

Board of Governors

TIME /DATE / VENUE	1225 22 January 2020, Board Room, Room 4.18, St Andrew's Court
PRESENT	Jane Hoskins (Chair) Roger Burke-Hamilton Dr Catherine Carroll-Meehan Jenny Crighton Bishop Christopher Foster (up to Min 59) Claudia Iton Tim Lee-Lewis Frances Morris Jones Professor David Sanders Helena Schofield Lyuda Wade (except for minute 58) David Wilding David Willan Christopher Williams
IN ATTENDANCE	Karen Bates, Deputy Director of Information Services, (Min 58 only) Professor Paul Hayes, Deputy Vice-Chancellor Fiona Loughran, Director of Planning (Min 59 only) Lynda Martin, Interim Health and Safety Manager (Min 60 only) Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) Darrell Sturley, Interim Director of Information Services, (Min 58 only) Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor Stephen Wiggins, Academic Registrar and Director of DSAA (Min 58 only) 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
	Tabled paper: minute 57, tracked changes version of revised TOR.

50 Strategic Horizon Scanning Session: Business and Innovation

Professor Bob Nichol, Pro Vice-Chancellor (Research & Innovation) provided a presentation to the Board on the development of the University Innovation Centres, including the Technopole. The Board appreciated the insight provided into the national and local context for innovation and business development activities, the Knowledge Exchanged Framework and the four University owned Innovation Centres. It was suggested that a tour of the centres might be useful for governors in the future.

51 Introductions, Apologies Quoracy and Conflicts of Interest

- 51.1 Apologies were received from External Governors: Anne Lambert and Paul Myers, Vice-Chancellor: Professor Graham Galbraith, Academic Council Governor (job share): Jenny Walden and Chris Chang: Pro Vice-Chancellor (Global Engagement and Education Partnerships). The Board wished to pass on its thoughts and good wishes to the Vice-Chancellor following a recent accident involving a family member.
- 51.2 The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- 51.3 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.
 - (iii) Lyuda Wade (Staff Governor) worked in the Student Systems Project team and so would withdraw from the meeting for agenda item 5.4.

52 Minutes of the Previous Meeting

The minutes of the meeting held on 25 November 2019 were confirmed and signed as an accurate record.

53 Matters Actioned and Matters Arising

- 53.1 The updated Standing Orders would be discussed later in the meeting under a distinct agenda item.
- 53.2 The Executive Director of Corporate Governance provided an update on the revised Instrument and Articles of Government that had been approved at the last meeting of the Board. As required, the revised documentation had been submitted to the Office for Students (OfS) on 30 November 2019. The University was contacted by the OfS on 17 January 2020 and asked to provide an indication of the changes it had made. The university had responded and was awaiting any further correspondence from the OfS.
- 53.3 There were no further matters arising.

54 Optometry update – confidential item

55 Standing orders

55.1 The Executive Director of Corporate Governance reminded the Board that following a comprehensive review, the Standing Orders had been approved by the Board at the meeting held on 9 October 2019. On 26 November 2019, the Board had also discussed operational aspects of the Standing Orders in the context of approving the University's new Instrument and Articles of Government.

The Board was asked to agree three amendments to the Standing Orders. Key points noted in discussion were:

- (i) The Board has requested that the Standing Orders should be amended to reflect the desirability of seeking external candidates if, upon the closure of nominations, only one candidate was nominated from amongst the existing external governors.
- (ii) It was acknowledged that it was desirable for there to be a contested election for the role of Chair, because this would provide governors with a choice of candidates. However, the view was expressed that the Board should retain discretion to make decisions according to the circumstances that prevailed at the time, rather than be mandated to seek external candidates in all circumstances.
- (iii) There were cost implications arising from the employment of search agencies to secure external candidates. However, the Board was not obliged to follow this approach in all circumstances. Similarly, the cost was not significant in terms of the importance of the role.
- (iv) Use of search agencies might unduly extend the timeline for appointing the Chair, which may be unnecessary if a suitable existing external governor had been nominated.
- (v) The University was now regularly using search agencies to recruit new governors. This was now often necessary to ensure the recruitment of high calibre governors.
- (vi) The Students' Union had undertaken a review of its elected officer structure and had decided that the role of President should be discontinued for 2020/21 onwards. It was therefore necessary to amend the Standing Orders to reflect this change and to enable the Student Union's nominated elected officer to serve on the Board.

55.2 The Board of Governors agreed that the Standing Offers should be amended:

Board of Governors – 22 January 2020 (contains confidential minutes)

Confirmed

- (i) Delegated Responsibility – amend section 13
“The Chair (or in the Chair’s absence, the Deputy Chair) shall receive delegated authority to take any decisions that **do not** merit, in the reasonable view of the Chair ...
- (ii) Appointment of the Chair – add to section 3
"If only one candidate is nominated for the role of Chair then additional candidates will be sought”.
- (iii) UPSU Officer – amend section 4
“The Students’ Union shall nominate an elected officer to serve as a member of the Board”.

Action: Executive Director of Corporate Governance

56 Academic Council Terms of Reference 2019/2020

At its meeting held on 26 November 2019, the Academic Council had considered its Constitution, membership, terms of reference and terms of office. Two corrections to the paper were noted: Professor Karen Heard-Laureote was no longer a HSS academic staff member and David Sanders was now a Professor. Subject to these corrections, the Board approved the Academic Council Constitution, membership, terms of reference and terms of office.

