

## Board of Governors

TIME /DATE / VENUE	1130, 22 November 2023, St Andrew's Court Board Room
PRESENT	<p>David Willan (Chair)</p> <p>Bahram Bekhradnia (up to minute 35vi)</p> <p>Roger Burke-Hamilton</p> <p>Madeline Denmead (by videoconference to minute 33)</p> <p>Temidayo Dosunmu</p> <p>Professor Graham Galbraith</p> <p>Dr Adrian Hull</p> <p>Liz Jolly (up to minute 42)</p> <p>Morgan Lowman</p> <p>David Madoc-Jones (up to minute 35vi)</p> <p>Becky Miles</p> <p>Stacey Parrinder-Johnson</p> <p>Professor Sandy Pepper</p> <p>Mark Readman</p> <p>David Wilding (by videoconference until Minute 33)</p>
IN ATTENDANCE	<p>Mark Carter, Deputy Director of Finance (Management Information) (minute 32 to 35 only)</p> <p>Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) (from minute 33 onwards)</p> <p>Rebecca Di Pancrazio, Interim Academic Registrar (minute 42 only)</p> <p>Professor Paul Hayes, Senior Deputy Vice-Chancellor</p> <p>Professor Sherria Hoskins, Provost (up to minute 44)</p> <p>Fiona Hnatow, Chief People Officer</p> <p>Professor Jeremy Howells, Deputy Vice-Chancellor (Research, Innovation and External Relations)</p> <p>Rachael Lyons, Deputy Director of Student Support Services (minute 39 only)</p> <p>Lesley Macleod, Interim Chief Financial Officer</p> <p>Professor Anne Murphy, Deputy Vice-Chancellor (Education) (absent from minute 32 to 38)</p> <p>Martin Perrin, Head of Strategic Programmes (minute 37 only)</p>
SECRETARIAT	<p>Claire Dunning, Executive Director of Corporate Governance</p> <p>Annette Mills, Head of Corporate Governance (up to minute 42)</p> <p>Helen Malbon Senior Governance Officer</p>

Prior to the formal session, the Board participated in a horizon-scanning session on Intellectual Property and Commercialism presented by Professor Jeremy Howells, Deputy Vice-Chancellor (Research and Innovation) and Dr Joe Sekhon, Associate Head (Research and Innovation) School of Law.

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

## 27. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. The Chair welcomed the following to the first Board meeting:  
Stacey Parrinder-Johnson, External Governor  
Mark Readman, External Governor  
Professor Sherria Hoskins, Provost  
Professor Anne Murphy, Deputy Vice-Chancellor (Education)  
Lesley Macleod, Interim Deputy Chief Financial Officer
- ii. Apologies were received from external governors Penny Emerit, Claudia Iton, Vineet Khurana and Christopher Williams.
- iii. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- iv. The following declaration of interest was 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.

## 28. Minutes of the Previous Meeting – confidential

The minutes of the meeting held on 11 October 2023 were confirmed as an accurate record subject to the following amendments:

13.2.ii should be edited to read ‘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’.

10.1.iii An additional sentence stating that ‘The Victoria Park building would go back to RIBA stage 2 to be redesigned as a smaller building, in line with the new anticipated budget.’

**Action: Senior Governance Officer**

## 29. Matters Actioned and Matters Arising

- i. Action was reported on six matters:
  - a. The structure chart, letters of support and Climate Positive Sustainability Policy upload were noted.
  - b. The Digital Plan and Committee membership would be considered at a future meeting and had been added to Committee Business
  - c. Board effectiveness would be discussed later on the agenda.
- ii. The structure chart of the University’s senior team showing the departments each senior postholder was responsible for was noted. It was agreed that an updated copy be received at a future meeting showing a) the structure once the Senior Deputy Vice-Chancellor had retired in February 2024 and b) where further information on each Faculty and department structure could be found.

**Action: Senior Governance Officer**

- iii. There were no other matters arising.

## 30. Report from the Chair

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

- i. Mutual feedback sessions had recently been conducted with each governor by the Chair or the Chair of Audit and Quality Committee. The Chair thanked Sandy Pepper for his work in carrying out around half of the interviews.
- ii. The Chair of the Audit & Risk committee confirmed that there was a remarkable consensus in terms of the interviews that both the Chair and he had undertaken.

- iii. Constructive feedback had been received and the themes noted would be fed into the forthcoming Board effectiveness review. These included:
  - a. A greater focus on the strategic in Board meetings
  - b. More dedicated Strategy days
  - c. A reduction in the volume of papers received, in part by avoiding unnecessary duplication with topics discussed at Committee level
  - d. Consideration of Board time without the executive in attendance
  - e. Greater contact with University senior leaders outside the main executive team
  - f. More exposure to external specialist speakers, such as the excellent presentation undertaken by Vivienne Stern at the recent dinner.
  - g. The monthly bulletin was found to be useful although ad hoc ones to update on key issues between meetings would also be helpful.

