

BOARD OF GOVERNORS

TIME /DATE / VENUE	1200, 5 July 2023, St Andrew’s Court Board Room
PRESENT	<p>David Willan (Chair)</p> <p>Bahram Bekhradnia (up to minute 108)</p> <p>Professor Graham Galbraith</p> <p>Claudia Iton</p> <p>Liz Jolly</p> <p>Vineet Khurana</p> <p>David Madoc-Jones</p> <p>Frances Morris-Jones</p> <p>Professor Sandy Pepper (up to minute 114)</p> <p>Becky Miles</p> <p>Roger Burke-Hamilton (up to minute 113)</p> <p>David Wilding</p> <p>Christopher Williams</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>Bernie Topham, Chief Operating Officer and 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 109 to 110 only)</p> <p>Kevin Child, Interim Director of Student Support Services (Minute 107 only)</p> <p>Rachel Geary, Head of Student Housing Minute 109 only)</p> <p>Fiona Loughran, Director of Planning (Minute 111 only)</p> <p>Marc Lintern, Director of Student Employability and Employment Minute 108 only)</p>
SECRETARIAT	<p>Claire Dunning, Executive Director of Corporate Governance</p> <p>Annette Mills, Head of Corporate Governance</p> <p>Helen Malbon, Senior Governance Officer</p>

Prior to the formal session, the Board received a presentation from Paul Tilley, Head of Sport and Recreation on the positive impact the new Ravelin Sports Centre facilities were having on staff, students and the community.

101. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. Apologies were received from External Governors Madeline Denmead and Penny Emerit, Staff Governors Professor Richard Thelwell and Dr Adrian Hull and student governor Aleksandra Siedlecka. The new UPSU Sabbatical team had not yet decided which Officer would take on the role of Board member.
- ii. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- iii. The following declarations of interest were noted from External Governors:
 - 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.
 - b) Penny Emerit, Chief Executive of Portsmouth Hospitals University NHS Trust noted the interest of the Portsmouth Hospitals University NHS Trust in the Medical School. Roger Burke-Hamilton and Professor Graham Galbraith noted that they were members of the Trust Board.
 - c) David Madoc-Jones had previously worked for KPMG who were now the University's external auditors.

102. Minutes of the Previous Meeting

The minutes of the meeting held on 30 March 2023 were confirmed as an accurate record, subject to the addition of the following paragraph at item iii) in 78.2, under Constitutional and Membership Matters:

" The Chair of the Audit and Quality Committee observed that varying the eligibility criterion for a Chair and setting aside the requirement to offer a choice of candidates to the Board should only take place in extraordinary circumstances which did not appear to apply in this case, given that there was no crisis of continuity and an external search for Trustees was imminent. She considered that the Board was creating a poor precedent and regretted that she was unable to support this course of action."

Action: Executive Director of Corporate Governance

103. Matters Actioned and Matters Arising

- i. Action was reported on nine matters; one was for information, two would be discussed at a future meeting and five were to be received later in the agenda.
- ii. It was noted that:
 - a) At the last Board of Governors meeting on 30 March 2023, the Board was informed of the outcome of the UPSU elections and the names of the Elected UPSU Officers. Subsequently, one of the successful candidates, Suzie Dunn, the Learning Experience Officer Elect, decided not to take up the role of Elected Officer for the coming year after receiving a long-term job offer. Therefore, UPSU reran the Learning Experience Officer election, removing Suzie Dunn and transferring her votes. As a result, Kajetan Albin was

identified as the successful candidate and has accepted the role as Learning Experience Officer.

- b) The UPSU Elected Officer representative on the Board of Governors had not yet been chosen. It was expected that this would be finalised in the coming weeks. An update will be provided to the Board of Governors by email.

Action: Executive Director of Corporate Governance

- iii. There were no other matters arising.

104. Reports from Chair and Vice-Chancellor - confidential

105. Constitutional and Membership Matters

Claire Dunning, Executive Director of Corporate Governance, introduced the paper which presented recommendations from the recent meeting of Nominations Committee. Following discussion, the Board:

- i. Noted that following the call for expressions of interest in the role of Deputy Chair, no eligible expressions of interest were received by the deadline set. Therefore, the role would remain vacant until the Autumn. Consideration to seeking nominations would be given once new governors were appointed.

