

## Board of Governors

TIME /DATE / VENUE	1400, 25 November 2019, Board Room, Room 4.18, St Andrew's Court
PRESENT	Jane Hoskins (Chair) Roger Burke-Hamilton (from Min 28) Dr Catherine Carroll-Meehan Jenny Crighton Bishop Christopher Foster (up to Min 30) Professor Graham Galbraith Claudia Iton ( <i>by telephone</i> ) Anne Lambert Tim Lee-Lewis Frances Morris Jones Paul Myers Helena Schofield Lyuda Wade David Wilding David Willan
IN ATTENDANCE	Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships) Claire Dunning, University Solicitor (Min 31) 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

## 26 Introductions, Apologies Quoracy and Conflicts of Interest

- 26.1 The Chair welcomed to the meeting Dr Catherine Carroll-Meehan, Academic Council Governor.
- 26.2 Apologies were received from External Governor: Christopher Williams and Academic Staff Governor: Professor David Sanders. Apologies for late arrival were received from External Governor: Roger Burke-Hamilton.
- 26.3 The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

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

## 27 Minutes of the Previous Meeting

The minutes of the meeting held on 9 October 2019 were confirmed and signed as an accurate record.

## 28 Matters Actioned and Matters Arising

28.1 Action was reported in the agenda papers on one matter which was for note.

28.2 The following matters arising were received:

- (i) It was agreed that the updated wording to paragraph 13 the Standing Orders would be circulated electronically to members.

**Action: Executive Director of Corporate Governance.**

- (ii) The University's Access and Participation Plan covering the period 2020/2021 to 2024/25 had been approved by the Office for Students.

## 29 University Strategy

29.1 The Board received a presentation on the University's Vision for 2030 and the new University Strategy covering the period 2020 to 2025. The following points were noted:

- (i) The new University Strategy had been developed through extensive consultation with staff, students and governors. Feedback from these consultations had indicated that the University should aim to be more ambitious in its approach and that the new Strategy should demonstrate unique attributes to the University of Portsmouth.
- (ii) The University's ten year vision was that, by 2030, the University would be the UK's top modern university and one of the top 100 young universities in the world. The Board noted that these were bold and distinctive ambitions which

would require hard work from all members of staff across the University to achieve and maintain. The University was currently ranked as the 4<sup>th</sup> modern university in the Guardian League Table and 120<sup>th</sup> in the Times Higher Education (THE) Young Universities global ranking. It was noted that a number of universities that ranked in the Top 100 of the THE Young Universities rankings had medical schools which typically added to the prestige of the University, and increased research income. It was important that the configuration of the University appropriately supported the University's ambition to achieve its vision for 2030.

- (iii) The University was in the process of developing KPIs and targets for achievement by 2025 which would support achievement of its 2030 vision. It was envisaged that these would be mapped against each element of the new University strategy, taking account of current performance. Whilst it was important to compare the University's league table performance with that of its key competitors, it was also important to ensure that the University's KPIs remained distinctive to Portsmouth.
- (iv) The University's overarching priority was to inspire its staff community to be creative and bold. Members of staff were vital to the success of the University's Strategy and therefore it was important that the wellbeing and resilience of staff was well supported. It was noted that staff engagement was also an essential component of the success of the Strategy and that it was important that staff understood the value of their work and that they feel able to contribute ideas for the future. Targets to inspire staff focused upon improving opportunities for staff feedback; increasing the diversity of staff; and reducing the gender pay gap by 2025.
- (v) An ambition of the University was to engage every student in a life-changing experience. By 2025, the University would ensure that the student experience was consistently outstanding across the University; reduce attainment gaps; inspire and challenge students; and promote successful graduate outcomes. Metrics such as the National Student Survey (NSS), the Teaching Excellence Framework (TEF), and Graduate Outcomes would be important mechanisms to monitor the success of these ambitions. The Access and Participation Plan included specific targets in relation to attainment gaps. It was noted that, whilst the University had a strong record for student satisfaction in the NSS, there were a number of categories that would require improvement.

