

## BOARD OF GOVERNORS

TIME /DATE / VENUE	1330, 9 October 2019, Board Room, Room 4.18, St Andrew's Court
PRESENT:	Jane Hoskins (Chair) Jenny Crighton Bishop Christopher Foster (from Min 5) Professor Graham Galbraith Claudia Iton Anne Lambert Tim Lee-Lewis Frances Morris Jones Paul Myers Professor David Sanders Helena Schofield Lyuda Wade (from Min 16) Dr Jenny Walden David Wilding Christopher Williams David Willan
IN ATTENDANCE:	Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships) Professor Paul Hayes, Deputy Vice-Chancellor Fiona Loughran, Director of Planning (Min 15 and 16) 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 Jemma Keys, Senior Governance Officer

## 1 Introductions, Apologies, Quoracy and Conflicts of Interest

- 1.1 Election of Chair 2019/2020: The Board agreed that Mrs Jane Hoskins should serve as Chair for the forthcoming year.
- 1.2 The Chair welcomed to their first meeting Tim Lee Lewis, Student Governor and *in absentia* Catherine Carroll-Meehan, Academic Council Governor.
- 1.3 Apologies were received from External Governor: Roger Burke-Hamilton. Apologies for late arrival were received from External Governor, Bishop Christopher Foster and Staff Governor, Lyuda Wade.
- 1.4 The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

- 1.5 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) Anne Lambert was a member on the Quality Assurance Agency's (QAA) Advisory Committee on Degree Awarding Powers.

## **2 Minutes of the Previous Meeting**

The minutes of the meeting held on 11 July 2019 were confirmed and signed as an accurate record.

## **3 Matters Actioned and Matters Arising**

- 3.1 Action was reported within the agenda papers on two matters that would be received later on the agenda.
- 3.2 There were no other matters arising from the minutes.

## **4 Horizon Scanning: UPSU Sabbatical Officers', Students' Union**

The Board received a presentation from University of Portsmouth Students' Union (UPSU) Sabbatical Officers that introduced their plans for the 2019/2020 academic year.

- 4.1 UPSU Sabbatical Officers outlined their manifesto plans for the forthcoming academic year. The following points were noted:
- (i) Helena Schofield, UPSU President, outlined that she was exploring options for implementing a rate your accommodation website, which would encourage private landlords to maintain a high quality housing for students and improve accountability. She was also exploring options to improve the University bus service and to increase the number of water fountains around campus. It was also noted that, following discussions with the University's catering department, four new vegan options had been incorporated into the meal deal offer.
  - (ii) Hayley Turner-McIntyre, Vice-President Welfare and Community, outlined that she was exploring options to implement a recycling reward scheme on campus. She added that she was working with the UPSU President to improve landlord accountability and she was also wished to increase education around how best to tackle sexual harassment.



- (iii) Rama Hilouneh, Vice-President Education and Democracy, outlined that she wished to create a mentoring scheme centred on providing academic assistance to students from Black, Asian and Minority Ethnic (BAME) backgrounds. She was exploring options to improve the assignment feedback system for students.
- (iv) Gez Matthews, Vice-President Sport, outlined that he was exploring options to introduce a standardised sports kit for all University sports teams. He was also considering options for increasing provision for the 'Give it a go' initiative, which provided students with an opportunity to try a sports club free of charge. He also wished to provide opportunities for University sports players to travel abroad to compete internationally.
- (v) Tom Plant, Vice-President Activities, outlined that he wished to expand the student media provision through developing a website that combined four University student-led media groups. He was exploring options to increase travel opportunities for students. A Winter Welcome Week would take place week commencing 20 January 2019 for students starting in January.

4.2 The following points were noted in response to the presentation:

- (i) As part of the Black History Month activities, USPU would be hosting an African Cultural Evening on 14 October 2019. This event would represent different African cultures through music, food, clothes and performances.
- (ii) A free sanitary product scheme had been introduced in the Richmond Building for students.
- (iii) A key challenge facing the Students' Union in the coming year was to encourage all students to engage with UPSU. The representation of all University of Portsmouth students was an important element of the Students' Union mission.
- (iv) UPSU would formally disaffiliate from the National Union of Students (NUS) in December 2019. It was noted that the NUS had informed UPSU that they would welcome the opportunity to keep in touch once the Students' Union had disaffiliated.
- (v) It was noted that student accommodation and environmental sustainability were matters of significant concern for students across the sector.
- (vi) Attainment of BAME students was a national issue that required improvement.

