

Board of Governors

TIME /DATE / VENUE	1130, 8 July 2020, via videoconference
PRESENT	Jane Hoskins (Chair) Roger Burke-Hamilton Dr Catherine Carroll-Meehan Jenny Crighton Professor Graham Galbraith Claudia Iton Frances Morris-Jones Anne Lambert Timothy Lee-Lewis Professor David Sanders Hayley Turner-McIntyre, UPSU Vice President Welfare and Community Lyuda Wade David Wilding David Willan (Minute 89 onwards) Christopher Williams
IN ATTENDANCE	Fiona Bell, Director of Estates and Campus Services (Minute 90 only) Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships) (up to Minute 93) Mark Cooper, Associate PVC (Education Partnerships) (Minute 91 only) Steve Cosgrove, Programme Lead HRF Transform (Minute 93 only) Professor Paul Hayes, Deputy Vice-Chancellor Gemma Kirk, GLK Solutions, Education Project Managers (Minute 91 only) Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) Darrell Sturley, Interim Director of Information Services (Minute 93 only) Alison Thorne Henderson, Executive Director of Human Resources (Min 93 to 94) Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor Emma Woollard, Executive Director of Finance
SECRETARIAT	Adrian Parry, Executive Director of Corporate Governance Annette Mills, Head of Governance Services Helen Malbon, Senior Governance Officer

A supporting paper was tabled for agenda item 4.2 Covid-19 Action Plan update, which provided indicative timescales for reopening the campus to staff and students.

84 Introductions, Apologies, Quoracy and Conflicts of Interest

- 84.1 The Chair welcomed members to the meeting and introduced Hayley Turner-McIntyre, UPSU Vice President Welfare and Community. She had commenced her role on 1 July 2020 and would be the UPSU representative on the Board of Governors. She introduced herself, explaining that she had also been a sabbatical

officer during the 2019/2020 academic year and would continue her campaigning role, whilst supporting the new officers.

- 84.2 Apologies for absence were received from External Governors Bishop Christopher Foster and Paul Myers.
- 84.3 The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- 84.4 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.
 - (iii) Dr Catherine Carroll-Meehan declared an interest in the University of Portsmouth Academy Trust proposal to be considered under agenda item 4.5. She had been involved in her capacity as Head of the School of Education and Sociology in the development of the proposal.

85 Minutes of the Previous Meeting

The minutes of the meeting held on 1 April 2020 were confirmed as an accurate record.

86 Matters Actions and Matters Arising

Action was reported in the agenda papers on three matters. The following matters arising were reported:

- (i) It was noted that an informal briefing session for governors had been held in May 2020 and that another was planned for September 2020.
- (ii) The Student System Project lessons learnt review would be received at a future meeting.
- (iii) The KPI overview report would be received at a future meeting

87 Board membership and Committee matters

Adrian Parry, Executive Director of Corporate Governance, provided a report that detailed proposals from the Nominations Committee for the appointment and reappointment of Board members and changes to committee membership. The report also asked the Board to note other aspects of the Nomination Committee's deliberations at its meeting held on 25 June 2020.

- 87.1 David Willan's first term as a governor expired on 31 July 2020. The Nominations Committee had agreed to recommend his reappointment for a second term. The Board agreed that David Willan should be appointed for a second term as a governor from 1 August 2020 – 31 July 2023.

87.2 In accordance with the Standing Orders in place at the time of David Willan's election as Deputy Chair in 2019, the Board was required to appoint a Deputy Chair at the last meeting of each academic year. David Willan had indicated his willingness to continue to serve as Deputy Chair and no other candidates were proposed by the deadline for nominations. David Willan's candidature was proposed by Jenny Crighton and seconded by Claudia Iton. The Board ratified the appointment of David Willan as Deputy Chair of the Board of Governors. Under the Standing Orders now in place, this appointment would be for a period of three years from August 2020 to July 2023.

87.3 It was noted that the Infrastructure and Finance Committee had agreed to appoint Jenny Crighton as Chair for three years from August 2020.

87.4 The Board of Governors had previously agreed that it should rationalise the membership of its Committees where this was possible and desirable. In line with this goal, the Nominations Committee wished to recommend that the number of Academic Council nominated representatives should be reduced from two to one member. The Board agreed that the two roles should be combined and that the Committee's terms of reference should be amended to allow for the single role of "Academic Council nominated representative: appointed by the Academic Council". The Academic Council nominated teaching staff Governor Role would remain unchanged.

