

## Board of Governors

DATE / TIME / VENUE	0900, Thursday 11 July 2019, Richmond Board Room
PRESENT	Jane Hoskins (Chair) Roger Burke-Hamilton Lucy Cook (minute 84 onwards) Jenny Crighton Professor Graham Galbraith Claudia Iton Anne Lambert Mark Lemon (minute 84 onwards) Frances Morris-Jones Mark Readman Helena Schofield Margaret Scott Lyuda Wade (up to minute 104) Dr Jenny Walden (minute 90 onwards, excluding min 94) David Wilding Christopher Williams David Willan Professor Nairn Wilson
IN ATTENDANCE	Chris Chang, Pro-Vice Chancellor (Global Engagement and Education Partnerships) (From min 86.viii to min 95) Professor Paul Hayes, Deputy Vice-Chancellor Fiona Loughran, Director of Planning, (Min 86 to 88 and min 94) Dean Machin, Strategic Policy Advisor (for Min 86 to 88) Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) 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 Helen Malbon, Senior Governance Officer

To accommodate availability of staff, some agenda items were taken out of order. The Draft Vision and Mission Statement for 2020 to 2030 was tabled under the University Strategy agenda item, minute 86.

### 83. Introductions, Apologies, Quoracy, and Conflicts Of Interest

- 83.1 The Chair welcomed Helena Schofield, President of the Student's Union, to her first meeting since starting the post officially.
- 83.2 Apologies were received from External Governors: Mark Greenwood, Bishop Christopher Foster, Baldev Laly, Paul Myers and Ingmar Rinck and staff governor David Sanders.

83.3 The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

83.4 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. He also 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.

#### **84. Minutes of the Previous Meeting**

The minutes of the meeting held on 3 April 2019 were confirmed subject to the following amendments

- Minute 58.5(iii) should read *Christopher Foster* not *Christopher Williams* had previously been a regional governor for an academy trust
- Minute 63.4 "postgraduate taught research" should read "postgraduate research".

#### **85. Matters Actioned and Matters Arising**

The two matters actioned would be covered under the Board membership and corporate risk register agenda items.

#### **86. University Strategy – confidential minute**

#### **87. Augar Review**

Dean Machin, Strategic Policy Advisor, gave a presentation which highlighted key features of the independent panel's report on post-18 education and funding which was published on 30 May 2019. Key points noted were:

- (i) There were 53 recommendations covering areas as diverse as student financial contributions towards the cost of higher education and the role of further education in the delivery of higher education;

- (ii) The recommendations were to the government and not by the government and so there was no certainty as to which, if any, would pass into legislation. It was, however, likely that the report would help to frame government thinking when the comprehensive spending review took place;
- (iii) The main financial consequences for the University, if adopted law, would be that tuition fees would be reduced to £7,500 and that there would be no uplift to reflect inflation before 2023;
- (iv) The perception of the Government appeared to be that the higher education sector offered too many creative arts courses and some of the recommendations appeared geared to reducing the number of graduates in these disciplines;
- (v) The recommendations appeared to show that the Government did not favour the delivery of foundation years by universities and reflected a view that the number of degree apprenticeships was growing at the expense of ordinary apprenticeships;
- (vi) There were a number of groups with the potential to lobby on behalf of higher education in response to the report. It would depend on the tactics and which government department was targeted by those lobbying as to how the government might respond to the report;
- (vii) The Board welcomed the presentation and noted the contents.

## 88. Access and Participation Plan

Fiona Loughran, Director of Planning, introduced a report that provided an overview of the University's 2020/21 to 2024/25 Access and Participation Plan, which had been submitted to the Office for Students (OFS) in June 2019 in accordance with their deadline. The report built on the update provided to the Finance, Estate and IT Committee (now renamed the Infrastructure and Finance Committee) in March 2019 when the changes in reporting requirements were outlined. Key points noted were:

- (i) The University must have an approved Access and Participation plan to enable it to charge a tuition fee of £9,250 to Home full-time undergraduate students in 2020/21;
- (ii) The Director of Planning's covering report highlighted the key elements of the substantial documentation required by the OFS to inform its consideration of the University's Access and Participation Plan;
- (iii) The document included information on the issues identified in the assessment of the performance of University of Portsmouth students from under-represented groups together with the strategic aims, objectives and targets intended to reduce gaps in student performance;
- (iv) The priority issues to be addressed by the University over the coming years were to:
  - a) Significantly improve the attainment of Black and Minority Ethnic (BAME) students, with a particular focus on black male students;
  - b) Maintain and continuously enhance access, retention, attainment and successful progression for all priority widening participation groups;
  - c) Focus on continuous improvement to ensure that students completed their courses and succeeded;
- (v) The Access and Participation Plan had been developed after consultation with the Students Union and with BAME students;
- (vi) Progress against the Plan would be evaluated annually but if on target then a resubmission to the OFS would not be required until the end of the five year period covered by the Plan;