## **5 Award of Contract for Academic Building on the Victoria Site – confidential item**

## **6 Reviewing the Structure of Board Business**

Adrian Parry, Executive Director of Corporate Governance provided a report that reflected on the deliberations of the Board of Governors Annual Business Planning Session held on 10 July 2019. The following points were noted in discussion:

- 6.1 The Annual Business Planning Session had focused on how the Board’s decisions making processes could be improved and how to better organise meetings to enable more in-depth discussions on strategic matters.
- 6.2 To provide more opportunities for in-depth discussions, it was proposed that Board meetings should, in future, be separated into two distinct parts. Part 1 of the meeting should include a horizon scanning session and a pre-discussion on agenda items of strategic importance. Part 2 of the meeting should cover items received for statutory and regulatory compliance and for note. A lunch break would take place between the two parts of the meeting to provide an opportunity for social engagement and to create a clear differentiation between the nature of discussion to be undertaken.
- 6.3 It was proposed that horizon scanning sessions should, in future, be linked to the emerging strategic themes the new University Strategy. These would be covered within the wider context of the underpinning Delivery Plans supporting the delivery of the new University Strategy.
- 6.4 At the Business Planning Session, there had been recognition from governors that greater delegation from the Board to Committees and to the University Executive Board was needed to provide more opportunities for in-depth discussion on strategically important agenda items. It was noted that there would be a greater frequency of meetings of Committee Chairs to consider how to streamline and to better, but appropriately, delegate business.
- 6.5 The Board approved the proposals outlined in the report. The Chair of the Board agreed to consider the order of horizon scanning sessions outside of the meeting, in consultation with the Vice-Chancellor and the Clerk.

## 7 Standing Orders

Adrian Parry, Executive Director of Corporate Governance provided a report that outlined the proposed Standing Orders of the Board of Governors. The following points were noted in discussion:

- 7.1 The Standing Orders provided guidance to the Board of Governors on the operation and conduct of its meetings.
- 7.2 This was the first stage of a modernisation process of the University's core governance documents. The University would seek to amend its Articles and Instrument of Government in the near future.
- 7.3 A review of the Standing Orders had been undertaken to ensure that they remained fit-for-purpose and compliant with the principles of good governance. In particular, the length of the Standing Orders had been reduced and the language simplified where appropriate.
- 7.4 It was agreed that the wording of paragraph 13 of the Standing Orders should be reviewed and amended as necessary. This would be agreed by the Chair of the Board outside of the meeting.

**Action: Executive Director of Corporate Governance**

- 7.5 The Board approved the reviewed Standing Orders, subject to the amendment of paragraph 13.

## 8 Constitutional and Membership Matters

Adrian Parry, Executive Director of Corporate Governance, provided a report that covered items linked to constitutional and membership matters.

- 8.1 Election of Chair 2019/2020: The Board noted that Mrs Jane Hoskins had been elected to serve as Chair for the academic year 2019/2020.
- 8.2 Indicative Schedule of Board Business: The Board noted the indicative schedule of Board business, which was intended to act as an aide memoire.
- 8.3 Chair of the Human Resources Committee: The Board noted that Claudia Iton had been elected to serve as Chair of the Human Resources Committee.
- 8.4 Board Membership and Vacancies: The Board noted that:



- (i) External Governor, Baldev Laly, had retired from the Board of Governors with effect from 27 August 2019.
- (ii) External Governor, Ingmar Rinck, had retired from the Board of Governors with effect from 3 October 2019.
- (iii) An advertisement for governor vacancies had been placed on the Advance HE web portal.

8.5 Committee Membership: Following a recommendation from the Nominations Committee, the Board agreed that Chris Williams should be appointed to the Human Resources Committee.

8.6 Committee Terms of Reference:

- (i) The Audit and Quality, Infrastructure and Finance and Nominations Committees had reviewed its terms of reference and had agreed that it had appropriately discharged its responsibilities for the 2018/2019 academic year.
- (ii) The Audit and Quality Committee had reviewed and revised its terms of reference. The Board agreed the revised Audit and Quality Committee terms of reference as outlined in the report.
- (iii) The Infrastructure and Finance Committee wished to make an amendment to its terms of reference. The Board agreed that the terms of reference of the Infrastructure and Finance Committee should be amended as outlined in the report.
- (iv) The Nominations Committee did not wish to recommend any changes to its terms of reference for 2019/2020.

8.7 Register of Interests: The Board noted that annual declaration forms would be circulated to governors for completion.