Action: Executive Director of Corporate Governance

87.5 The Board currently had one vacancy for an external governor. A further vacancy would arise following a retirement from the Board in August 2020 and an additional three vacancies would arise following retirements that would occur in August 2021.

- (i) In February 2020 Perrett Laver, an executive search agency, had been appointed to identify suitable candidates for appointment as governors.
- (ii) In June 2020, a sub-set of the Nominations Committee interviewed candidates for vacancies on the Board of Governors. On 26 June 2020 the Nominations Committee agreed to recommend to the Board that five candidates should be invited to serve from 1 August 2020.
- (iii) Given the quality of the candidates, the Nominations Committee agreed that the appointment of five candidates from August 2020 would be highly desirable and would have several benefits for induction and continuity of knowledge and experience.
- (iv) Immediate appointments would also ensure that strong candidates were secured now and would avoid the risk of them accepting alternative offers in the interim. This would have the effect of temporarily increasing the size of the Board of Governors to 21 members but pending retirements from the Board would result in a reduction to 18 members by August 2021.
- (v) The Board agreed that the number of Governors should increase temporarily from 18 to 21 members during 2020/2021.

87.6 The Nominations Committee recommended the appointment of Bahram Bekhradnia, Mark Cubbon, Liz Jolly, David Madoc-Jones and Vineet Khurana. Each had demonstrated the necessary skills, knowledge and attributes to merit further

consideration for appointment to the Board of Governors. Brief biographical details of each nominee were noted by the Board

- 87.7 The Board agreed to invite Bahram Bekhradnia, Mark Cubbon, Liz Jolly, David Madoc-Jones and Vineet Khurana to serve as governors with effect from 1 August 2020 and delegated authority to the Nominations Committee to assign the new governors to committees.

Action: Executive Director of Corporate Governance

- 87.8 In addition, the Board agreed that the Infrastructure and Finance Committee and the Audit and Quality Committee could temporarily increase the number of external governors currently stated in their Terms of Reference during 2020/2021 to accommodate the increase in the number of external governors during that year.

- 87.9 Nominations Committee had agreed that it was timely to review how governors' time might be used most effectively in terms of their contribution to project boards and membership of the boards of the University's subsidiary companies. A review paper would be submitted to Nominations Committee for further discussion, as a prelude to its consideration by the Board of Governors. The Board of Governors noted that a review paper on the criteria and parameters for governor membership of project boards and subsidiary company boards would be received at a future Board meeting.

Action: Executive Director of Corporate Governance

88 Covid-19 action plan

Chris Chang, Pro-Vice Chancellor (Global Engagement and Education Partnerships), provided an update on the planning underway to facilitate the reopening of the campus in line with Government guidance.

- 88.1 A video was presented that was being shown to prospective students and their families at the University's virtual open days. This highlighted the safety measures that would be in place when the campus opened.
- 88.2 The University was planning to reopen the campus in three phases:
- (i) Phase one: There would be a transition phase from July to mid-September 2020. This would involve a phased reopening of buildings, which would be underpinned by safety measures and risk assessments. Staff who were able to work from home would continue to do so during this time. However, facilities such as research laboratories and the Library were likely to open during this phase.
 - (ii) Phase two: By mid-September it was hoped that all buildings would be open with comprehensive safety measures in place, including social distancing and PPE where appropriate in line with government guidance. All meetings and lectures would be held online which would enable the use of meeting rooms for small group teaching. Each student would have a maximum of six hours face-to-face teaching per week.
 - (iii) Phase three would begin at the start of teaching block two in January 2021. Safety measures including social distancing would be in place for as long as

these were required by government guidance. Embedded new ways of working were likely to continue to involve greater flexibility in location and less requirement for presence on campus. An emphasis would be placed upon the increased use of blended learning to take advantage of the acceleration in digital delivery within the University.

- 88.3 The Guildhall would be used for some induction-related activities and for additional teaching space.
- 88.4 Temperature testing, track and trace measures and the provision of PPE would all be in operation on the campus. The University had already purchased sufficient hand sanitiser and face-masks for the start of term.
- 88.5 Although concerns had been expressed by some students that they would be paying the same tuition fee for less time on campus, the Executive emphasised that a high quality learning experience would continue across all courses.
- 88.6 The University was liaising with Portsmouth City Council to ensure that government guidelines were followed in halls of residence and those students who needed to self-isolate would be able to do so in a supported manner. 600 students had continued to reside in Halls throughout the Covid-19 pandemic and measures were in place to support them.
- 88.7 The University website provided up-to-date information for staff and students and consideration was being given to the use of a mobile app once term started.
- 88.8 The Board thanked the Executive for the update and for the work being carried out by so many staff to plan and prepare a safe environment for the University community.