- (vii) The BAME attainment gap had been identified previously by the University's Equality and Diversity Team's annual data analysis. Pilot projects had already been established to address this issue and would now be rolled out across the University;
- (viii) University staff who were working to enable the University to secure the Race and Equality Charter Mark were gathering additional data in addition to the routine information collected by the Equality and Diversity Team. The Executive Director of HR was working on a strategy to encourage more applications from BAME staff;
- (ix) It was confirmed that the bursaries referenced in the Plan were for English students only because they were explicitly linked to the English funding system. The devolved nations had separate funding systems;
- (x) The OFS had encouraged governors to have a role in appraising data and the Board was assured that the necessary information would be provided in the standard KPI reports presented to the Board;
- (xi) The Board:
  - a) Noted the submission of the University's Access and Participation plan covering the period from 2020/21 to 2024/25 and within the context of the new guidance from the Office for Students;
  - b) Noted the issues identified relating to BAME attainment, particularly the gap in good degree outcomes between white and black students;
  - c) Noted the strategic aims, objectives and targets set out within the plan which included halving the attainment gap between black and white students, with the particular focus on raising black male attainment; and ensuring that no significant performance gaps occurred for other under-represented groups over the period covered by the access and participation plan;
  - d) Noted the decision to maintain the levels of financial support for eligible students from low income households and the University Support Fund;
  - e) Thanked staff for their work on the submission.

## **89. Board Membership and Committee Matters**

Adrian Parry, Executive Director of Corporate Governance, introduced the paper which provided an update on Board membership and committee and constitutional matters following discussions at the Nominations Committee on 19 June 2019. The Board agreed that on this occasion members need not leave the room when there was a decision to be made about their position. As outlined in the paper, the Board:

- (a) Ratified the appointment of David Willan as Deputy Chair of the Board of Governors;
- (b) Noted the appointment of Jenny Crighton as Chair of the Infrastructure and Finance Committee;
- (c) Approved the appointment of Tim Lee-Lewis to the role of Student Governor from 1 August 2019 and agreed that he should be invited to serve on the Audit and Quality Committee as an attendee;
- (d) Agreed that Frances Morris-Jones should be appointed for a second term as a governor from 1 August 2019 – 31 July 2022;
- (e) Noted the pending election for the role of Academic Council Staff Governor. It was noted that Karen Heard Lauréote had resigned as a governor with immediate effect following her appointment to a senior role at Southampton Solent University.
- (f) Annulled Standing Order 17.7 to allow all external governors to be eligible to stand for the role of Chair of the Human Resources Committee in the forthcoming election;

- (g) Agreed that Anne Lambert should be invited to move from the Infrastructure and Finance Committee (IFC) to serve on the Audit and Quality Committee from 1 August 2019;
- (h) Agreed that David Wilding should be invited to move from the Infrastructure and Finance Committee (IFC) to serve on the Human Resources Committee from 1 August 2019;
- (i) Agreed that Frances Morris-Jones should be invited to serve on a second Committee, that of the Nominations Committee from 1 August 2019;
- (j) Agreed that David Willan should be invited to serve on a second Committee, that of the Nominations Committee from 1 August 2019;
- (k) Noted that discussions were ongoing to confirm the third external governor to serve on the HR Committee and agreed to delegate authority to the Chair of the Board to confirm an appointment in advance of September 2019;
- (l) The proposal that governor membership of project boards and subsidiary company boards would, in future, be considered on a case-by-case basis due to the reducing number of governors was discussed. It was agreed that the Executive Director of Corporate Governance should develop criteria to support the Board in deciding if a governor member was required on a project board and to outline the reporting mechanisms for a project board governor to feed back into the Committee structure;  
**Action: Executive Director of Corporate Governance**
- (m) Noted that there would soon be a call for expressions of interest to fill the vacancies, created by retiring governors, on the Victoria Site Project Board and Student Systems Project Board.  
**Action: Executive Director of Corporate Governance**

## 90. University Budget 2019/2020 – confidential minute

## 91. External Auditors Appointment

At the 16 May 2019 meeting, the Audit and Quality Committee recommended the appointment of Deloitte LLP for approval by the Board of Governors, to report on the financial statements for the year ended 31 July 2019. The Board approved the appointment of Deloitte LLP, as External Auditors for the audit work relating to the financial statements for the year ended 31 July 2019.

