

Board of Governors

TIME /DATE / VENUE	1130, 29 January 2024, Room 4.18, St Andrew's Court Board Room
PRESENT	<p>David Willan (Chair) (except Minute 32) Professor Graham Galbraith Claudia Iton Liz Jolly Christopher Williams David Madoc-Jones Madeline Denmead Morgan Lowman Dr Adrian Hull Penny Emerit Temidayo Dosunmu Professor Sandy Pepper Stacey Parrinder-Johnson Mark Readman (except Minute 38) Becky Miles Roger Burke-Hamilton Vineet Khurana (by videoconference) (To Minute 41) David Wilding</p>
IN ATTENDANCE	<p>Professor Paul Hayes, Senior Deputy Vice-Chancellor (except Minute 32) Fiona Hnatow, Chief People Officer (except Minute 32) Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships) (except Minute 32) Professor Jeremy Howells, Deputy Vice-Chancellor (Research, Innovation and External Relations) (except Minute 32) Professor Anne Murphy, Deputy Vice-Chancellor (Education) (from Minute 37) Simon Taylor, Interim Director of Finance (except Minute 32) Tahir Ahmed, Director of Estates and Campus Services (Minute 40) Peter Aldred, University Solicitor (Minute 41) Adam Mason, Deputy Director of Estates and Campus Services (Minute 44)</p>
SECRETARIAT	<p>Claire Dunning, Executive Director of Corporate Governance Annette Mills, Head of Corporate Governance Jacqui Bryden, Senior Governance Officer</p>
<p>Prior to the formal session, the Board participated in a horizon-scanning session facilitated by Jonathan Sandling, the UoP London Campus Principal about the progress of the London Campus.</p> <p>Some agenda items were taken out of order to facilitate timing and the availability of members and guests.</p>	

27. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. Apologies were received from Bahram Bekhradnia, External Governor and Sherria Hoskins, Provost.
- 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.

28. Minutes of the Previous Meeting - confidential

The minutes of the meeting held on 22 November 2023 were confirmed as an accurate record.

29. Matters Actioned and Matters Arising

Action was reported on ten matters; four were for note, one had been circulated electronically for approval, two to be received at a future meeting and three to be received later in the agenda. There were no other matters arising.

30. Report from the Vice-Chancellor – confidential

31. Report from the Chair

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

- i. The HE sector and the University were operating in challenging times and it was important that difficult decisions were made and that the Executive were supported by the Board.
- ii. The Strategy Day on Friday 23 February 2024 would be an opportunity to consider ideas and provide added value to managing the challenges.
- iii. The Board expressed its thanks to the Executive Director of Corporate Governance and the Vice-Chancellor for managing the legal dispute with Innovate Pharmaceuticals Limited to a satisfactory conclusion and outcome.

32. Chair of the Board of Governors – confidential

33. Constitutional and Membership Matters – confidential

34. Board Appointments – confidential

35. Chief Financial Officer Appointment

Fiona Hnatow, Chief People Officer presented a report on the appointment of the new Chief Financial Officer, which is designated as a senior post. Key points noted were:

- i. Following a robust recruitment process, an offer was made to Mary White, who accepted the offer and would commence at the University on Monday 18 March 2024.
- ii. The Board noted the update.

36. University Management Accounts Update – confidential

37. Draft Ten Year Financial Forecast 2023/24 to 2032/33 – confidential

38. Student Recruitment Update

Chris Chang, Deputy Vice-Chancellor provided an update on student recruitment since the last data point at 19 January 2024. Key points noted were:

- i. Student recruitment remained a challenging market globally since Australia and Canada had increased their recruitment activity. The international student recruitment market was increasingly complex.
- ii. The UCAS student recruitment figures would be released on 31 January 2024.
- iii. Current home undergraduate student recruitment was tracking 8% above sector and 13% ahead of our benchmark competitors. Firm offers had increased by 20% against last year and insurance offers were higher than optimal.
- iv. In discussion, it was noted that:
 - a) UCAS student recruitment figures provided information about home undergraduate applications only.
 - b) Previous annual trends indicated that the period from 31 January and clearing was the main annual application period although the highest peak was in January. The trend appeared to be changing and student application behaviour was different. It was important to convert offers as quickly as possible.
 - c) The devaluation of certain currencies, in particular, Nigeria and Malaysia, had had a significant impact on recruitment from those countries.
- v. The Board noted the progress to meet the student recruitment targets and the actions undertaken to manage the challenging market conditions.

