic groups.

72 Nominations Committee

The Board received and noted a report from the Chair of the Nominations Committee on the meeting held on 12 March 2019 and accepted the work of the Committee as reported.

73 Finance, Estate and It Committee

- 73.1 The Board received and noted a report from the Chair of the Finance Committee on the meeting held on 29 January 2019 and accepted the work of the Committee as reported.
- 73.2 The Board received and noted a report from Mark Readman, Co-Chair of the Finance, Estate and IT Committee, on the meeting held on 20 March 2019 and accepted the work of the Committee as reported. It was noted that this was the first meeting of the merged Committees.
- 73.3 The Board received the 2018/2019 University and subsidiary companies Management Accounts as at end January 2019. The following points were noted:

- (i) Technopole Building – **confidential minute**
- (ii) Waterhole Bar – **confidential minute**

74 Audit and Quality Committee

The Board received and noted a report from the Chair of the Audit and Quality Committee, on the meeting held on 12 February 2019 and accepted the work of the Committee as reported.

75 Human Resources Committee

The Board received and noted a report from the Chair of the Human Resources Committee, on the meeting held on 7 February 2019 and accepted the work of the Committee as reported.

76 UPSU Elections and Ballot on Affiliation to the National Union of Students

The Board received a report from the Executive Director of Corporate Governance which detailed the outcome of the University of Portsmouth Students' Union (UPSU) sabbatical officer elections, and the outcome of the ballot on affiliation to the National Union of Students (NUS). The following points were noted in discussion:

- 76.1 The Board noted that both the elections and the ballot had been conducted in an efficient, fair and democratic manner.
- 76.2 The President of UPSU reported that:
 - (i) At the 2018 UPSU Annual Members Meeting, it had been agreed that a ballot would be conducted to decide whether the Students' Union should remain affiliated with the NUS. Two campaigns had been run which provided students with information on the advantages and disadvantages of affiliation. The outcome of the ballot was that the Students' Union should disaffiliate from the NUS.
 - (ii) It was noted that a number of other students' unions had also voted to disaffiliate from the NUS.

- (iii) UPSU would continue to remain a member of the Southern Unions Network which included both affiliated and disaffiliated students' unions. UPSU also held strong links with local organisations such as Portsmouth City Council and Members of Parliament. These would continue to be useful for lobbying purposes.

77 Prevent Duty

The Board received and noted a report from the Executive Director of Corporate Governance which provided an update on the University's progress with the delivery of the Prevent Duty.

78 Academic Council

The Board noted that the draft minutes of the Academic Council meeting of 26 March 2019 would be made available electronically to members.

79 Confirmed Meeting Dates for 2019/2020

The Board noted the following meeting dates for 2019/2020 which had been circulated electronically to members:

Wednesday 9 October 2019 from 1230 to 1700
Monday 25 November 2019 from 1400 to 1700
Wednesday 22 January 2020 from 1230 to 1700
Wednesday 1 April 2020 from 1230 to 1700
Wednesday 8 July 2020 from 1230 to 1700

80 Delegated Authority for The Chair

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

81 Recording of Thanks

The Chair recorded her thanks to Violet Karapaseva, UPSU President, for her achievements during her year in office, which would end on 30 June 2019. Violet had been a member of the Finance, Estate and IT, and Nominations Committees. Violet had been a valuable member of the Board in the past year and had represented the student perspective robustly and professionally in its discussions. The Board wished her well in her future endeavours.

82 Date of Next Meeting

The Board noted that:

- (i) The next meeting would take place at 0900, Thursday 11 July 2019.
- (ii) The first annual strategy session would take place in the afternoon of Wednesday 10 July 2019. This event would be followed by a dinner. Details of the event would be circulated to members in due course.