

Board of Governors

TIME /DATE / VENUE	1150, 12 October 2022, St Andrew's Court Board Room
PRESENT	Jenny Crighton (Chair) Professor Graham Galbraith Claudia Iton Liz Jolly Dominic Owen Vineet Khurana (videoconference) (to Minute 7) David Madoc-Jones Frances Morris-Jones Professor Richard Thelwell Aleksandra Siedlecka Dr Adrian Hull Penny Emerit Professor Sandy Pepper Becky Miles David Willan Roger Burke-Hamilton David Wilding (to Minute 8) Christopher Williams
IN ATTENDANCE	Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships) Professor Paul Hayes, Senior Deputy Vice-Chancellor Emma Woollard, Executive Director of Finance Professor Jeremy Howells, Interim Pro Vice-Chancellor (Research, Innovation and External Relations) Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor Fiona Hnatow, Chief People Officer Claire Dunning, University Solicitor Tahir Ahmed, Interim Director of Estates and Campus Services (Minute 6) Martin Perrin, Head of Strategic Programmes (Minute 13)
SECRETARIAT	Annette Mills, Head of Governance Services Jacqui Bryden, Senior Governance Officer Julie Reynolds, PA to the Executive Director of Corporate Governance

Some agenda items were taken out of order to facilitate the availability of members and guests.

Prior to the formal session, the Board participated in a horizon-scanning session facilitated by the Elected Officers of the Students Union, to share their priorities and goals for the year ahead. The Board expressed their thanks for the excellent work of the Students' Union, welcomed the strong relationship with the University and their engagement with the Board.

1. Clerking Arrangements

Professor Graham Galbraith, Vice-Chancellor formally reported the recent resignation of Adrian Parry, Executive Director of Corporate Governance. He would leave the University at the end of December 2022. A formal record of thanks was noted and the Board wished him well for the future.

1.1. The University's Articles of Government stipulate that if the Clerk is absent then the Board of Governors should appoint an individual to act as Clerk for the purposes of the meeting.

1.2. Following discussion, the Board:

- i. Noted their thanks to Adrian Parry and, in particular, his valued service for the last seven years.
- ii. Agreed to appoint Annette Mills, Head of Governance Services to act as Clerk for the duration of the meeting.
- iii. Delegated authority to the Vice-Chancellor to appoint a successor to the role of Executive Director of Corporate Governance. The role would be advertised internally in the first instance but, if this process was unsuccessful, the role would then be advertised externally. A member of the Board would serve on the interview panel for the appointment.

2. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. Apologies were received from External Governors: Madeline Denmead and Bahram Bekhradnia.
- ii. The Chair welcomed six new governors to their first Board meeting: External Governors: Penny Emerit, Professor Sandy Pepper and Madeline Denmead; Student Governor: Aleksandra Siedlecka; and Academic Staff Governors: Professor Richard Thelwell and Dr Adrian Hull.
- iii. The Head of Governance Services confirmed that the meeting was quorate and could proceed to business.
- iv. The following standing declaration of interest was noted:
 - a) David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.

3. Minutes of the Previous Meeting - confidential

The minutes of the meeting held on 6 July 2022 were confirmed as an accurate record.

4. Matters Actioned and Matters Arising

Action was reported on eight matters; four were for note, three for report and one item would be received later in the meeting. There were no other matters arising.

5. Constitutional and Membership Matters

Annette Mills, Head of Governance Services provided an update on the current membership of the Board of Governors. The report noted the new appointments to the Board and provided an update on Committee membership. Changes to the Terms of Reference were proposed for two committees.

5.1. In discussion, it was noted that the Terms of Reference for the Infrastructure and Finance Committee in point 5 would be amended to “financial oversight” and the word ‘strategic’ omitted because the Board held strategic oversight. The role of the Committee was to review information received and to provide insight for the Board to consider.

5.2. Attendance at Board meetings and Committee meetings for 2021/2022 had been very good and members were thanked for their commitment.