Action: Executive Director of Corporate Governance
- ii. Agreed the appointment of Morgan Lowman to the role of Student Governor from 1 August 2023 to 31 July 2025 and that he should join the Audit and Quality Committee with effect from 1 August 2023.
- iii. Endorsed the appointment of Professor Sandy Pepper as the Chair of the Audit and Quality Committee from 1 August 2023 for a three year term of office in accordance with the Standing Orders of the Board of Governors and its Committees.
- iv. Noted the appointment of Nikki Sowerby, Quality Assurance and Academic Standards Officer DSSA, as the new staff representative to the People, Culture and Engagement Committee with effect from 1 August 2023 for a single three year term of office.
- v. Noted the appointment of Dr Karen McBride from the Business and Law Faculty as the new Academic Council nominated staff representative on the Nominations Committee.
- vi. Agreed that external governors, Vineet Khurana and Madeline Denmead would join the Nominations Committee with effect from 6 July 2023.
- vii. Agreed that the Chair of Audit and Quality Committee becomes a permanent member of the Remunerations Committees.
- viii. Noted the membership of Project Boards, subsidiary company boards and other Committees.
- ix. Noted that following consideration of proposals from five companies and agreement via correspondence by the Nominations Committee, Nurole were appointed on 23 May

2023 to support the University in recruiting up to four new external governors. The advertisement had been placed on Nurole's online recruitment platform.

- x. It was reported that shortlisting would be conducted via an online meeting on 10 August 2023 and face to face interviews on 11 September and, if required, on 6 October 2023. Depending on the number of candidates and interview dates, it was agreed that the Board Strategy event on Thursday 5 October 2023 would include a short formal session to endorse the recommendations of the interview panel in order that new governors could take up their roles as soon as possible thereafter.

Action: Executive Director of Corporate Governance

- xi. A review of current induction processes would take place and an updated induction process developed for consideration by the Nominations Committee at its next meeting on 5 September 2023. The Board noted the update on a review of Governor induction.

Action: Executive Director of Corporate Governance

- xii. UPSU Officer Dom Owen's term of office ended on 30 June 2023. The next UPSU Elected Officer to join the Board has yet to be nominated by UPSU. Once the appointment is confirmed, relevant paperwork and induction will take place.

Action: Executive Director of Corporate Governance

106. University Budget 2023/2024 - confidential

107. Student Support Services Structure

Chris Chang Deputy Vice-Chancellor (Global Engagement and Student Life) and Kevin Child, Interim Director of Student Support Services presented the report. It provided an update of the work undertaken to restructure the University's student support services in order to be able to respond to the changing demands from our student community.

- i. Over recent years, student mental health had become a serious concern for universities and policymakers, and there was now growing pressure from UK Government on universities, to demonstrate their "strongest possible commitments to the mental health of our students".
- ii. There was also a growing appetite for the safeguarding of students to become a legislative requirement on Universities (OFS Consultation Feb 2023). The University was keen to ensure that the right structure and leadership was in place to manage, support and mitigate the growing demand for student support services.
- iii. Within the current structure there was no single senior advocate into the University Executive Board (UEB) for the "lived" student experience. External reviews and commentary at multiple stakeholder meetings indicated that this was a potential weakness, in terms of ensuring consistent accurate communication relating to the increasingly complex support needs of students and staff, resource requirements and data presentation.
- iv. The new structure would move the University towards mitigating the majority of risks previously identified, whilst meeting the expectations of UK Government.
- v. The new Director Student Support Services would report directly to the DVC Global

Engagement and Student Life and have two specialist deputies, Deputy Director Specialist Support & Inclusivity and Deputy Director Student Life & Heads of Services.

- vi. The most significant addition to student support provision would be the establishment of the Student Life (Welfare) Team which would be the key touchpoint for all safeguarding related matters and bring about a more effective, consistent and collaborative approach to holistic student support.
- vii. The other significant change places student enquiries and support in one place and in one team, whilst becoming part of the overall broader Student Support Services team.
- viii. Further enhancement of service provision and mitigation of risks would be realised when all student support services teams and associated administration teams co-locate in the new fit for purpose spaces planned to be operational in Phase 1 by April 2024 and Phase 2 over the next 24 months.
- ix. The importance of giving a 'no wrong door' message was noted and the Board was assured that the changes to DSAA responsibilities away from providing a reception service would not leave a gap.
- x. The establishment of the department of Student Support Services brings together the good work already happening but in a more co-ordinated and integrated way.
- xi. International Student Advisory, Student Finance and MyPort Hubs would have a dotted line management into the new structure and Heads of these services will sit on the wider Student Support Services Management Team.
- xii. It was noted that almost any department could be seen as contributing to student welfare and support but careful consideration had been given to which teams formally moved into this new structure.
- xiii. In response to questions, it was confirmed that a) physical health and safety remained the responsibility of the Estates department and that b) students with disabilities, including neuro diversity were supported through the long established Additional Support and Disability Advice Centre (ASDAC) which saw very high demand for their services.
- xiv. It was noted that the new Director would be responsible for liaising with external organisations such as Portsmouth Suicide Response Group, Police, NHS and 3rd sector organisations to support student safety and wellbeing.
- xv. The DVC Global Engagement and Student Support would become the University Safeguarding lead, with the Chief People Officer overseeing staff issues and the Director Student Support Services covering students.
- xvi. Kevin Child would remain in the Interim Director of Student Support Services role, to lead the initial change period until recruitment to the new leadership, management and team roles was complete. The new structure would formally come into place on 1 August 2023 in line with the new financial year.
- xvii. The Board welcomed the new Student Support Services structure, and the updated

approach to safeguarding within the university for staff and students.