- (vi) Another ambition of the University was to meet changing patterns of student demand and to widen participation. By 2025, the University would proactively respond to changing demand for courses; revolutionise its approach to digital learning; champion improved access and inclusivity; and meet future employer skills and needs. The University aimed to increase its student numbers from 29,000 in 2019/2020 to 39,000 in 2029/2030. The University would seek to capitalise upon increasing numbers of 18 year olds in the population, while also focusing on improving its tariff on entry. The University would place a strong focus in the coming years on alternative delivery of programmes, including online delivery and increased Degree Apprenticeship provision.
- (vii) An ambition of the University was to deliver globally-recognised research and innovative solutions that improve society. By 2025, the University would significantly extend its research impact both nationally and globally; extend knowledge through its thematic research areas; exchange knowledge through strategic partnerships; and promote enterprise. It was noted that the University would aim to be the highest ranked modern University in the Research Excellence Framework (REF) 2028. By 2025, the University also wished to establish two high-value major strategic partnerships. Targets relating to the Knowledge Exchange Framework (KEF) would be developed once the final guidance on the framework had been received.
- (viii) To achieve the above ambitions, the University had established a number of underlying priorities. These were as follows:
- Become one of the UK's leading civic universities;
  - Significantly build our global reach and reputation;
  - Lead in environmental sustainability and become climate positive by 2030;
  - Transform our alumni relations and advancement activity;
  - Delivery quality and excellence across all activities;
  - Invest in our future and maintain financial strength;
  - Enhance our estate and infrastructure;
  - Innovate through digital technologies.
- (ix) The University's next steps included development of the delivery plans that would underpin the University Strategy. These would include more detailed milestones and targets, and defined actioned, timescales and responsibilities for delivery.

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

- (i) The Board commended the work on the new Strategy and thanked the Director of Planning and her team for their hard work in its development.
- (ii) It was important to consider the areas that would require focus and priority, and consequently the areas that may require less emphasis to support the University's ambitions. It was noted that the University was investing in its Information Systems infrastructure which would release new resources and thereby provide better opportunities to support the University to achieve its goals. The University would redesign a number of its processes to provide more agility and to ensure that issues were addressed effectively and efficiently.
- (iii) The ambitions focused on improving performance in a number of important metrics and surveys. It was important to ensure that ambition was also embedded within the University's key values.

29.3 Following discussions, the Board:

- (i) Noted the University's Vision for 2030.
- (ii) Endorsed the University Strategy covering the period 2020 to 2025.
- (iii) Noted the University's strategic targets and KPIs to 2025.

## **30 University's Future Entry Requirements and Market Position – confidential item**

### **31 Articles and Instruments**

31.1 The Board received from the Executive Director of Corporate Governance proposed new Instrument and Articles of Government for the University. The following points were noted in discussion:

- (i) The University's current Instrument and Articles had been based upon a model contained within the Education Reform Act 1988. Previously it had not been possible to make revisions to either of the documents without the approval of the Privy Council and any amendments were still required to confirm with the stipulations of this model. The Higher Education and Research Act 2017



removed these restrictions and, from 1 August 2019, the Board of Governors had been empowered to make changes to the University's Instrument and Articles as and when it deems fit. It was a requirement, however, that any changes to the Instrument and Articles were submitted as a "reportable event" to the Office for Students (OfS) to ensure that they conformed with public interest principles.

- (ii) The proposed revised Instrument and Articles of Government were based upon a model developed by Pinsent Masons LLP. It was noted that the OfS had informed Pinsent Masons LLP that it was satisfied that the model met the Registration Condition E1 that "governing documents must uphold the public interest". Minor amendments had been made to the model, where necessary, to reflect the University's structures and practices.
- (iii) The revised Instrument and Articles provided greater flexibility in the way that the Board could conduct its business and discharge its responsibilities. The detailed arrangements for the organisation and conduct of meetings would, in future, be addressed within the Standing Orders. Also, specific detail that related to the content of policies and processes had been removed and could now be decanted to the policies themselves.
- (iv) It was noted that issues related to securing Value for Money featured in the University's current Instrument and Articles of Government and that this was an important responsibility of the Audit and Quality Committee.
- (v) The general requirement to establish an Audit Committee had not been included in the revised Instrument and Articles. Whilst this was an importance governance requirement and therefore unlikely to be disbanded, it was important to specify this requirement in the University's constitutional documents.
- (vi) It was noted that the Board's responsibility for the dismissal of the Vice-Chancellor was covered under paragraphs 1.4 and 7.2(a) of the revised Articles.
- (vii) Arrangements for the appointment of the Chair of the Board should be outlined within the Standing Orders of the Board.

**Action: Executive Director of Corporate Governance**

- (viii) A key responsibility of the Board was to ensure the solvency of the University and the safeguarding of its assets. It was important that this was iterated within the revised Instrument and Articles.
- (ix) It was not possible to remove 'Higher Education Corporation' from the University's legal name via changes to the Instrument and Articles.

31.2 The Board approved the revised Instrument and Articles of Government and their onward submission to the OfS, subject to the following amendments:

- (i) Under section 12.1: 'the effective and efficient use of the University's resources and the safeguarding of its assets.'
- (ii) A new section should be added after section 12.6 specifically for 'Committees of the Board of Governors'. The following section should then be added: 'The Board of Governors shall establish an audit committee and shall establish or disestablish any other committees that it decides are necessary for the conduct of its business.'
- (iii) Under section 13.2: 'the solvency of the University and the safeguarding of its assets' should be added.