89 Covid-19 Financial Strategy – confidential item

90 New Theatre Royal- confidential item

91 University of Portsmouth Academy Trust – confidential item

92 Project Selborne – confidential item

93 HR and Finance Transformation Project

93.1 Overview Project

Darrell Sturley, Interim Director of Information Services, provided an overview and the context for the HR and Finance Transformation Programme.

- (i) The rationale for the programme was to secure efficiencies in the way that the HR and Finance systems operated, making the most of the automated processes available and to free up staff time to focus on value added tasks.
- (ii) The structure and plans for the project had been devised to maximise benefits, reduce risks and contain costs. The project programme would be delivered in phases with a number of approval gateways.
- (iii) The current suite of HR (iTrent) and Finance (e5) systems had been used by the University for many years. In some instances, the versions in use were not up-to-date and were no longer entirely fit-for-purpose. There was also a risk that the suppliers would cease to support the versions of the systems currently operated by the University.
- (iv) The first phase of the project would focus upon securing the latest version of all relevant applications and establishing externally-hosted arrangements, which would be either supplier-hosted or cloud-hosted if appropriate.
- (v) The Executive Planning Group (EPG) had approved the version upgrade and new hosting arrangements for the e5 Finance system and it was anticipated that this work would be completed by early 2021.
- (vi) The University was exploring the hosting arrangements with the supplier (MHR) as part of the overall renewal of the iTrent contract. This external-hosting work for iTrent had not yet been approved but a business case would be prepared.
- (vii) The iTrent and e5 systems were already linked for some processes. Technological adjustments to enhance and strengthen linkage should be straight-forward.
- (viii) The cultural change necessary to facilitate the new ways of working would be supported by a communication plan to promote new ways of working. Some teams had already begun using the new processes and welcomed the consequential reduction of labour intensive tasks.
- (ix) The HRF Transformation Programme was an important change initiative and would provide a key strategy enabler. [come back to this]
- (x) After discussion, the Board noted its support for the HRF Programme.

93.2 HR and Finance Phase one – confidential item

94 Human Resources Policy Review

Alison Thorne-Henderson, Executive Director of Human Resources, introduced a report that sought the delegation of authority to the Human Resources Committee to approve a number of new policies.

- 94.1 Following the Higher Education and Research Act (2017), the University's Instrument and Articles of Government had been revised to provide greater agility and flexibility when revisions to key policies were required.
- 94.2 It was the responsibility of the Board to ensure that procedures existed for the discipline, dismissal, suspension and hearing of grievances of staff.
- 94.3 A review of HR policies had been ongoing for several months and it was anticipated that eight policies would require approval in early Autumn:

- Probation Policy
- Managing Under Performance
- Ending of Fixed Term Contracts
- Organisational Change, Redundancy and Redeployment Policy
- Managing Sickness Absence
- Grievance Policy
- Disciplinary Policy
- Anti-Harassment and Anti-Bullying Policy (replaces Dignity and Respect Policy)

94.4 Some of these policies were new and the changes proposed to the current policies were mainly operational in nature. Current versions of existing policies were available to staff and governors at: <https://www.port.ac.uk/about-us/structure-and-governance/policies-and-standards>

94.5 To enable governors who were not members of the HR Committee to be involved in consideration of the proposals if they wished, it was agreed that the draft policies would be circulated electronically to the full Board for comment ahead of the HR Committee on the 23 September 2020.

Action: Executive Director of Corporate Governance

94.6 The Board of Governors agreed that responsibility for consideration and approval of these eight policies be delegated to the Human Resources Committee. The outcome would be reported to the November 2020 Board meeting.