## 9 External Governor Representation on Major Project Boards and Subsidiary Companies

Adrian Parry, Executive Director of Corporate Governance provided a report that outlined a proposed approach to governor representation on major project boards and subsidiary companies. The following points were noted in discussion:

- 9.1 At its meeting on 11 July 2019, the Board noted and discussed the recommendation from the Nominations Committee that external governor representation on major project and subsidiary company boards should, in future, be considered on a case-by-case basis. At this meeting, the Board agreed that criteria should be developed which would guide a decision on whether a governor member should be appointed to a project or subsidiary board.
- 9.2 It was proposed that each request to approve a major project or the creation of a new subsidiary company should include a recommendation and rationale from the Executive regarding governor membership on the board. This rationale would be based upon an assessment of the criteria proposed in the agenda paper.
- 9.3 It was important to ensure that governor representatives were provided with opportunities to contribute views, expertise and experience to relevant project or subsidiary boards.
- 9.4 Following discussion, the Board agreed the following:
  - (i) That future governor membership of major project boards and subsidiary company boards should be agreed on a case-by-case basis, following the criteria outlined in the agenda paper.
  - (ii) That governor representatives on subsidiary and project boards should be drawn from the Board as a whole and should not be restricted to a designated Committee.
  - (iii) That a governor representative should be invited to report when the work of their designated project board or subsidiary was under discussion at either a Board or committee meeting.
  - (iv) That the Executive Director of Corporate Governance should identify and implement mechanisms to fill vacancies on existing subsidiary and project boards in line with decisions reached above.

## 10 Going Concern Statement

Emma Woollard, Executive Director of Finance, provided a report that outlined the University's Going Concern Statement. The following points were noted in discussion:

- 10.1 The Going Concern Statement was an audit and governance requirement which sought to demonstrate that the University's senior management had considered and continued to consider the key business and financial risks of the organisation.
- 10.2 The Going Concern Statement provided assurance that the University would continue to operate within the twelve months following the signing of the University's Annual Financial Review.
- 10.3 The Going Concern Statement had previously been circulated to the Audit and Quality Committee and University Executive Board.
- 10.4 The Board approved the University's Going Concern Statement.

## 11 Risk Management Policy

Adrian Parry, Executive Director of Corporate Governance provided the updated Risk Management Policy. Minor amendments had been made to the Risk Management Policy. These provided further clarity on how risks should be reported and escalated within the University and how risk scores in local risk registers were contextualised if the risk concerned was subsequently reflected in the Corporate Risk Register. The Board approved the Risk Management Policy.

## 12 Corporate Risk Register

Adrian Parry, Executive Director of Corporate Governance provided the latest iteration of the Corporate Risk Register. The following points were noted in discussion:

- 12.1 The Corporate Risk Register would be refined and redrafted to reflect and dovetail with the imperatives of the new University Strategy.
- 12.2 The Corporate Risk Register remained largely unchanged since its previous iteration. Minor amendments had been made to the wording of some risks to better reflect the nature of those risks.
- 12.3 The Board noted the Corporate Risk Register.



### **13 UPSU Code of Practice 2019/2020**

Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor, introduced the UPSU Code of Practice for 2019/2020. The following points were noted in discussion:

- 13.1 Under Section 22 of the Education Act 1994, governing bodies of higher education institutions were required to take reasonable steps to ensure that students' unions operated in a fair and democratic manner and were accountable for their finances. This Code of Practice outlined the activities undertaken to ensure compliance with the requirements of the Act.
- 13.2 The Board endorsed the UPSU Code of Practice for 2019/2020 and noted that it would be published on the University website.

### **14 Navitas Registration**

Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships) provided a report that outlined the transition of the International College Portsmouth's (ICP) current partnership academic model to a sub-contractual model. The following points were noted in discussion:

- 14.1 The University and ICP partnership had been in operation since 2008. The partnership had previously operated through a Recognition and Articulation Agreement.
- 14.2 The Navitas Group, the parent company of ICP, had indicated its intention to register its partner colleges with the Office for Students under the category of a sub-contractual agreement. Following discussions with Navitas and the OfS directly, it was confirmed that ICP's relationship with the University under the Recognition and Articulation Agreement did not meet the sub-contractual criteria.
- 14.3 To ensure compliance with OfS registration requirements, the Recognition and Articulation Agreement between the University and Navitas had been novated to a full sub-contractual model following approval from the University Executive Board and Academic Council. Students who had previously held a contract directly with ICP had been novated to a new joint ICP and University contract to reflect the tri-partite relationship between the student and the two organisations.
- 14.4 It was noted that ICP's registration with the OfS was still pending approval from the regulator.
- 14.5 The Board noted the report.