39. Student Withdrawals and Retention

Professor Anne Murphy, Deputy Vice-Chancellor (Education) presented a report on the reasons for student withdrawals and actions to improve retention. Key points noted were:

- i. It was important to focus on improving retention and reducing rates of withdrawal because there was a significant impact on University income. Withdrawal rates had increased across the sector.
- ii. Ten strategies had been developed to address identified issues and which would have an impact of improving retention at every stage of the student journey to create a smooth pathway from arrival to graduation.

- iii. In discussion it was noted that:
 - a) The most impact on retention would be to improve personal tutoring and to implement different models of personal tutoring for both academic and pastoral purposes.
 - b) It was important that processes and systems followed a joined-up approach and the use of artificial intelligence might be able to facilitate improved learner analytics.
 - c) Academic quality policies were outdated and would be reviewed and updated to ensure that quality was reinforced consistently. The University's good degree outcomes was 71% and room for improvement was identified.
- iv. Following discussion, the Board noted the report and the actions to improve student retention.

40. Estate Masterplan - confidential

41. The Higher Education (Freedom of Speech) Act 2023

Peter Aldred, University Solicitor presented a report on the Higher Education (Freedom of Speech) Act 2023 which introduced new and expanded duties on higher education providers (HEPs) in respect of freedom of speech and academic freedom. Elements of the Act do not come into force until summer 2024. The University's policies and procedures would be updated to reflect the appropriate changes.

- i. In discussion, it was noted that:
 - a) Compliance with the Act would be monitored by the OfS who had appointed a director for freedom of speech and academic freedom in August 2023 to provide advice and co-ordinate policy.
 - b) The Act was closely linked to other duties such as the Prevent Duty and to internal HR policies and remained open to interpretation for individual HE providers.
 - c) The Act applied to Board members and the role of the Board was to gain assurance from the Executive that the Act was applied appropriately.
- ii. The Board noted the report and that as it was a complex and potentially contentious area, it was important to identify emergent risks and receive regular updates.

[Post meeting note: There was a minor typing error in the report on page 95 of the Board papers, which has been amended to read 'the proceeding 18 months' instead of 'preceding 18 months'].

42. The Vice-Chancellor's Summary Objectives for 2023/24 – confidential

43. Reportable Events Reports Made to the Office for Students – confidential

44. Health and Safety Annual Report 2022/2023 – confidential

45. Board Effectiveness Review

Claire Dunning, Executive Director of Corporate Governance presented an update on the next Board effectiveness review. Key points noted were:

- i. An independent and individual consultant had been identified who was able to undertake the review in a cost-effective manner. Seamus Gillen of ValueAlpha Limited was an author and speaker who ran his own consultancy following a career in senior corporate governance roles.
- ii. The scope of the review included, observation, interviews, questionnaires and individuals' meetings to compile the report and make recommendations.
- iii. The confidential mutual feedback sessions with governors and the Chair of the Board and the Chair of the Audit and Risk Committee had identified key themes which could be shared with the consultant unless individual members objected. Any objections should be notified to the Executive Director of Corporate Governance.
- iv. Following discussion, the Board:
 - a) Agreed the appointment of Seamus Gillen acting through ValueAlpha Limited to carry out the 2024 Board effectiveness review.
 - b) Agreed the proposed scope of the Board effectiveness review attached at Appendix 1 of the report.

The Board received the following reports in correspondence by electronic circulation for approval on 22 January 2024:

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

47. Annual Remuneration Committee Report to the Board of Governors

48. Statement of Primary Responsibilities Comparison with Board Business

Ten governors were required to respond positively to gain the simple majority required for the approval.

[Post meeting note: The three reports were approved by a simple majority].

The Board received and noted the following reports in correspondence on 22 January 2024 by electronic circulation and accepted the work of the committees as reported:

49. The University's Corporate Risk Register

The Corporate Risk Register would be received and reviewed at the Audit and Risk Committee on 20 February 2024.