5.3 Following discussion, the Board:

- i. Noted the indicative schedule of Board business for the forthcoming year.
- ii. Noted the membership of the Board.
- iii. Noted the new appointments to the Board of Governors.
- iv. Noted that David Madoc-Jones will serve as Chair of the Infrastructure and Finance Committee and thanked the new Chair.
- v. Noted the changes and update on committee membership.
- vi. Noted that the Audit and Quality, the Infrastructure and Finance, People, Culture and Engagement and Nominations Committees have confirmed that their terms of reference were discharged during 2021/2022. The Remuneration Committees would undertake the same exercise at their meetings in early 2023.
- vii. Agreed the revised Audit and Quality Committee terms of reference.
- viii. Agreed the revised Infrastructure and Finance Committee terms of reference, subject to the amended wording to be agreed in correspondence.
- ix. Noted that the Nominations Committee and People, Culture and Engagement Committee did not wish to recommend any changes to their terms of reference.
- x. Noted governor membership of project boards, subsidiaries and other committees.
- xi. Noted that governors were required to submit or update their declaration of interest.
- xii. Noted the attendance records for the year 2021/2022.

6. Estates Update – confidential

7. Student Recruitment – confidential

8. Race Equality Review Work Update

Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) provided an update on the launch of the Equality, Diversity and Inclusion (EDI) Framework and the work that had

been implemented to recognise and celebrate diversity at the University.

8.1. Key points noted were:

- i. The University had published Menopause Guidance in the summer and would support World Menopause Day on 18 October.
- ii. The University had supported Black History Month with a series of films screened at Southsea Cinema and Arts Centre.
- iii. The University were hosting the UoP Senior Women in Leadership Networking Event on 19 October 2022. This complemented the Inclusive Leadership Programme and provided a safe space to discuss a range of topics relating to women in leadership. It also provided opportunities for networking with other senior women leaders at the University.
- iv. The EDI Committee had commenced consultation on disability adjustments, which included issues such as inclusive furniture design.
- v. EDI was an integral and key component of the People Strategy, with measures identified to improve recruitment and retention and to update processes that supported diversity.
- vi. Policies to support EDI and the socialisation of appropriate behaviour at work that were to be updated were:
 - a. Gender Identity
 - b. Sexual Harassment
 - c. Dignity and Respect

8.2. In discussion, the Board noted the following:

- i. There was an intrinsic desire to deliver real change to support EDI. The aim was to ensure that all members of the University community felt welcome and felt that they belonged. It was important that the community felt that change was real and sustained.
- ii. The EDI Agenda represented a journey and time would be needed before the staff community profile reflected the student community profile. Full representation would take a number of years and the University would consider initiatives to expedite this timescale through positive action such as succession planning, vacancy placement, and growing talent within the University.
- iii. It could be expected that the staff profile would reflect the profile of the local community sooner than the student profile.

8.3. The Board noted the update.

9. Reportable Event – confidential

10. Harassment and Sexual Misconduct: The Seven OfS Expectations Update

Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor provided a report on the progress of work undertaken to comply with the seven OfS expectations. It would be important for both individual institutions and the sector as a whole to demonstrate progress with

addressing these issues, otherwise the OfS had made clear that it would ensure compliance via the creation of a new condition of registration.

10.1. Key points noted were:

- i. Since the last update in October 2021, the University had taken a student-centred approach to making improvements. Student priorities had been identified and these would be addressed via a joined-up approach across the University.
- ii. Comprehensive guidance and policy updates would be completed by Christmas.
- iii. A gap analysis was being undertaken against practices elsewhere in the sector to inform identification and compliance with best practice.
- iv. A review of behaviour within sports clubs and societies had been commissioned in response to concerns identified. Awareness training and campaigns would be launched to raise awareness of the University's values and expected standards of behaviour.

10.2. In discussion, the Board noted the following:

- i. The gap analysis was being undertaken by an external consultant and would provide a basis for recommendations for improvement.
- ii. It was important to maintain awareness and to be responsive to issues and risks. More work would be done to encourage students and staff to report incidents and greater emphasis should be placed upon the provision of support services, which would facilitate a joined-up approach.
- iii. There was an Anti-Bullying and Anti-Harassment Policy and the Harassment Adviser Network for staff. It might be an option to integrate staff and student policies or to identify opportunities to facilitate a shared approach to these issues.