Action: Senior Governance Officer

57 Human Resources Committee Terms of Reference

The Executive Director of Corporate Governance reminded the Board that each year, each committee was asked to review and consider its terms of reference. The Human Resources Committee met on 4 December 2019 and had requested a number of changes. A track changes version was tabled to clarify where the changes to the published terms had taken place. The following key points were noted in discussion:

- (i) The proposed changes were designed to give the Committee a more proactive role in advising and overseeing activity.
- (ii) It would be difficult to identify mechanisms to measure the impact of the Committee. However, the Committee would undertake a self-assessment of their performance each year.
- (iii) The University Strategy placed emphasis environmental sustainability and this should be reflected within the terms of reference of relevant committees. Whilst the Infrastructure and Finance Committee addressed some aspects of sustainability within

the built environment, it may be desirable for the Board to have an over-arching role in monitoring and advising upon this activity.

- (iv) It was agreed that once the action plan for environmental sustainability had been approved by the Executive, then the Board should receive a paper to address this issue.

Action: UEB Champion, Professor Bob Nichol, Pro Vice-Chancellor

- (v) The Board approved the revised Terms of Reference of the Human Resources Committee.

58 Student System Baseline Review – confidential item

59 Key Performance Indicators (KPIs)

Fiona Loughran, Director of Planning, introduced the Quarterly Monitoring Report, which reviewed progress achieved against the KPIs developed for the 2015 Strategy. The focus of this report was upon student recruitment and research and innovation income. It was noted that monitoring against the new University Vision 2030 and Strategy 2025 would be phased in from the summer of 2020. Key points noted were:

- (i) Overall, the position for 2019/2020 student numbers was positive. Although the University had not fully reached the ambitious targets set for some categories of students, student numbers had increased from last year and were the highest ever for the University. Given the current challenges around recruitment in an increasingly competitive environment, this was a pleasing result.
- (ii) The new Home/EU full time undergraduate new entrant student numbers had exceeded the target set by 31 (not 13 as stated in the paper).
- (iii) Recruitment to full-time Post Graduate Taught courses had fallen this year, meaning that the stretching targets set had not been met. Part-time student numbers also did not meet their target. This decline had occurred despite the continuation of the University's Masters Scholarship scheme for graduating UoP students with good degrees. This decline might be attributed to the relatively buoyant jobs market.
- (iv) The full-time international target for 2019/2020 had been exceeded, due in part to circa 600 (not 290 as in the paper) students starting Masters Courses in January 2020.
- (v) The collaborative agreement with the International College Portsmouth (ICP) had changed with effect from 1 August 2019. ICP was therefore now treated as a franchised partner and ICP students would be included in the University's HESES and HESA student returns from 2019/2020 onwards.

- (vi) Quarter 1 2019/2020 Research and Innovation income was in line with target, with the final position this year expected to exceed target. However, within the three income strands that made up this headline figure, there was a variable picture.
- (vii) The Board welcomed the University's successful overall recruitment position in 2019/2020, and noted that the Quarter 1 forecast of Research and Innovation Income was expected to exceed target in 2019/2020.

60 Health and Safety Annual Report

The Board received the Annual Report of Health and Safety 2018/2019. The Audit and Quality Committee had considered this on 13 November 2019. In response to a question, the Board was informed that Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships) was monitoring the situation with regard to the impact that the current coronavirus epidemic in China could have upon staff and students and that the University was issuing appropriate guidance.

61 Reports from the Chair and Deputy Vice-Chancellors

61.1 The Chair of the Board reported that

- (i) The Committee of University Chairs (CUC) had recently launched a public consultation on its new draft Higher Education Code of Governance. The consultation process ended on 13 March 2020 and it was likely that a new code of Governance would be in place by the summer of 2020. The timescale for the consultation did not enable a draft response to be discussed at a Board meeting and this would be circulated to governors for comment prior to submission.

Action: Executive Director of Corporate Governance

- (ii) She had recently attended a Universities and Colleges Employers Association (UCEA) Board meeting. Discussions on the next pay settlement had commenced, although the unions had still not accepted the previous year's pay offer.

61.2 The Board received a verbal update from Professor Paul Hayes, Deputy Vice-Chancellor and Bernie Topham, Deputy Vice-Chancellor and Chief Operating Officer. The following key points were noted:

- (i) The University Strategy 2025 had been officially launched and delivery plans were now being developed by the University Executive Board.
- (ii) The general election result and the certainty that Brexit would now happen meant that there was likely to be some stability in the political environment, although higher education was unlikely to be the focus.

- (iii) In the medium term, a formal response to the Augar Review and the questions around funding for higher education would need to be addressed by the Government.
- (iv) Students had now moved into Stanhope House, although there were still incomplete works in some of the communal areas. The developer had not adhered to the national code of practice and the issue of private developer standards was being discussed at national level.
- (v) Professor Gioia Pescetto had announced that she would retire in the summer as Executive Dean of the Faculty of Business and Law. A search agency had been appointed to recruit to this role and that of the Dean of the Faculty of Humanities and Social Sciences.

62 University and Subsidiary Management accounts

The Board noted the University and Subsidiary management accounts for the period to 31 October 2019.

63 Human Resources Committee Chair's Report

The Board received and noted a report from the Chair Committee on the meeting held on 4 December 2019 and accepted the work of the Committee as reported.

64 Academic Council

The Board noted the report of the Academic Council meeting held on 26 November 2019 and that the draft minutes would be circulated electronically to members once they were available.

65 Meeting dates 2020/2021

The dates were confirmed as:

Wednesday 7 October 2020 from 1130 to 1630

Monday 23 November 2020 from 1130 to 1630

Wednesday 20 January 2021 from 1130 to 1630

Wednesday 31 March 2021 from 1130 to 1630

Wednesday 7 July 2021 from 1130 to 1630

66 Delegated Authority

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

67 Date of Next Meeting

The next meeting would take place on 1 April 2020.