108. Graduate Outcomes Survey 2023 summary

Marc Lintern, Director of Student Employability and Employment presented the summary. Key points noted were:

- i. The Graduate Outcomes Survey was carried out on behalf of universities by HESA (the Higher Education Statistics Agency) and reports on the early career destinations of university students, fifteen months after they graduate.
- ii. Recent graduates are asked if they are in employment, self-employment, further study or something else, and asks graduates to reflect on how their education had contributed to where they were today.
- iii. The latest Graduate Outcomes data was released by HESA on 31 May 2023, based on students who graduated in the academic year 2020/21. It reported, that fifteen months after completing their studies Portsmouth graduates:
 - a. 71% were in professional outcomes, up 2.9% on the previous year
 - b. The percentage of graduates in work or further study remained at 94%.
 - c. 73.5% agreed or strongly agree that their current activity was on track with their future career plans
- iv. Despite improving on the percentage of our graduates in professional outcomes, improvements in the sector mean that the University had fallen two places to 64th in the HESA listing.
- v. **onwards confidential**

109. Student Accommodation Strategy annual review 2023/24 - confidential

110. Victoria Park - confidential

111. Monitoring of Key Performance Indicators

Fiona Loughran, Director of Planning, presented the KPI report that reviewed the University's current performance using RAG ratings alongside indicators of the direction of travel. The contents were noted and questions invited:

- i. It was noted that the planning team monitored the scores throughout the year and flagged any issues to the relevant team or in some cases to the University Executive Board.
- ii. The attainment gap was still notable. The executive stated that a number of measures had been implemented but that the results may take some months to show an improvement. Discussions were ongoing with Faculty staff and key student groups to see what might help reduce the gap.

- iii. The Board noted the University's overall progress with implementation of the Strategy 2025.

112. Exceptional and Urgent Approvals Group – confidential

113. Streamlining Board and Committee Processes and Board Effectiveness update

Claire Dunning, Executive Director of Corporate Governance, introduced the paper which had been produced in response to feedback received from some Governors on the conduct of the Board and Committee meetings. In addition, it provided a brief update on Board effectiveness and the next steps.

- i. It had been observed by some governors that:
 - a. Board packs could be very long and did not always clearly differentiate between essential and 'nice to have' information. This sometimes meant that there was insufficient time in Board meetings to fully debate key strategic issues.
 - b. Some topics were fully debated at committee stage, and then revisited at the subsequent Board meeting which appeared to duplicate energy and time.
- ii. The University's Articles of Government permitted the Board of Governors to make decisions in written or electronic format. There were a number of key requirements associated with decision making in this manner:
 - a. Requests for electronic approval must be sent to all members of the Board of Governors.
 - b. In order for the electronic approval to be effective a simple majority of the Board must agree (unless a higher threshold is specified for certain matters reserved in the Articles, however, such matters were highly unlikely to ever be decided by correspondence).
 - c. The simple majority vote must be received within 28 days of the date of the circulation of the request.
 - d. The University's Articles do not specify deemed acceptance, therefore if no response was received within the 28-day period this would be counted as a rejection of the proposed decision.
- iii. Electronic approval of items was only appropriate for those items where no discussion was required and a simple decision for approval or otherwise requested, particularly if the request had already been considered previously by a committee.
- iv. The University Executive Board (UEB) had adopted an electronic approvals system relatively recently which was working well. This process used a google form system for members of UEB to state whether they approve or reject the proposal, and provided opportunity for comment and to suggest if they would prefer a full discussion. A record of electronic approvals made was then recorded at the next meeting to ensure that they are captured in formal minutes.
- v. It was proposed that a similar model could be adopted for Board level electronic

approvals.