10.2 The Board noted the report.

11. The University Going Concern Statement – confidential

12. Letters of Support for Subsidiary Companies – confidential

Annette Mills, Head of Governance Services presented a paper that provided letters of support for six of the University's subsidiary companies. The University provides letters of support to its subsidiary companies to demonstrate to their directors that the company will remain a going concern and that, if necessary, the University will provide financial support to ensure that this is the case.

12.1. Key points noted were:

- i. There were letters of support for six of the University's seven subsidiary companies and the letter of supported for the seventh will be submitted to the Board in November, following the Board meeting of this subsidiary company.
- ii. The letters should be amended to be addressed without gender reference.

12.2. The Board approved the six letters for the Chair's signature.

Action: Head of Governance Services

13. Risk Management Policy

Martin Perrin, Head of Strategic Programmes presented the University's Risk Management Policy for approval by the Board.

13.1. Key points noted were:

- i. It was important to link the management of risk to the University Strategy and the management of resources. Risk management should be embedded in the operation of the University to ensure continuous improvement and enable its risk maturity to be improved.
- ii. The University had achieved stage 3 of its risk maturity and should now progress to stage 4 by having an approach of continuous improvement.
- iii. The risk appetite should be maintained and managed at faculty or professional service level so that the Corporate Risk Register referenced only risks that required strategic attention. The faculties and professional services would own and manage their own risk registers and these would be linked to their operational delivery plan. These would, in turn, outline their operating priorities and associated risks.
- iv. Risks that had a residual risk score greater than the University's risk appetite would be escalated to the Corporate Risk Register if they were deemed material to the delivery of the University's strategic and/or financial objectives.
- v. The Audit and Quality Committee had recommended that all the risk registers are maintained on a single platform for the purpose of oversight and scrutiny.

13.2. In discussion, the Board noted the following:

- i. It was important to engage the whole organisation in the identification and mitigation of risk, and to streamline the high-level key risks within the Corporate Risk Register that required strategic attention.
- ii. Judgements on the identification and scoring of risk should be consistent across all Operational Delivery Plans. The University should set risk categories and identify the risk appetite score for its core activities.
- iii. Investment proposals carried some level of risk. It would be important to seize investment opportunities. Consequently, the word 'avoid' should be amended within the matrix to encourage assessment of investment risk.

Action: Head of Strategic Programmes

13.3. The Board agreed the Risk Management Policy.

14. Report from the Chair

The Chair had no matters to report to the Board that were not otherwise addressed elsewhere on the agenda for the meeting.

15. Report from the Vice-Chancellor - confidential

16. Nominations Committee Chair's Report

The Board received and noted a report from the Chair of the Committee on the meeting held on

6 September 2022 and accepted the work of the Committees as reported.

17. Audit and Quality Committee Chair's Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 12 October 2022 and accepted the work of the Committee as reported.

18. People, Culture and Engagement Committee Chair's Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 27 September 2022 and accepted the work of the Committee as reported.

19. Infrastructure and Finance Committee Chair's Report (September 2022 and October 2022)

The Board received and noted a report from the Chair of the Committee on the meetings held on 13 September 2022 and 12 October 2022 and accepted the work of the Committee as reported.

20. University Management Accounts and Subsidiary Company Management Accounts – confidential

21. Academic Council Chair's Report

The Board received and noted a report from the Academic Council on the meeting held on 21 June 2022 and accepted the work of the Committee as reported.

22. Academic Council Minutes

It was noted that the draft minutes of the Academic Council meeting of 21 June 2022 had been circulated on 4 October 2022.

23. Prevent Duty

The Board noted a report from the Executive Director of Corporate Governance on the delivery of the University's Prevent Duty.

24. Date of Next Meeting

The next meeting of the Board of Governors would take place on Wednesday 23 November 2022 from 1130 to 1630.

The dates for the Board meetings in 2023 were noted:

- Tuesday 31 January 2023 from 1130 to 1630
- Thursday 30 March 2023 from 1130 to 1630
- Wednesday 5 July 2023 from 1130 to 1630