**31. Report from the Vice-Chancellor – confidential**

**32. Provisional Financial Statements as at 31 July 2023 – confidential**

**33. Going concern statement 2023/2024 – confidential**

**34. Budget 2023/2024 – confidential**

**35. Ten year Financial Plan 2023 to 2033 – confidential**

**36. Letter of representation**

Claire Dunning presented the Letter of Representation which was to KPMG LLP, external auditors from the Board of Governors. This letter provided confirmation from the Board that it had understood and fulfilled its responsibilities for the preparation of financial statements in accordance with the applicable financial reporting framework and that these statements, provided to the auditors for analysis, gave a true and fair view. The Board approved the letter for Chair's signature.

**37. Reset programme update – confidential**

**38. Student Recruitment and Admissions – confidential**

**39. Harassment and Sexual Misconduct: The Seven OfS Expectations**

Rachael Lyons, recently appointed Deputy Director of Student Support Services (Student Life), presented an update report on the work underway to ensure that the University complied with the Office for Students (OfS) Seven Expectations on Harassment and Sexual Misconduct:

- i. The development of the Harassment and Sexual Misconduct Guide and Procedural Pathways resources had been put on hold due to a number of significant structural changes within several departments. These updated documents would be tabled at the November Student Support Services Group meeting and then shared with staff via the website and direct comms. A simplified "student friendly" version would be developed with the Students Union (SU) for publication on their web pages.

- ii. As part of the new Student Services restructure, a number of core University Policies had been identified to be reviewed and updated. A proposed Sexual Violence and Misconduct Policy had been drafted, which would tie in to the recently updated Student Code of Conduct Policy. Staff were mindful of the fact that students would report incidences via a channel they felt comfortable with and so processes were developing for staff from all departments to record reports in an appropriate central source. In response to a question, it was noted that IS business analysts were looking at the products available to ensure the appropriate level of confidentiality could be imbedded.
- iii. Some optional training had been provided for incoming students on consent issues and the team would continue to work with UPSU on this. It was stated that even if training was mandatory, there were no sanctions that could be applied realistically to those who didn't undertake it.
- iv. SU Representatives had asked for an updated action plan to reflect the findings of the recently published "Is this normal?" report. A plan would be formulated to tie in to the seven OfS Expectations and a small Task and Finish Group would be formed to help ensure these actions were carried out.
- v. The Sport and Recreation Department had implemented a number of positive changes to address the issues raised in the Lime Culture report and these had seen apposite impact. The Student Sport Code of Conduct was now fully aligned with the wider Student Conduct Policy and embedded into the terms and conditions for student sports club members.
- vi. The findings of the OfS consultation which took place earlier in 2023 had not yet been published but these were expected before the end of the year. The OfS would be proposing a new condition of registration to address harassment and sexual misconduct.
- vii. The Board noted the report and thanked the team for their work to date.

#### **40. Annual Report of the Audit and Quality Committee 2022/2023**

The Annual Report was considered by Audit and Quality Committee on 10 November 2023. Key points noted were:

- i. The CUC Higher Education Audit Committees Code of Practice 2020 stated that the Audit Committee should produce an annual report for the governing body and the Head of Institution, timed to support the preparation of the published financial statements.
- ii. It was noted that a subsequent agenda item would inform the Board that the Committee name would be changed to Audit and Risk to better reflect the work of the Committee.
- iii. In discussion, it was clarified that responsibility for academic quality sat with the Academic Council, but that the Board would keep in mind the quality of delivery when considering issues associated with such things as the reset programme and when reviewing KPI data.
- iv. The Board thanked Sandy Pepper, Chair of Audit and Quality Committee, and the corporate governance team for producing the report.
- v. It was noted that previously OfS had required an Accountability Return signed by the Accountable Officer which included this report. No guidance or templates had been provided by OfS for such a return but the Board endorse the Audit and Quality Committee report for submission to the OfS, if required.

#### **41. Prevent duty: OfS Accountability Declaration and Data return**

Claire Dunning, Executive Director of Corporate Governance, introduced the report which Audit

and Quality Committee had received at their meeting of 10 November 2023. This report provided information on the University's delivery of the Prevent duty and was an OfS requirement. It included:

- i. A signed declaration from the governing body confirming that the provider has had due regard to the duty.
- ii. An outcomes-based data return supported by a short qualitative narrative covering core areas of the statutory duty, such as staff training, welfare concerns, and external speakers and events.

The Board considered the report and data return and confirmed that it was content that the University has had due regard for the Prevent duty during 2022/2023.

#### **42. Assurance Statement on Quality 2022/2023**

Rebecca Di Pancrazio, Interim Academic Registrar, Academic Registry, presented the statement that had been received by Audit and Quality Committee at their meeting on 10 November 2023.