## **32 Financial Statements of the University 2018/2019 – confidential item**

## **33 Letter of Representation and Letters of Support for Subsidiary Companies**

- 33.1 The Board received the Letter of Representation addressed to the external auditors from the University of Portsmouth, and Letters of Support for the University's subsidiary companies.
- 33.2 The next strategic session to the Board of Governors in January 2019 would be led by Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation). This strategic session would include a discussion on the Technopole building and its role in the delivery of the University's future plans.
- 33.3 The Board approved the Letter of Representation from the Board to the external auditors, Deloitte LLP and the Letters of Support for the subsidiary companies for: Portsmouth Technopole Ltd (PTL); Technology Enterprises Portsmouth Ltd (TEPL);

University of Portsmouth Investments Ltd (UPIL); UOPM Sdn Bhd (UOPM); and the University of Portsmouth Service Ltd (UPSL).

### **34 Financial Forecasts and Annual Accountability Return**

34.1 The Board received from the Executive Director of Finance, the Office for Students Annual Finance Return. The following points were noted in discussion:

- (i) The format of the Annual Finance Return had been expanded and required more detailed information than in previous years. The report focused on the financial forecasts and the Finance HESA Return which was a new addition to the reporting requirements.
- (ii) Guidance from the OfS on the Annual Finance Return had not been received until 28 October 2019. It was noted that the template for the return had been revised by the OfS on three separate occasions.
- (iii) The commentary to support the Financial Return aimed to demonstrate to the Office for Students the financial viability and sustainability of the University and had been drafted in accordance with the guidance provided by the OfS.
- (iv) The Board expressed its concern that the OfS had circulated the template and guidance for the Financial Return at such late notice. It was suggested that the Board should share its concerns with the Committee of University Chairs (CUC).

34.2 The Board approved the Annual Financial Return for submission to the OfS.

### **35 Annual Report of Audit and Quality Committee**

35.1 The Board received the Annual Report of the Audit and Quality Committee for submission to the Office for Students. The following key points were noted:

- (i) Appended to the annual report was the internal auditor's annual report, the Accountability Return, and the Annual Accountability Return (Research).
- (ii) The report had been considered and agreed by the Audit and Quality Committee at its meeting on 13 November 2019.



- 35.2 The Board endorsed the Annual Report of the Audit and Quality Committee and the Annual Accountability Returns for submission to the Office for Students.

### **36 Assurance Statement on Quality**

- 36.1 The Board received from the Deputy Vice-Chancellor the Assurance Statement on Quality. The following key points were noted:
- (i) This report was provided to the Board on an annual basis to provide assurance that the University had appropriate and robust academic quality assurance processes.
  - (ii) Previously the University had been required to submit to the OfS a signed statement confirming that the University was continuously improving its academic experience and student outcomes. This return was not required for this year. However, it was important that the Board continued to be sighted on matters of academic assurance.
- 36.2 The Board noted the Assurance Statement on Quality and agreed that it should continue to receive a report on an annual basis.

### **37 Prevent Duty**

- 37.1 The Board received the University's Prevent Duty Monitoring Report from the Executive Director of Corporate Governance. The following points were noted in discussion:
- (i) Each year, the Board was asked to provide an accountability and data return to the Office for Students that confirmed that the University has had due regard for the Prevent Duty.
  - (ii) During the course of the year, regular updates had been provided to the Board of Governors and the Audit and Quality Committee that reported upon the University's progress in delivering its Prevent Duty.
- 37.2 The Board confirmed that the report had given the necessary assurance that the University has had due regard for the Prevent Duty during 2018/2019 and approved the Prevent Annual Accountability Statement and Data Return for submission to the Office for Students.

### 38 Annual Remuneration Report

- 38.1 The Board received from the Executive Director of Corporate Governance the Annual Remuneration Report to the Board of Governors. The following points were noted:
- (i) The Committee of University Chairs (CUC) recommended that all universities should publish an annual report on the work of its remuneration committees.
  - (ii) This report provided a detailed summary and account of how the pay of senior postholders was considered and set.
- 38.2 The Board approved the report and agreed that it should be published on the University's website.

