

Board of Governors

TIME /DATE / VENUE	1130, 11 October 2023, St Andrew's Court Board Room
PRESENT	David Willan (Chair) Professor Graham Galbraith Claudia Iton Liz Jolly Christopher Williams (by videoconference) David Madoc-Jones (To Minute 11) Madeline Denmead Professor Richard Thelwell Morgan Lowman Dr Adrian Hull Penny Emerit Temidayo Dosunmu Professor Sandy Pepper (To Minute 7) Becky Miles (From Minute 9) Roger Burke-Hamilton Bahram Bekhradnia Vineet Khurana (by videoconference) (To Minute 8) David Wilding
IN ATTENDANCE	Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships) Professor Jeremy Howells, Interim Pro Vice-Chancellor (Research, Innovation and External Relations) Lesley Macleod, Interim Chief Financial Officer (by videoconference) Tahir Ahmed, Director of Estates and Campus Services (Minute 10) Yvonne Howard, Director for Race and Equality (Minute 13)
SECRETARIAT	Claire Dunning, Executive Director of Corporate Governance Annette Mills, Head of Corporate Governance Jacqui Bryden, Senior Governance Officer

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.

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

1. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. Apologies were received from Professor Paul Hayes, Senior Deputy Vice-Chancellor, Fiona Hnatow, Chief People Officer and Stephen Avery, Interim Chief Financial Officer.
- 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:
 - David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.

2. Minutes of the Previous Meeting - confidential

The minutes of the meeting held on 5 July 2023 were confirmed as an accurate record.

3. Matters Actioned and Matters Arising

Action was reported on thirteen matters; five were for note, two were for information, one for a future meeting and five to be received later in the agenda. It was noted that the University Budget had not been discussed at the Strategy Day and would be discussed at the Board on 22 November 2023. There were no other matters arising.

4. Report from the Chair

The Board received an oral report from the Chair. The following key points were noted:

- i. The Strategy Day held on 5 October had received positive feedback and the Chair noted his thanks to the governors and the executive for their active participation, which had created a strong and joined up approach to the challenges discussed. The use of smaller discussion groups had been a successful enabler.
- ii. The Chair, supported by Professor Sandy Pepper, had completed the annual performance review for the Vice-Chancellor. Governors were thanked for their feedback on the performance of the Vice Chancellor and senior postholders.
- iii. The Chair had completed the mutual feedback meetings with all the governors and thanked Professor Sandy Pepper for his support in both the performance review and mutual feedback meetings.
- iv. The Chair thanked governors who had participated in the selection process for external governor recruitment.

5. Report from the Vice-Chancellor – confidential

6. Constitutional and Membership Matters – confidential

7. Board Appointments – confidential

8. Senior Appointment

Claire Dunning, Executive Director of Corporate Governance presented a paper on the recruitment and selection process to appoint a new Chief Financial Officer, which is a senior post.

8.1 Key points noted were:

- i. A specialist recruitment agency had been appointed to identify potential candidates for selection.
- ii. The final stage recruitment panel would include governor representation and was provisionally scheduled to be held in December.

8.2. In discussion, the Board noted that a structure chart of the University's senior team to indicate the new posts, postholders and updated responsibilities should be provided.

8.3 The Board:

- i. Agreed that the final stage interview panel, which will include governor representation, should receive delegated authority to appoint the Chief Finance Officer.
- ii. Noted that salary parameters for the role will be set in discussion with the Senior Postholders' Remuneration Committee.

9. University Budget – confidential

10. Estates Masterplan Update- confidential

11. University Going Concern Statement – confidential

12. Letters of Support for Subsidiary Companies - confidential

13. Different Voices – One Community: Annual 2022/23 EDI Progress Report

Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships) and Yvonne Howard, Director for Race and Equality provided the annual EDI Student and Staff Data Reports for 2021/2022, which provided considerable detail.

13.1. Key points noted were:

- i. The reports had been put back to allow the University's submission for a silver Athena SWAN award to be prioritised. The application had been submitted in September 2023.
- ii. Student data referred to People of the Global Majority (PGM) and the staff data referred to Black, Asian and Minoritised Ethnic (BAME) which aligned with the preference of each group. It was important to be nuanced and specific where necessary.

Staff Data Report

- iii. The percentage of BAME women in academic roles had increased since the last report by a headcount of four but remained at 6 percentage points below the national benchmark of 29%. The recent review of the process of Promotion to Professor and Reader would facilitate more positive outcomes and enable the University to develop female staff internally. There were few black female academics especially at senior grades across the HE sector and it was important to address this.
- iv. Overall ethnicity in academic roles had increased from 13% to 17%. In professional services, 8% of staff were BAME which was 5% below the national average. Census data indicated that 15% of residents in Portsmouth identified as BAME.
- v. Women applicants had increased for academic roles but not for professional services roles and there were less clear defined career pathways for this group of staff.
- vi. Further analysis of the data would facilitate more positive actions and there would be evidence of tangible results in three to five years.
- vii. Turnover rates had increased overall for both academic and professional staff in the last year to 2021/2022. Turnover for academic BAME staff was nearly double that of academic white staff. It was important to develop the use of exit interviews to find specific patterns and trends to address them and to promote the staff networks.
- viii. When applying for an academic role, BAME men are less likely to be invited for interview and this has remained the case for the last two years. Of the BAME men who were interviewed, 49% received an offer of employment and it was identified that the main issue was being shortlisted.
- ix. Actions to improve diversity in recruitment was to provide the interview questions in advance specifically for neuro-diverse candidates and also for those with English as a second language. The recruitment process had been updated to streamline it.