- vi. In addition to the implementation of an electronic approval system, the Board was also asked to consider if it would be preferable to change procedures for circulating information categorised as being for note. This could be :
 - a. To include this in a separate Appendix in the Board papers.
 - b. Circulate this information at a different time to the main Board pack of papers. In particular it was suggested that items such as the Committee Chairs' reports, the UPSU Elections Report, the UPSU end of year review and the University management accounts could be circulated as soon as they were available.
 - c. Put the information in a Board Portal (The University was currently considering the implementation of an online Board portal for the circulation and management of Board papers; further information would be provided to the Board in due course).
- vii. With regard to the perceived duplication of discussions, it was noted that committee terms of reference generally either delegated specific actions to the committee or required the committee to recommend items for onward approval by the Board. There would therefore be instances where it was appropriate that both the relevant committee and the Board considered the matter.
- viii. To reduce the amount of unnecessary duplicated discussions between committees and the Board it was proposed that:
 - a. Greater consideration was given by the Chair and the Executive Director of Corporate Governance as to whether items should be considered at both committee and Board level, with reference to the appropriate terms of reference.
 - b. Amendment of the standard cover sheet for those items which had been previously been reviewed by a committee to summarise the output of the committee discussions.
 - c. Report writers be reminded that papers should be updated following the committee meeting to full reflect the comments of the committee before being represented to the Board.
- ix. It was noted that clarity was important regarding individual and collective responsibility for decisions and the principals of delegations. If a governor was accountable for a decision then they should have the information required at the point of decision making.
- x. The Board agreed to provide feedback on the proposals to the Executive Director of Corporate Governance outside the meeting, a trial implementation of the preferred proposals would then take place.

Action: Executive Director of Corporate Governance
- xi. The Board noted that the recommendations and actions from the last Board effectiveness review would be reviewed by the remaining members of the steering group to see how implementation was progressing. A report would then be made to the

11 October 2023 Board meeting alongside outline proposals for the next Board Effectiveness review.

Action: Executive Director of Corporate Governance

114. Appointment of External Auditors

Emma Woollard, Executive Director of Finance, presented the recommendation from Audit and Quality Committee to appointment KPMG LLP to report on the financial statements for the year ended 31 July 2023, including the University's UK based subsidiary companies. A five year contract began in August 2021 but is renewable annually subject to satisfactory performance. The Board approved the recommendation that KPMG LLP, be appointed as the External Auditors for the audit work relating to the financial statements for the year ended 31 July 2023, including the University's UK based subsidiary companies.

Action: Executive Director of Finance

115 Academic Council terms of reference

Claire Dunning, Executive Director of Corporate Governance, presented the Academic Council constitution, membership, terms of reference and terms of office which had been updated to reflect staffing changes. The Board approved the Academic Council Constitution, membership, terms of reference and terms of office.

116. Remuneration Committees Chair's report

The Board received and noted a report from the Chair of the Committee on the meeting held on 25 April 2023 and accepted the work of the Committee as reported.

117. Nominations Committee Chair's Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 13 June 2023 and accepted the work of the Committee as reported.

118. 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 18 May 2023 and accepted the work of the Committee as reported.

119. 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 23 June 2023 and accepted the work of the Committee as reported.

120. University Management Accounts and Subsidiary Company Management Accounts April 2023

The Board noted the forecast deficit which was in line with that budgeted, whilst noting the usual uncertainties inherent in the forecast.

121. 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 24 May 2023 and accepted the work of the Committee as reported.

122. Academic Council Chair's report

The Board received and noted a report from the Chair of the Council on the meeting held on 21 March 2023 and accepted the work of the Committee as reported.

123. Academic Council Minutes

The draft minutes of the Academic Council meeting of 21 March 2023 were circulated on 17 May 2023.

124. UPSU review of 2022/2023

The Board noted that report on the year 2022/2023 from the UPSU Elected Officers.

125. Confirmed meeting dates

Future meeting dates were noted:

Wednesday 11 October 2023 from 1130 to 1630
Wednesday 22 November 2023 from 1130 to 1630
Monday 29 January 2024 from 1130 to 1630
Tuesday 26 March 2024 from 1130 to 1630
Wednesday 3 July 2024 from 1130 to 1630
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

126. Date of next meetings

It was noted that a Strategy Day and dinner would be held on Thursday 5 October 2023 and that the next Board meeting would be on Wednesday 11 October 2023 from 1130 to 1630.

127. Record of thanks

The Chair noted that this was the last Board for two long standing members.

- i. Frances Morris-Jones, external governor, second term of office would end on 31 July 2023. Frances had been a member of the Audit and Quality Committee since May 2015 and Chair since 1 August 2018. She has also been a member of the Nominations Committee since 1 August 2019 and the Remunerations Committees since August 2021. The Chair thanked her for her outstanding contribution and noted her attention to detail and probing questions were especially valued. The Board wished her well with

her future endeavours.

- ii. Bernie Topham joined the University as Chief Operating Officer (COO) in December 2013 and had played a central role in the development of the University as part of the University Executive Board, making a significant contribution to the Board and Infrastructure and Finance Committee. Her association with the Board goes back even further than her tenure as COO , holding the role of external governor on the Estates and IT Committee (predecessor of IFC) from 2011 and then Chair of the Estates and IT Committee from 2012 to July 2013. The Chair praised her kind and sincere approach to answering questions and how these had positively impacted the working culture. The Board wished her well in future endeavours.