

## Board of Governors

TIME /DATE / VENUE	1130, 26 March 2024, Room 4.18, St Andrew's Court Board Room
PRESENT	<p>David Willan (Chair)</p> <p>Bahram Bekhradnia</p> <p>Madeline Denmead</p> <p>Temidayo Dosunmu</p> <p>Professor Graham Galbraith</p> <p>Dr Michelle Hale</p> <p>Dr Adrian Hull</p> <p>Claudia Iton</p> <p>Liz Jolly</p> <p>Alan Lees</p> <p>Morgan Lowman</p> <p>David Madoc-Jones</p> <p>Becky Miles</p> <p>Stacey Parrinder-Johnson</p> <p>Professor Sandy Pepper</p> <p>Mark Readman (except for minute 65)</p> <p>Christopher Williams</p>
IN ATTENDANCE	<p>Fiona Hnatow, Chief People Office</p> <p>Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships) (Min 62vi to ix, and from Minute 65 onwards)</p> <p>Professor Sherria Hoskins, Provost</p> <p>Professor Jeremy Howells, Deputy Vice-Chancellor (Research, Innovation and External Relations)</p> <p>Professor Anne Murphy, Deputy Vice-Chancellor (Education)</p> <p>Simon Taylor, Interim Director of Finance</p> <p>Mary White, Chief Financial Officer</p> <p>Tahir Ahmed, Director of Estates and Campus Services (Minute 70 to 72)</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 participated in a horizon-scanning session facilitated by Dr Dominic Page Dean of the Faculty of Business and Law.

## **58. Introductions, Apologies, Quoracy and Conflicts of Interest**

- i. The Chair welcomed the following to their first Board meeting:  
Alan Lees External Governor  
Dr Michelle Hale: Academic Staff Governor (elected)  
Mary White, Chief Financial Officer  
Sukkanya Siva, External Governor was welcomed in absentia.  
In addition, Seamus Gillen, ValueAlpha Limited was in attendance to observe the Board as part of his overall Board effectiveness assessment.
- ii. Apologies were received from External Governors Penny Emerit, Vineet Khurana, Sukkanya Siva and David Wilding. Roger Burke-Hamilton was absent.
- iii. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- iv. The following declaration of interests 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.
  - Alan Lees was currently the Chief Executive of KCG Audit Limited, an organisation that delivered services to the higher education sector.

## **59. Minutes of the Previous Meeting - confidential**

Following discussion, the minutes of the meeting held on 29 January 2024 were confirmed as an accurate record.

## **60. Matters Actioned and Matters Arising**

- i. The following reports had been approved via electronic circulation:
  - a. Academic Council Constitution, Membership, Terms of Reference and Terms of Office;
  - b. Annual Remuneration Committee Report to the Board of Governors;
  - c. Statement of Primary Responsibilities Comparison with Board Business
- ii. The structure chart of the University's senior team would be presented at a future meeting.
- iii. The Board received confirmation of the outcome of the appointment of the Deputy Chair of the Board via electronic circulation on 15 March 2024. An update on this and other constitutional and membership matters was received later in the meeting.
- iv. The results of a pulse survey completed at the end of the meeting held on 29 January 2024 was noted.

## **61. Report from the Vice-Chancellor and senior post-holders**

- i. The spring budget was presented to Parliament on 6 March 2024, however there were not any items which would help alleviate the sectors financial pressures.
- ii. The Migration Advisory Committee had been given a tight turnaround by the Home Secretary for its review of the graduate post-study work option available to international students. The report was due by 14 May 2024.

- iii. Universities UK (UUK) continued to raise awareness about the financial plight of the sector and governors were encouraged to raise the issue with MPs to ensure that politicians were aware of the seriousness of the situation. It was agreed that a pro-forma letter could be circulated for individual use as appropriate.
- iv. There had been recent media interest in Russell Group universities offering lower grades to international students to join a foundation year leading directly into a highly competitive degree courses, along with comment on the role that recruitment agents played in this practice.
- v. The Office for Students (OfS) had recently opened a consultation on its forthcoming free speech duties, on draft guidance intended to help providers and students' unions navigate free speech responsibilities, as well as on amendments to its regulatory framework and its approach to cost recovery. The expectation was that universities and student unions were expected to cover costs of security requirements.
- vi. Following a statement to the House of Commons on China and cybersecurity, Deputy Prime Minister Oliver Dowden gave the free speech bill a mention as a measure to "prevent hostile infiltration of our universities." The opposition suggested that the real issue was budget cuts that had left the higher education sector over-reliant on Chinese students.
- vii. **Confidential items**

## 62. Report from the Chair

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

- i. Congratulations were recorded at the progress in launching the medical degree programme and the conclusion of the litigation case.
- ii. The Chair reported that he had received a letter from the Office for Students regarding the importance of preventing the unlawful harassment of Jewish Students. The University opposed harassment of any student and continued to support all students effected by the conflict in Gaza in the most appropriate way.
- iii. UPSU had suggested that it would be mutually beneficial if external governors were linked with an elected UPSU Officer to facilitate increased insight on both sides. The Executive Director of Corporate Governance would be contacting governors with more details.