## 15 Key Performance Indicators

Fiona Loughran, Director of Planning introduced a report that provided an update on the progress of the University's Key Performance Indicators (KPIs) for the academic year 2018/2019. The following points were noted in discussion:

- 15.1 This KPI paper provided an overview of the work and progress made across the University to implement the ambitions outlined in the current University Strategy. This report comprised of the following:
  - (i) A red/amber/green (RAG) rating summary of performance against KPIs.
  - (ii) A full dataset outlining the performance of KPIs from 2015 to the present.
  - (iii) A report outlining the University's performance compared to the sector.
- 15.2 Overall student satisfaction in the National Student Survey (NSS) had declined from 88% in 2018 to 86% in 2019. This was a key metric for the University and affected league table positions. It was noted that work was underway to determine the root causes of the decline in satisfaction rate ahead of the 2020 survey.
- 15.3 Provisional data indicated that the non-continuation rate for full-time first-degree students was slightly below the 2020/2021 target of 5%, at 5.8% for 2018/2019.
- 15.4 KPIs of research income, research active staff and post graduate students continued to be exceeded.
- 15.5 The University's average ranking across the key UK university league tables had decreased from 42 in 2017/2018 to 43 in 2018/2019. The University continued to exceed its target of an average league table ranking within the top 50 by 2020/2021.
- 15.6 It was noted that 2020/2021 targets had been set as these correlated with the ambitions set in the University Strategy to 2020. Phased targets had also been set for a number of the KPIs.
- 15.7 It was noted that the University's Times Higher World Ranking position had been wrongly noted residing within the upper quartile of all UK higher education institutions. It was agreed that this would be updated outside of the meeting.
- 15.8 The Board noted the report.

## 16 Access and Participation Plan 2020/21 to 2024/25 – confidential item

## 17 Optometry – confidential item

## 18 Vice-Chancellor's Report

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

- 19.1 Stanhope House Student Accommodation: Stanhope House remained unfinished and a number of students were still waiting to move into this accommodation. The University continued to place pressure on the property developers, Prime Student Living. There had been significant coverage in the media about the issues experienced by the students. It was noted that Stanhope House had not been the only example of a student accommodation block being unfinished for the start of the academic year and demonstrated a broader sector-wide issue in relation to private housing providers. It was noted that, whilst the University could recommend particular student accommodation providers to students, there was little the University could do to discourage students from agreeing contracts with particular student accommodation providers.
- 19.2 The Vice-Chancellor had been appointed to the Solent Local Enterprise Partnership (LEP) Board.
- 19.3 Student Recruitment – **confidential minute**
- 19.4 New University Strategy: The development of the new University Strategy was progressing well. The Board would receive the new strategy at its meeting in November 2019.
- 19.5 Graduate Outcomes: Three cohorts of graduates had already been surveyed which predominately consisted of postgraduate taught students and other non-degree graduates. Students who graduated in July 2018 would be invited to undertake the survey between 1 September and 30 November 2019.
- 19.6 Research Excellence Framework (REF) and Knowledge Excellence Framework (KEF): It was noted that the REF Code of Practice had been submitted to Research England. The KEF would be launched this academic year and it was clear that there would be a correlation between the KEF and the Higher Education Innovation Fund (HEIF), which would have future implications for HEIF funding.

## **19 Nominations Committee**

The Board received and noted a report from the Chair of the Nominations Committee on the meeting held on 25 September 2019 and accepted the work of the Committee as reported.

## **20 Infrastructure and Finance Committee**

- 22.1 The Board received and noted a report from the Chair of the Infrastructure and Finance Committee on the meeting held on 17 September 2019 and accepted the work of the Committee as reported.
- 22.2 The Board received and noted the University and Subsidiary Companies Management accounts as at end of July 2019.

## **21 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 24 September 2019 and accepted the work of the Committee as reported.

## **22 Academic Council**

- 22.1. Academic Council Chair Report: The Board received and noted a report from the Chair of the Academic Council on the meeting held on 25 June 2019.
- 22.2. Academic Council Minutes: It was noted that the draft minutes of the Academic Council meeting of 26 November 2019 would be circulated electronically to members once they were available.

## **23 Prevent Duty**

The Board noted the report on the University's progress in delivering its Prevent Duty.

## **24 Delegated Authority**

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

## **25 Date of Next Meeting**

The next meeting would take place on 25 November 2019 at 1400.