Key points noted were:

- i. The report, along with a separate report on Degree Apprenticeships, was produced to provide an overview of the principal processes and steps taken by the University to ensure that the setting and maintenance of academic standards was appropriate, and that there was continuous enhancement of the student experience. In doing so, the report provided assurance that the University continues to meet the Office for Students ongoing conditions of registration, with a particular focus on the B, C and F Conditions.
- ii. The University was delighted to have retained the overall Teaching Excellence Framework (TEF) Gold rating in the latest 2023 TEF exercise. In addition to this overall rating, the TEF 2023 included two new Aspect Ratings. In these areas, the University received Gold for the Student Experience Aspect, and Silver for the Student Outcomes Aspect. The board offered its congratulations on the considerable achievement in retaining TEF gold.
- iii. In March 2023 the University participated in its first Ofsted Monitoring Visit for higher degrees. The Monitoring Visit was centred around three themes and the University achieved the outcome of 'Significant Progress' for the first two themes, and 'Reasonable Progress' for the third theme. These outcomes represented an excellent achievement for the University. Ofsted would conduct a planned full inspection within the next 18 months, likely to be in Autumn 2024.
- iv. The University continued to drive forward a number of significant University-level initiatives and enhancements to improve the student experience and student outcomes, for example the Portfolio Approval Process, which includes Curriculum Design enABLE workshop activity for academic teams, was launched September 2023.
- v. The Board congratulated the team on a thorough report and confirmed that it provided reassurance that the University was maintaining academic standards and enhancing the quality of the student experience.
- vi. The board noted that In the past the OfS had requested a signed statement on academic assurance but no request had been received in recent years.

#### **43. Board effectiveness review**

Claire Dunning, Executive Director of Corporate Governance, introduced proposals relating to the next Board effectiveness review. Key points noted:

- i. It was noted at the previous Board meeting that the last Board effectiveness review had

been carried out in 2021, without external input. It was agreed that, in line with CUC guidance, a more wide-ranging effectiveness review than that conducted in 2021 including the input of a third-party specialist, would be carried out in 2023/2024.

- ii. The paper provided a) details of two organisations who could potentially conduct this exercise and b) possible areas that might be covered by the review.
- iii. confidential

#### **44. Constitutional and membership matters, external recruitment update**

Claire Dunning, Executive Director of Corporate Governance, introduced the report which requested proposed changes to committee terms of reference, future membership allocation and provided an update on external recruitment. The Board accepted the report and;

- i. Noted that on 1 November 2023 Stacey Parrinder-Johnson and Mark Readman, two new External Governors, had joined the Board. The Board agreed the required changes to Committee membership could be approved by the Board via correspondence following discussion by the Nominations Committee on 5 December 2023. This would enable governors to join new Committees by 1 January 2024. A formal report will be provided to the 29 January 2024 Board of Governors meeting.

**Action: Executive Director of Corporate Governance**

- ii. Noted that following the resignation of Dr Richard Thelwell from his role of Elected Academic Staff Governor, the process for finding his replacement had commenced. The Board recorded its thanks to him for his contribution.
- iii. Note the proposed timeline to elect the Deputy Chair. Expressions of interest would be sought from external governors immediately following the 29 January 2024 Board meeting. The aim would be to complete the process in order for the outcome to be confirmed at the 26 March 2024 Board meeting.

**Action: Executive Director of Corporate Governance**

- iv. Note that interviews of seven external candidates had taken place on 11 September and the 6 October 2023. The Board appointed two of the candidates as confirmed earlier in the report. In discussion with Nurole, the recruitment agency, it had been agreed that there would be a more targeted search for a candidate taking account of diversity and the requirement for recent internal audit expertise.

**Action: Executive Director of Corporate Governance**

- v. Approved the proposal that the name of the Audit and Quality Committee was changed to the Audit and Risk Committee with immediate effect.
- vi. Note the Terms of Reference for the Audit and Quality (Audit and Risk) Committee remained fit for purpose and did not require any changes for 2023/24.
- vii. Approve the revised Infrastructure and Finance Committee Terms of Reference 2023/24.
- viii. Noted that the Senior Postholder Remuneration Committee has confirmed that its Terms of Reference were discharged during 2022/2023.
- ix. Approve the revised Senior Postholder Remuneration Committee Terms of Reference.

#### **45. Reports circulated for electronic approval**

Two items were circulated electronically to the Board for approval on 16 November 2023:

- i. Modern Slavery Act 2015 : Following governor feedback a revised version had been issued that morning
- ii. UPSU Code of Practice 2023/2024

Ten governors were required to respond positively to gain the simple majority required for the approval. The Board agreed to respond to the email.

Post meeting note: Both items were approved.

The following reports were circulated electronically for note

**46. Corporate Risk register**

**47. Infrastructure and Finance October 2023 Committee Chair's Report**

**48. Infrastructure and Finance November 2023 Committee Chair's Report**

**49. University Management Accounts September 2023**

**50. Audit and Quality Committee Chairs Report**

**51. Academic Council**

The draft minutes of the meeting held on 21 November 2023 would be circulated electronically when available.

**52. Date of Next Meeting**

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