## 92. Corporate Risk Register

Adrian Parry, Executive Director of Corporate Governance, introduced the updated register and noted where changes had been made since the previous iteration. The Board noted and agreed the corporate risk register.

## 93. Reports from the Chair, Vice-Chancellor and Senior Postholders

- 93.1 The Chair noted that she had responded to the Committee of University Chairs (CUC) Position Statement on Pensions. The response, whilst in broad agreement with the

majority of the position statement, had made clear that responsibility for the negotiation of pension provision was an executive role and that it was not appropriate that the CUC should attempt to oblige the Board to fully support any sector-wide consensus on this matter, irrespective of its own views. Whilst the Board did have a responsibility for ensuring the financial sustainability of the University, the negotiation of pension provision should remain an executive decision.

#### 93.2 Navitas Registration

Chris Chang, Pro Vice-Chancellor Global Engagement, reported that work was proceeding to establish a formal sub contractual partnership between the University and International College Portsmouth (ICP). This was required to enable Navitas, which was the umbrella body for ICP, to secure OfS registration. In practice, this work accelerated and formalised much activity that was already underway to strengthen the successful relationship between the University and ICP.

#### 93.3 Estates Update/RIBA competition

Bernie Topham, Chief Operating Officer, informed the Board that a RIBA competition to design the building to be constructed on the former Victoria site had been launched, with a large volume of interest from well-regarded design firms. Interested parties had completed and returned selection questionnaires and shortlisting would now take place. It was anticipated that a final selection would be made in October 2019. Once the shortlisting process was completed, staff would be informed of the progress made.

#### 93.4 Update on Research Excellence Framework (REF)

Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) reported that:

- (i) Following internal consultation and approval by Academic Council, the University REF 2021 Code of Practice had been submitted to Research England. Feedback was expected by the end of 2019;
- (ii) The University's application for Expanding Excellence in England (E3) funding to support further research into plastic-eating enzymes had been successful. Research England would provide £5.8 million funding to the University over three years. Congratulations were recorded to the teams involved in preparing this complex bid;
- (iii) A 'mock' exercise was planned to help teams prepare for the REF.

#### 93.5 Update on Knowledge Exchange Framework (KEF)

Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) reported that a joint Universities UK/Research England working group had developed a draft Knowledge Exchange (KE) Concordat for universities in England. The consultation had closed on 1 July 2019 and it was expected that the final version of the Concordat would be published in autumn 2019.

#### 93.6 Student Recruitment Update - **confidential item**

#### 93.7 Update on National Student Survey (NSS) results

Professor Paul Hayes, Deputy Vice-Chancellor, reported that the results of the NSS had been published by the OfS. The University had attained a good response rate of 82%, which was higher than the sector average of 72%. The University had experienced a small drop of 2% in overall satisfaction, which had equated to a fall of 20 places in the NSS league table. Work was underway to understand why this should be the case. It was noted that the current restructuring programmes underway within the University may have been a contributory factor.

#### 93.8 Update on Graduate Outcomes survey

Professor Paul Hayes reported that graduates who completed a course were now asked by HESA to take part in a survey 15 months after they finished their studies. The survey aimed to help current and future students gain an insight into career destinations and development. The final Graduate Outcomes Survey had been completed in December 2018, and the first data derived from the new survey was likely to be published in Spring 2020.

### 94. Monitoring Milestones University Strategy 2015 - 2020

Fiona Loughran, Director of Planning, introduced the report that provided a commentary on progress particularly focusing on key milestones. These were:

- (i) Recognising and sustaining strengths in undergraduate education and growing provision in the areas of postgraduate, part-time, CPD and flexible modes of study;
- (ii) Ensuring every student takes part in career-enhancing activities, such as placements, exchanges, enterprise, volunteering or work-based learning;
- (iii) Building on our financial strength and increasing the contribution to income and that comes from research and commercial activities;
- (iv) Establishing nationally and internationally recognised cross-discipline thematic areas that address key issues facing society;
- (v) Creating a network of strategic global partnerships to support Internationalisation;
- (vi) Raising expectations and creating ladders of opportunity for people in our region to take part in higher education;
- (vii) Supporting and developing staff to deliver excellence with commitment and passion;
- (viii) Developing a flexible physical and digital environment that promotes enjoyment and engagement within a community of learning;
- (ix) Being a proud part of Portsmouth and the region, working in partnership to support and influence the economic, educational and cultural life of the City.

The commentary on each milestone was discussed and the Board supported the bold business decisions and focus of activities. The Board noted the report on progress against strategic milestones in the implementation of the University Strategy 2015-2020 and thanked the team for the report.

