

Board of Governors

TIME /DATE / VENUE	1130, 31 January 2023, St Andrew's Court Board Room
PRESENT	<p>David Willan (Interim Chair)</p> <p>Professor Graham Galbraith (videoconference)</p> <p>Claudia Iton</p> <p>Liz Jolly</p> <p>Dominic Owen</p> <p>Vineet Khurana (videoconference) (to Minute 56)</p> <p>David Madoc-Jones</p> <p>Frances Morris-Jones</p> <p>Bahram Bekhradnia</p> <p>Madeline Denmead</p> <p>Professor Richard Thelwell</p> <p>Aleksandra Siedlecka</p> <p>Dr Adrian Hull (from Minute 55)</p> <p>Penny Emerit</p> <p>Professor Sandy Pepper (videoconference) (from Minute 55)</p> <p>Becky Miles</p> <p>Roger Burke-Hamilton</p> <p>David Wilding</p>
IN ATTENDANCE	<p>Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships)</p> <p>Professor Paul Hayes, Senior Deputy Vice-Chancellor</p> <p>Emma Woollard, Executive Director of Finance</p> <p>Professor Jeremy Howells, Interim Pro Vice-Chancellor (Research, Innovation and External Relations)</p> <p>Fiona Hnatow, Chief People Officer</p> <p>Tahir Ahmed, Director of Estates and Campus Services (Minutes 55 and 61)</p> <p>Martin Perrin, Head of Strategic Programmes (Minute 55)</p> <p>Dr Mick Harper, School of Health and Care Professions (Minute 55)</p> <p>Mark Carter, Deputy Director of Finance (Minute 55)</p> <p>Kerry West, Project Accountant (Minute 55)</p> <p>Professor Adam Amara, Director of Institute of Cosmology & Gravitation (Minute 56)</p> <p>Brent Schwarz, Head of Health and Safety (Minute 64)</p>
SECRETARIAT	<p>Claire Dunning, Executive Director of Corporate Governance</p> <p>Helen Malbon, Senior Governance Officer</p> <p>Jacqui Bryden, Senior Governance Officer</p>

Prior to the formal session, the Board participated in a strategic horizon-scanning session facilitated by Yvonne Howard, Director of Race and Equality, Claire Herbert, Interim EDI Engagement Manager and Hazel Gant, Principal Lecturer on Equality, Diversity and Inclusion.

50. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. The Board noted the recent passing of former External Governor, Mark Greenwood, who had contributed to the work of the University for over eight years. He joined the University in May 2011, served on the Audit and Quality and HR Committees' and was a Director of the ASTA subsidiary until his retirement in 2019. The Board recorded its gratitude for Mark Greenwood's service to the University and expressed its condolences to his family.
- ii. Apologies were received from External Governor, Christopher Williams and Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor.
- iii. The Executive Director of Corporate Governance 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.

51. Minutes of the Previous Meeting

The minutes of the meeting held on 23 November 2022 were confirmed as an accurate record.

52. Matters Actioned and Matters Arising

Action was reported on thirteen matters; eight were for note, one would be received at a future meeting, two for report and two to be received later in the agenda. There were no other matters arising.

53. Appointment of Chair - confidential

54. Statement of Primary Responsibilities comparison to Board Business

Claire Dunning, Executive Director of Corporate Governance, provided a report on the annual review of the Board business summarised and mapped against the Statement of Primary Responsibilities, which took effect from 1 February 2022.

54.1 In discussion, the Board noted the following:

- i. It was important to ensure that the Board were assured of compliance, but that there had been a greater emphasis on compliance and regulatory business than on strategic business and the approach should be more proactive and forward-looking.
- ii. The analysis indicated that there were gaps in coverage of delivery, implementation and key performance indicators.
- iii. There should be a greater focus on the progress of the Global Strategy and regional development. A strategy update would be provided at the next Board meeting.
- iv. It was important that mutual feedback meetings were held with each Board member once the new Chair of the Board had been appointed.