### 39 Modern Slavery Act 2015

- 39.1 The Board received from the Executive Director of Corporate Governance the Annual Modern Slavery Statement and Anti-Slavery Policy. The following points were noted:
- (i) The University was required under the Modern Slavery Act 2015 to produce and publish on its website an annual slavery and human trafficking statement.
  - (ii) The Modern Slavery Act did not mandate the format or content of the annual statement. However, there was an expectation that the statements would demonstrate a year-on-year improvement.
  - (iii) The statement provided an update on the progress of activities during the year, and outlined the activities of the University for the next twelve months. It was noted that the University wished to be more pro-active in relation to training and to update its communication strategies to increase awareness generally within the University of the risks and implications of modern slavery.
- 39.2 The Board:
- (i) Approved the Modern Slavery Statement and Modern Slavery Policy as outlined in the agenda papers.
  - (ii) Authorised for the Chair of the Board to sign the statement on behalf of the University.

## 40 Optometry Update – confidential item

### 41 Compliance with Regulatory Deadlines

- 41.1 The Board received a report from the Executive Director of Corporate Governance that drew its attention to a letter dated 21 October 2019 from the OfS to the Chair of Governors.
- 41.2 The purpose of the letter was to remind governing bodies that the timely submission of data and payment of registration and other fees is a condition of OfS registration.
- 41.3 The letter had been sent to the Chair of Governors because the University was one of 250 providers that had not paid its annual subscription to the Quality Assurance Agency (QAA) by the due date. The sum involved for the University was £12,386. Consequently, the OfS required the University to provide it with the record of a Board of Governor’s discussion of the reason for the deadline being missed and the steps to be taken to ensure that future deadlines were met.
- 41.4 The payment had been processed in good time but due to human error had not been included as part of a Bacs payment run. This error was subsequently identified, rectified and the payment made, albeit 21 days after the required payment date.
- 41.5 The Corporate Governance Office had compiled a register of all due dates for data submission and payment of registration fees. Those with responsibility for submissions and payments would be contacted two weeks prior to the requisite deadline and asked to confirm that the deadline would be met. They would also be contacted on the day of the deadline and asked to confirm that the submission or payment had been made.
- 41.6 The following points were made in discussion:
- (i) The letter had prompted considerable criticism of the OfS from providers and other commentators. Its tone and content was regrettable and its threat of sanction was disproportionate and unnecessary.

- (ii) Communications from the OfS frequently lacked clarity and consistency. Clearer articulation of requirements and the advance publication of clear timescales by the OfS would greatly assist compliance with deadlines.
- (iii) The requirement for the Board to discuss this minor transgression was not an effective use of governors' time.

41.7 The Board of Governors:

- (i) Noted the letter dated 21 October 2019 from the OfS to the Chair of Governors.
- (ii) Noted the reason for the late payment.
- (iii) Noted the mitigating action taken to ensure that future deadlines were met.
- (iv) Agreed that a formal record of these deliberations should be forwarded to the OfS.

## 42 Exceptional and Urgent Approvals Group

The Board received and noted the minutes from the meeting of the Exceptional and Urgent Approvals Group (EUAG) meeting held on 7 November 2019.

## 43 Reports from Chair and Vice-Chancellor

43.1 The Chair of the Board reported that she had attended the CUC's Autumn Plenary on 10 and 11 October 2019. It was noted that the CUC had undertaken a review of its Higher Education Code of Governance which would shortly be released for consultation. The Chair also reported that she had attended her first meeting of the Universities and Colleges Employers Association (UCEA) Board on 10 October 2019.

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

- (i) Portsmouth Hospitals NHS Trust (PHT): The University and PHT had signed a strategic partnership agreement on 5 November 2019. This agreement included a joint 2020-25 vision statement outlining how the two organisations would work together over the next five years to enhance both clinical and academic excellence to improve the health and wellbeing of people in the local community.

- (ii) Project Selbourne – **confidential minute**
  
- (iii) Professor Matthew Weait, Executive Dean of the Faculty of Humanities and Social Sciences would be leaving the University in February 2020 to take up the position of Deputy Vice-Chancellor at the University of Hertfordshire. On behalf of the Board, the Chair wished Professor Weait well in his future endeavours.

#### **44 Remuneration Committees**

- 44.1 The Board received and noted a report from the Chair of the Senior Postholders Remuneration Committee and Vice-Chancellor’s Remuneration Committee, on the meetings held on 29 October 2019 and accepted the work of the Committees as reported.
  
- 44.2 The Board noted the Vice-Chancellor’s objectives for 2019/2020.

#### **45 Infrastructure and Finance Committee**

- 45.1 The Board received and noted a report from the Chair of the Infrastructure and Finance Committee on the meeting held on 12 November 2019 and accepted the work of the Committee as reported.
  
- 45.2 The Board received and noted the University Management Accounts as at 30 September 2019.

#### **46 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 13 November 2019 and accepted the work of the Committee as reported.

#### **47 Academic Council**

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.

#### **48 Delegated Authority**

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

## **49 Date of Next Meeting**

The next meeting would take place on 22 January 2020.