**Action: Executive Director of Corporate Governance**
- iv. The Chair congratulated Sandy Pepper on his election as deputy chair and thanked Mark Readman for being willing to stand and for his desire to support the work of the Board and University.
- v. The Chair and Vice-Chancellor had recently attended a reception at the House of Lords hosted by UUK and it had been encouraging to hear from peers how Portsmouth was well regarded in the sector. Speeches had been given by inspirational students who had benefitted from participation in Higher Education and consideration could be given to

using such an approach at Portsmouth.

vi. **Confidential item**

### 63. **Constitutional and Membership Matters**

Claire Dunning, Executive Director of Corporate Governance, provided an update on a number of matters:

- i. As reported to the Board by email on 11 March 2024, Dr Michelle Hale, Head of the School of the Environment, Geography and Geosciences had been elected to hold the role of Staff Governor Academic from 18 March 2024 to 31 July 2027. Following discussion, the Nomination Committee recommended that she join the Audit and Risk Committee, so that each of the three main Committees will have a staff governor as well as a staff representative. The Board supported the recommendation.
- ii. It was agreed at the Board of Governors meeting on 29 January 2024 to delegate authority to the Nominations Committee to confirm the appointment of a potential new external governor. On 5 February 2024 the Board was informed of Committee's agreement to appoint Alan Lees, whose experience was in audit and risk, from 1 March 2024.
- iii. Sukkanya Siva and Alan Lees joined the Board on 1 March 2024 and the Board delegated authority to Nominations Committee to agree which Committee they should each serve on.
- iv. Sukkanya Siva has an extensive background in estates, project and property management, so had joined the Infrastructure and Finance Committee. Alan Lees had a background in audit and risk so had joined the Audit and Risk Committee.
- v. Following discussion at Nominations Committee and Infrastructure and Finance Committee, it had been agreed that two external governors, Madeline Denmead and Chris Williams should join the Estates Master Plan Advisory Group. The group would advise UEB on matters relating to the University's Estates Master Plan.
- vi. Roger Burke-Hamilton had recently been appointed to the Digital Plan Board due to the unique skills set that he had amongst Board members.
- vii. The Board noted the recent project board member appointments.
- viii. After the January 2024 Board, nominations for the role of Deputy Chair were invited and Sandy Pepper and Mark Readman confirmed their intention to stand for election. Following receipt of 15 ballot papers, the Board was informed that Sandy Pepper had been duly elected as Deputy Chair to serve from 26 March 2024 to 31 July 2027.
- ix. Nominations Committee had discussed if there were any potential implications for the membership of Audit and Risk Committee, given that both candidates were members. It concluded that there was no requirement to change Committee membership in the light of the CUC Higher Education Audit Committees Code of Practice 2020.
- x. The Board :

- a. Noted the membership of the Board.
- b. Noted the outcome of the Staff Governor Academic election and confirmed Committee membership.
- c. Noted the result of the Deputy Chair election.
- d. Noted the Committee membership of Sukanya Siva and Alan Lees.
- e. Noted the recent project board member appointments.

#### **64. Appointment of the Executive Director of Corporate Governance**

David Willan, Chair of the Board of Governors reported that:

- i. Following resignation of Claire Dunning, the University had commenced a recruitment process to appoint an Executive Director of Corporate Governance. The role was designated as a senior post and the appointment therefore required the formal agreement of the Board of Governors.
- ii. Delegated authority was requested from the Board of Governors to make an appointment to the role. This was to ensure that the appointment could be expedited without delay and that the post can be offered to the preferred candidate promptly following the conclusion of the interview process.
- iii. The recruitment process had commenced using the support of recruitment consultants Anderson Quigley. The advertisement for the role closed on 18th March 2024. It was anticipated that interviews would be scheduled for late April and would include external governor input.
- iv. The Board noted that salary parameters for the role would be set in discussion with the Senior Postholders' Remuneration Committee.
- v. The Board agreed that the final stage interview panels, which would include governor representation, should receive delegated authority to appoint the Executive Director of Corporate Governance.
- vi. **Confidential item**

#### **65. Reset savings programme update - confidential**

#### **66. University Management Accounts Update – confidential**

#### **67. Ten Year Financial Forecast 2023/24 to 2032/33 – confidential**

#### **68. Student Recruitment Update - confidential**

#### **69. Education Strategy update and Strategy day update**

Professor Anne Murphy, Deputy Vice-Chancellor (Education) provided a follow up report on the discussions at the strategy day on 23 February 2024 and a general education update. Key points noted were:

- i. Discussions had been held across Academic Schools to gauge opinions on the place of the dissertation in courses. The majority of those who engaged felt that it was an important piece of work and were reluctant to see it replaced. The next steps would be to seek employers' views because anecdotally, it was felt to be less of a focus compared to demonstrating a broad range of work-placed skills.
- ii. The reset restructuring of Academic Development sought to bring those dispersed across faculties into one team to help bring about the changes required in this area.
- iii. The National Student Survey for home undergraduates had opened and the University was aiming to increase the response rate from 62% last year.
- iv. The Higher Education Statistical Authority (HESA) had taken over running the graduate outcomes survey and had experienced some teething problems in running it. This meant that response rates were likely to be lower than last time.
- v. Dr Jovana Radulovic had been appointed as Director of Education Strategy, starting the role in 2 April 2024 and would work with colleagues across the University to shape the educational strategy and bring innovation in educational standards.
- vi. The Board noted the update.

## **70. Building acquisition - confidential**

## **71. Property Negotiation - confidential**

## **72. Estates Project finance approval – confidential**

## **73. Reportable events**

Claire Dunning, Executive Director of Corporate Governance, invited the Board to note that the University had as required, submitted a reportable event to notify OfS of the outcome of University of Portsmouth v Innovate Pharmaceuticals Limited. The Board noted the submission which had taken place on 8 February 2024.

The Board had received the following reports in correspondence by **electronic circulation** for approval on 19 March 2024:

## **74. Update on Audit fees 2023/2024 - confidential**

## **75. Financial regulations update**

The paper initially presented to IFC on 13 March 2024 had been updated for circulation to the Board. Approval for amendments were requested in order to widen approvals within the finance department to appropriate permanent and interim senior staff.

The amendments noted are transitional and now that the permanent Chief Financial Officer was in place, these approvals would be reviewed alongside a full review of the University Financial Regulations and other financial policies. This review would also consider the recommendations

from the recent Internal Audit of financial controls.

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

[Post meeting note: The reports were approved by a simple majority on 28 March 2024.]

The Board received and **noted** the following reports by correspondence on 19 March 2024:

## **76. Review of the University's Risk Appetite**

The report updated the Board of Governors following a review of the University's risk appetite by UEB that, in accordance with the approved risk management policy, will inform target risks for risk and budget holders for both their strategic and financial planning for FY24/25 as well as programmes and projects, including the Reset Savings Programme. The report also provides a summary to the Board of those risks which are currently on the University's Corporate Risk Register that sit above the University's risk appetite.

The Board of Governors noted:

- a. Removal of the 'security' risk category (subsumed into other categories);
- b. No changes to the risk appetite for the remaining risk categories;
- c. The updated risk appetite for the University would be distributed to risk owners/budget holders in the guidance for strategic and financial planning FY24/25, as well as to programmes and projects through the IS PMO and Estates Masterplan Advisory Group;

## **77. UPSU Officer Election results**

The Board of Governors noted that the election was conducted in a fair and democratic manner and the following officers were elected:

- Academic Representation Officer - Marija Solic
- Democracy and Campaigns Officer - Anwar Jawula
- Development Officer - Dan Ummu-Salamah
- Learning Experience Officer - Blessing Okafor
- Welfare Officer - Connor Sutherland

## **78. Audit and Risk Committee Chair's Report**

For the meeting held on 20 February 2024.

## **79. Infrastructure and Finance Committee Chairs Report - confidential**

For the meeting held on 13 March 2024.

## **80. Nominations Committee Chair's Report**

For the meeting held on 5 March 2024.

## **81. People Culture and Engagement Committee**

For the meeting held on 5 March 2024.

## **82. Academic Council**

The draft minutes of 19 March 2024 would be circulated electronically when available.

## **83. Future meeting dates confirmed**

Confirmed Meeting Dates:

- 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
- Wednesday 8 October 2025 from 1130 to 1630
- Wednesday 26 November 2025 from 1130 to 1630
- Wednesday 28 January 2026 from 1130 to 1630
- Wednesday 25 March 2026 from 1130 to 1630
- Wednesday 1 July 2026 from 1130 to 1630

## **84. Date of Next Meeting**

The next meeting of the Board of Governors would take place on 3 July 2024.

## **85. Vote of Thanks**

The Board noted its thanks to Temidayo Dosunmu, UPSU officer whose term of office finished on 30 June 2024 and so was attending his last Board. Temi had been a member of Infrastructure and Finance and Nominations Committees. He had been a valuable member of the Board in the past year and had represented the student perspective both robustly and professionally in its discussions. The Board wished him success in his future endeavours and presented a gift and a certificate of appreciation.

The Board also recorded its thanks to Claire Dunning, Executive Director of Corporate Governance, who would be leaving the University before the next Board on 3 July 2024. She had joined the University as University Solicitor in 2016, before becoming Executive Director in January 2023. Her professional, friendly and inclusive approach would be greatly missed.