54.2 Following discussion, the Board:

- i. Noted the analysis.
- ii. Confirmed assurance that the Business conducted in 2022 is in line with its stated Primary Responsibilities.
- iii. Recommended that strategic business is prioritised and that key performance indicators should be added to the Business for the Board in 2023.

Action: Executive Director of Governance

55. London Campus Update – confidential

56. Mission Space Bid - confidential

57. Academic Council Constitution, Membership, Terms of Reference and Terms of Office

Claire Dunning, Executive Director of Corporate Governance provided an update on the constitution of the Academic Council and its Terms of both Reference and Office.

57.1 In discussion, the Board noted the following:

- i. The name of the Executive Director of Corporate Governance should be updated.
- ii. The Academic Council might consider a review of co-opted members.

57.2 Following discussion, the Board approved the Academic Council Constitution, Membership and Terms of Reference subject to the change in 57.1(i).

58. EDI Policy Statement

Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships) presented the revised EDI Policy Statement which had been updated since its last review in 2016.

58.1. Key points noted were:

- i. The Policy Statement had been updated in consultation with the EDI Steering and EDI Consultation groups as well as other academic and non-academic groups and networks across the University.
- ii. The update incorporated an overview of non-inclusive behaviour, for example, classism, and also focused on sexual misconduct under the banner of 'Different Voices, One Community'.

58.2 In discussion, the Board noted the following:

- i. It was important to embed the policy commitments into University processes. The EDI Policy Statement was embedded in the People Strategy, HR operational plans and HR key performance indicators.
- ii. Staff would receive training as part of the core training programme and plans to provide training for students was in development as part of the curriculum.
- iii. The impact of any legislative changes, such as the Higher Education (Freedom of Speech) Bill, would be considered as the law evolved.

58.3 The Board approved the EDI Policy Statement for publication on the website and wider communication.

Action: Senior Governance Officer

59. VC Objectives

The Interim Chair of the Board, presented a summary of the performance objectives set for the Vice-Chancellor for 2022/2023. The objectives had been developed following the Vice-Chancellor's Performance and Development Review (PDR) that had been undertaken by the former Chair and Deputy Chair of the Board of Governors at the end of 2022.

59.1. Key points noted were:

- i. The objectives had been discussed and agreed at the Remuneration Committee in December 2022.
- ii. Objectives were to be achieved up to, and including, 2025, and it was important to measure the targets achievable within the current year and the following years. The objectives were therefore broken down into smaller projects under specified headings.
- iii. The summary objectives were subject to development and change as circumstances dictated.

59.2 The Board of Governors noted the Vice-Chancellor's summary objectives for 2022/23.

60. Student Recruitment Update – confidential

61. Victoria Park Update - confidential

62. Litigation update - confidential

63. Reportable Events Report – confidential

64. Health and Safety Annual Report

Brent Schwarz, Head of Health and Safety presented the Annual Health and Safety Report for the period 1 August 2021 to 31 July 2022.

64.1 Health, safety and wellbeing facts and figures for the year accompanied the report.

64.2 In discussion, the Board noted the following:

- i. Some initiatives described in the report had been placed on hold due to a lack of resource. The initiatives identified would facilitate the Health and Safety team to provide proactive support to the University and move away from being reactive to issues as they arise. Line management of the Health and Safety department had moved to Estates and Campus Services on 2 January 2023, providing a good point at which to review and reprioritise initiatives.
- ii. The sickness data appeared to indicate that sickness absence in Professional Services was high, although it was noted that there were issues in relation to the

reliability of the current data. It was planned to improve the data quality to address problems that had been identified, for example, under-reporting of academic sickness absence.

- iii. The Health and Safety team continued to work with external partners in Portsmouth with particular focus being given to building more constructive relationships to increase proactivity and to track year on year data to provide a more comparative and richer picture of health, safety and wellbeing.