95 Optometry – confidential item

96 Degree Outcomes Statement for 2018/2019

The Board received an overview of a report prepared by Rebecca Dipancrazio Head of Student & Academic Administration from Professor Paul Hayes, Deputy Vice-Chancellor. Key points noted were:

- 96.1 In May 2019, the UK Standing Committee for Quality Assessment had published a Statement of Intent, proposing that providers should publish (a) a degree outcomes statement analysing their institutional degree classification profile and (b) articulate the results of any internal institutional review.
- 96.2 The expectation was that the statement and review should be published by each provider before the end of the academic year 2019–20. Academic Council had approved the statement on 23 June 2020.
- 96.3 It was noted that data reported by the Office for Students (OfS), in its report ‘Analysis of Degree Classifications Over Time’, differed from the University’s data. This difference was as a consequence of the OfS data including UK-domiciled full time first degree graduates only.
- 96.4 As part of its engagement with the national debate relating to potential degree outcome inflation across the sector, the University had reviewed its degree classification algorithms. As a result of this review, the University would reflect

further on its use of multiple methods to calculate the classification in its more detailed review of Academic Regulations and Policies which was scheduled for 2020/21.

- 96.5 The Board agreed the Degree Outcomes Statement 2018/2019 and that it should be released for publication on the University website.

97 Appointment of Internal Auditors – confidential item

98 Appointment of External Auditors – confidential item

99 Prevent Duty

Adrian Parry, Executive Director of Corporate Governance, provided an update report on the University's continued delivery of the Prevent duty. It was noted that the OfS had confirmed in a letter dated 2 June 2020 that it had concluded that the University "demonstrates due regard to the Prevent Duty" and "is not at higher risk of non-compliance with the Prevent duty". The Board noted the update.

100 Chair's business

The Chair had no issues of significance to report that had not been covered elsewhere on the agenda.

101 Vice-Chancellor's Report

The Board received a report from Professor Graham Galbraith, Vice-Chancellor on current issues affecting the higher education sector. The topics covered were:

- 101.1 The Universities Minister had recently delivered a speech in which she had stated that young people had been misled by the expansion of some courses, leaving them with a debt that did not provide a suitable return on their investment. The Minister had also stated that social mobility was not necessarily linked to more people attending university and appeared to indicate that the government no longer supported universities making contextual admissions in support of the long established widening participation agenda. The Board supported the Executive in their continued desire to offer higher education to all who demonstrated the potential to benefit from it.
- 101.2 The OfS had recently announced a package to support Institutions significantly affected by the likely reduction in international students enrolling in September 2020. However, this support package was linked to research income and thus implicitly favoured Russell Group universities.
- 101.3 The resurgence of the Black Lives Matter movement as a result of the recent events in the USA was an important reminder that a cultural shift in understanding was essential. There was ongoing work on narrowing the attainment gap for BAME

students and this would continue. A focused scholarship scheme had also been established.

- 101.4 Discussions were ongoing to improve recruitment and promotion of BAME staff. The Chancellor, Karen Blackett was providing input about specific actions that could be taken to bring about lasting change. A former governor, Marie Costa, who was a leader in the local BAME community had been approached to further support change within the University community.

102 Record of Thanks

The Chair informed the Board that this was the last Board meeting for Anne Lambert, External Governor. Anne's term of office finished on 31 July 2020 after nearly eight years of service. She had been a governor since October 2012 and had served on the Human Resources Committee, Finance Committee, Infrastructure and Finance Committee, the Audit and Quality Committee and the University Ethics Committee during this time. The Board thanked her for her significant contribution, to the University and wished her well with future endeavours.

103 Reports

The following reports were noted without discussion:

- 103.1 UPSU Review of 2019/2020
- 103.2 Interim Corporate Risk Register
- 103.3 Remuneration Committees Chair's Report
- 103.4 Nominations Committee Chair's Report
- 103.5 Audit and Quality Committee Chair's Report
- 103.6 Human Resources Committee Chair's Report
- 103.7 Infrastructure and Finance Committee Chair's Report
- 103.8 University May 2020 Management Accounts
- 103.9 Subsidiary Company May 2020 Management Accounts
- 103.10 Academic Council 24 March 2020 confirmed minutes

104 Dates of Future Meetings

- 104.1 The Board noted that the next scheduled meeting was due on the Wednesday 7 October 2020. However, given that the academic year would now start on 5 October 2020, it was agreed that this meeting would not be held. This would allow the Executive to better focus on the preparations necessary for the new academic year.

- 104.2 A governors' briefing session would be held in September 2020. This would provide an opportunity for the Executive to brief governors on the arrangements made for the start of term for students and staff.
- 104.3 The Board was informed that an exceptional meeting might be required in late July 2020 to deal with a confidential matter.
- 104.4 Dates for the July meeting and September briefing would be circulated in due course.
- Action: Executive Director of Corporate Governance**
- 104.5 The next meeting of the Board of Governors would be on Monday 23 November 2020 from 1130.