Student Data Report

- x. Drop-out rates for international students was high and could be attributed to greater debt, fees and government changes to UK visa rules to tighten migration controls.
- xi. The awarding gap had widened from 10% to 17%, which might be attributable to the removal of the 'no detriment' policy that had been introduced in response to the pandemic. The reasons for the awarding gap and would be reviewed over the coming year to identify the specific reasons for the increase, including the assessment process.
- xii. There was an increase in applications from LGBT and disabled communities.
- xiii. Women studying PGT courses had increased and 51% of UG first year students were women although this varied across faculties. It was important to address the gender imbalance across the faculties and the reasons for this.

13.2. In discussion, the Board noted the following:

- i. The drop-out rates appeared to be high however the figures related to academic failure or exclusion only and not the total number.
- ii. The recruitment of female students appeared low across the University. It was important to review application and offer data to help understand why this might be the case.

- iii. It was important to use the analysis to close the gaps and to drive recruitment and retention as an integral element of the delivery of the University Strategy.
- iv. Building student engagement through support to create a sense of belonging at the earliest would improve retention.
- v. It was important that resource was allocated to address the issues identified.
- vi. The reports provided so much detail and data. Future reports should be presented as a summary of key themes and issues for discussion, attention and prioritised for action with the greater details appended.

Action: Deputy Vice-Chancellor (Global Engagement and Education Partnerships)

13.3. Following discussion, the Board noted the update.

14. Litigation Update - confidential

15. Risk Management Policy and Corporate Risk Register

Claire Dunning, Executive Director of Corporate Governance provided a report on the Corporate Risk Register and the development of the new approach.

15.1 Key points noted were:

- i. The paper described the University's risk appetite and categorisation and had been discussed at Audit and Quality Committee. The Committee had suggested that a narrative be included to indicate how the category and risk appetite had been assigned.
- ii. The operational risks continued to be reviewed in conjunction with the risk holders. This had resulted in five operational risks remaining above the University's risk appetite.
- iii. Risk management and oversight would be considered as part of the Committee review and it is suggested that a Risk Management Forum be established to maintain engagement and action.

15.2 In discussion, the Board noted the following:

- i. There was a tendency to see identified risks in isolation and should be addressed holistically by the risk holders.
- ii. To focus on strategic risk, the Board could receive a summary of the key top risks with a narrative summary on how to address them with a timescale to enable identification of short-term and long-term issues.

15.3 Following discussion, the Board:

- i. Approved the Risk Management Policy
- ii. Agreed to shift the focus of the corporate risk register to review strategic risk based on the University's risk categories.
- iii. Noted the operational risks that currently exceed the University's risk appetite.
- iv. Noted the intention to create a risk management forum at an operational level (subject to the outcomes of the ongoing University wide committee review).

16. Board Effectiveness Review

Claire Dunning, Executive Director of Corporate Governance provided a report on the progress of the internal review of Board effectiveness that had been carried out in 2021 by the Board Effectiveness Steering Group and its recommendations made in November 2021.

16.1 Key points noted were:

- i. Further to the recommendations made by the Steering Group some improvements had been made.
- ii. In accordance with the CUC Code of Practice, the next review should be scheduled for 2024 with external input.

16.2 In discussion, the Board noted the following:

- i. It was important that committees be included in the review, in particular their remit and where levels of decision-making were held to avoid double-handling information.
- ii. The number of governors on the Board should be benchmarked within the sector.
- iii. The focus of Board meetings should be for strategic discussion and to make the most effective use of the time.

16.3 Following discussion, the Board:

- i. Noted the progress with implementing the recommendations agreed in 2021.
- ii. Agreed the themes that would be the subject of the 2023/2024 review.
- iii. Agreed to authorise a report to provide options for external review to be considered at the next meeting on 22 November.

Action: Executive Director of Corporate Governance

17. Climate Positive Sustainability Policy and Action Plan

The draft policy and action plan had been sent to the Board for approval in correspondence by electronic circulation. The Board approved the Climate Positive Sustainability Policy and Action Plan by a simple majority of ten Board members.

The Board received and noted the following reports in correspondence by electronic circulation and accepted the work of the committees as reported:

18. Nominations Committee Chair's Report

For the meeting held on 5 September 2023.

19. Audit and Quality Committee Chairs Report

For the meeting held on 25 September 2023.

20. People, Culture and Engagement Committee Chair's Report - confidential

For the meeting held on 27 September 2023.

21. Infrastructure and Finance Committee Chairs September Report

For the meeting held on 19 September 2023

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

23. Academic Council Chair's Report

For the meeting held on 20 June 2023.

24. Academic Council

The draft minutes of 20 June 2023 were circulated electronically on 3 August 2023.

25. Date of Next Meeting

The next meeting of the Board of Governors would take place on Monday 29 January 2024.

The confirmed dates of the Board meetings for 2024:

- 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

26. Vote of Thanks

The Board noted its thanks to Emma Woollard, Executive Director of Finance, who had retired on 31 August 2023, for her significant contribution and commitment to the work of the Board of Governors.