64.3 The Board noted the report and its content.

65. Annual Remuneration Committee Report to the Board

Claire Dunning, Executive Director of Corporate Governance presented the annual remuneration report, which was the fifth year in which it had been written for the purpose of publication on the website.

65.1 Key points noted were:

- i. It was written in a standard format which set out the Committee's process, framework, meetings and outcomes.
- ii. The report had been approved and endorsed by both Remuneration Committees.

65.2 In discussion, the Board noted that the date of the pension allowance noted in paragraph 31 date should be amended to 2022/2023 from 2021/2022.

65.3 The Board noted the report subject to amendment and agreed that it should be published on the University's website.

Action: Senior Governance Officer

66. Report from the Deputy Chair

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

67. Report from the Vice-Chancellor

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

- i. The University and Colleges Union (UCU) had announced that there would be ten days of industrial action in the form of a strike throughout the month of February. The national negotiating committee had increased the offer to 8% to be paid in tranches in February and August 2023, which had been rejected by UCU. There were 480 UCU members at the University and the University would work with local union representatives to manage the impact of the strike action. No decision had been made on the effect of the strike action on the payment of student fees.
- ii. The National Students Survey had opened to the University students on 23 January 2023 and would be open until 30 April 2023. Communications had been sent via various platforms to encourage students to complete the survey including at individual course level to achieve an 80% response rate. An initial response report would be due shortly.

- iii. The Graduate Outcomes Survey was in progress and initiatives had been undertaken with Schools and Departments to encourage engagement.
- iv. The Teaching Excellence Framework (TEF) submission had been sent to the Office for Students (OfS) on 24 Jan 2023. The submission included narrative and evidence of experience and outcomes as well as metrics alongside the student submission. Close alignment between student and provider submissions was an indication of working together in partnership. The Students Union noted a positive partner relationship with the University. The outcome would be published in September 2023. The Board noted the considerable work of colleagues in the University community to achieve the TEF submission.
- v. Recent government proposals to restrict international student visas would cause concern to the sector if they were implemented. The proposals included: a limit on the number of dependents allowed to accompany a visa holder; stopping the ability to swap between student and working visas; and reducing the post study work allowance of two years. It had also been proposed that students would be able to work longer hours during their term time studies which defeated the object of undertaking a course of study.

68. Remuneration Committees Chair's Report

The Board received and noted a report from the Chair of the Committees on the meeting held on 22 November 2022 and accepted the work of the Committees as reported.

69. 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 6 December 2022 and accepted the work of the Committee as reported.

70. Infrastructure and Finance Committee Chair's Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 18 January 2023 and accepted the work of the Committee as reported.

71. Academic Council Chair's Report

The Board received and noted a report from the Academic Council on the meeting held on 22 November 2022 and accepted the work of the Committee as reported.

72. Academic Council Minutes

It was noted that the draft minutes of the Academic Council meeting of 22 November 2022 had been circulated on 4 January 2023.

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

74. Date of Next Meeting

The next meeting of the Board of Governors would take place on Thursday 30 March 2023 from 1130 to 1630.

The dates for the Board meetings in 2023 were noted:

- Wednesday 5 July 2023 from 1130 to 1630

The confirmed dates of the Board meetings for 2023/2024:

- Wednesday 11 October 2023 from 1130 to 1630
- Wednesday 22 November 2023 from 1130 to 1630
- Wednesday 24 January 2024 from 1130 to 1630
- Tuesday 26 March 2024 from 1130 to 1630
- Wednesday 3 July 2024 from 1130 to 1630

The proposed dates of the Board meetings for 2024/2025:

- Wednesday 9 October 2024 from 1130 to 1630
- Wednesday 27 November 2024 from 1130 to 1630
- Wednesday 22 January 2025 from 1130 to 1630
- Tuesday 25 March 2025 from 1130 to 1630
- Wednesday 2 July 2025 from 1130 to 1630