### 95. Nominations Committee

The Board received and noted a report from the Chair of the Nominations Committee on the meeting held on 19 June 2019 and accepted the work of the Committee as reported.

## 96. Remuneration Committee

The Board received and noted a report from the Chair of the Remuneration Committee on the meeting held on 27 March 2019 and accepted the work of the Committee as reported.

## 97. Infrastructure and Finance Committee

97.1 The Board received and noted a report from the Chair of the Infrastructure and Finance Committee on the meeting held on 26 June 2019 and accepted the work of the Committee as reported.

97.2 The Board received the 2018/2019 University and subsidiary companies Management Accounts as at end May 2019.

## 98. 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 16 May 2019 and accepted the work of the Committee as reported.

## 99. Human Resources Committee

The Board received and noted a report from the Chair of the Human Resources Committee, on the meeting held on 21 May 2019 and accepted the work of the Committee as reported.

## 100. Academic Council

The Board received and noted a report on the meetings held on 5 February 2019, 26 March 2019 and the 23 May 2019 and accepted the work of the Committee as reported.

## 101. Matters for Information

101.1 The Board noted the “OfS General Condition of Registration: Provision of Information to the OfS and the Designated Data Body” letter received from the OFS addressed to the governing body. The executive assured the Board that all was in hand to meet the required timescales.

101.2 UPSU Review of 2018/2019

The Board noted the document prepared by the outgoing team of sabbatical officers that reported upon their achievements during the past year. The Board thanked the outgoing UPSU sabbatical team for their contribution to the work of the University and its successes over the past year.



#### 101.3 Prevent Duty

The Board noted the most recent report on the University's progress in delivering its Prevent duty.

#### 101.4 Academic Council

It was noted that draft minutes of the Academic Council meetings held on 5 February, 26 March 2019 and 25 June 2019 had been circulated electronically to members.

### 102 Confirmed Meeting Dates for 2019/2020

The Board noted the following meeting dates for 2019/2020 that 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

### 103 Delegated Authority for the Chair

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

### 104 Recording of Thanks

104.1 The Chair thanked the Executive and Corporate Governance Team for their support and hard work over the previous year.

104.2 The Chair recorded her thanks on behalf of the board to the following people for whom this was their last Board meeting:

- (i) Lucy Cook, Student Governor: Lucy's term of office finished on 31 July 2019. She had been Student Governor since August 2017 and had served on the Estate and IT Committee and subsequently the Infrastructure and Finance Committee. The Chair acknowledged her contribution to the work of the Board and wished her well with future endeavours.
- (ii) Mark Lemon: His term of office finishes on 31 July 2019. Mark had been an External Governor since May 2011 and had served two consecutive terms of four years. Mark had been a member of the Estates and IT Committee since May 2011. Mark had been Chair of the Estate and IT Committee since September 2014 and subsequently Co-Chair of Infrastructure and IT Committee, alongside Mark Readman. The Chair acknowledged his contribution to the work of the Board and wished him well with future endeavours.

- (iii) Mark Readman: His term of office finishes on 31 July 2019. Mark had been an External Governor since August 2010 and had served two consecutive terms of four years, plus an additional year. Mark was appointed Chair of Finance Committee in September 2014 and subsequently served as Co-Chair of Infrastructure and IT Committee, alongside Mark Lemon. Mark had also served on the Nominations and Remuneration Committees. The Chair acknowledged his contribution to the work of the Board and wished him well with future endeavours.
- (iv) Margaret Scott: Her term of office finishes on 31 July 2019. Margaret had been an External Governor since March 2015. She had been Chair of the Human Resources since September 2017 and Chair of the Remuneration Committees since September 2018. She had also been a member of the Nominations Committee. The Chair acknowledged her contribution to the work of the Board and wished her well with future endeavours.
- (v) Professor Nairn Wilson: Nairn will retire as an External Governor from 31 July 2019. He had been an External Governor since October 2012. During his time as a Governor, Nairn had been a member of the Finance Committee, Nominations Committee, Audit and Quality Committee and Human Resources Committee. He was appointed Deputy Chair of the Board in 2017. The Chair acknowledged his contribution to the work of the Board and wished him well with future endeavours.
- (vi) Jenny Walden  
Jenny's first term as Academic Council nominated staff governor will end on 31 July 2019. She had indicated her intention to stand for a second term and so the Board might welcome her back to membership in October 2019. The Board thanked her for her contribution since August 2016 as a member of the Board, Finance Committee and most recently Infrastructure and Finance Committee.

104.3 On behalf of those retiring, Nairn Wilson wished the University every success in the future.

## 105 Date of Next Meeting

The Board noted that the next meeting would take place at 1400, Wednesday 9 October 2019.