

Board of Governors

TIME /DATE / VENUE	1130, 9 October 2024, St Andrew’s Court Board Room
PRESENT	David Willan (Chair) Bahram Bekhradnia Roger Burke-Hamilton Madeline Denmead (via videoconference, up to minute 8) Penny Emerit Dr Michelle Hale Dr Adrian Hull Claudia Iton Morgan Lowman David Madoc-Jones Becky Miles Stacey Parrinder-Johnson Professor Sandy Pepper Mark Readman (up to minute 14) Sukkanya Siva Marija Solic Christopher Williams
IN ATTENDANCE	Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships) Professor Sherria Hoskins, Provost Professor Jeremy Howells, Deputy Vice-Chancellor (Research, Innovation and External Relations) (up to minute 11) Professor Anne Murphy, Deputy Vice-Chancellor (Education) Mary White, Chief Financial Officer Tahir Ahmed, Director of Estates and Campus Services (Minute 13 and 14) Seamus Gillen, ValueAlpha Limited , (Minute 7) Jonathan Sandling, Principal of the London Campus , (Minute 8) Mike Johnson, Director of LIS , (Minute 12) Professor Djamel Ait-Boudaoud, Executive Dean of Technology (Minute 13)
SECRETARIAT	Paul Mould, Executive Director of Corporate Governance Annette Mills, Head of Corporate Governance Helen Malbon, 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. Papers had been tabled in support of the following items:

- i. Student recruitment
- ii. Technology Building
- iii. Budget update

1. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. The Chair welcomed Paul Mould, Executive Director of Corporate Governance and Marija Solic, UPSU Elected Officer to their first in person Board meeting.
- ii. Apologies were received from Professor Graham Galbraith, Vice-Chancellor, Fiona Hnатов, Chief People Officer and external governors Liz Jolly and Alan Lees.
- iii. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- iv. The standing declaration of interest that David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board was noted.

2. Minutes of the Previous Meeting

The minutes of the meeting held on 3 July 2024 were confirmed as an accurate record, subject to the following amendments

- i. Min 98(iv)(c) Key Performance Indicators: the year '2023' is incorrect and should be changed to '2030'.
- ii. Min 94(ii) London Campus Update: "There had been an increase in staffing costs and" - this sentence is not related to the text preceding it and should be deleted.
- iii. Minute 93 xii d) should be corrected to note the 'student to staff ratio had increased' and not the 'The staff to student ratio had increased'.
- iv. A check would be made to see if an item was missing from the VC report

Action: Senior Governance Officer

[Post meeting note:

It was agreed that an additional point be added to the VC report stating that 'It was noted that consideration was being given to expanding current areas of the curriculum'].

3. Matters Actioned and Matters Arising

- i. Action was reported on seven matters; three were for note, two were for a future meeting and two to be received later in the agenda. In discussion it was noted that:
 - a) Although covered in the budget paper considered later in the meeting, it was important to note that since the last Board meeting in July 2024, a meeting of the Exceptional and Urgent Approval Group (EUAG) had been held on 22 July 2024. It had agreed a one-year adjustment to the covenant ratio and on 8 August 2024 the Board was informed that everything necessary was put in place before the end of July 2024.
 - b) Discussions were underway to arrange a visit of the Board to the London Campus, potentially holding one of the 2025 Board meetings

there.

Action: Executive Director of Corporate Governance

- c) The Chair thanked everyone who had completed the pulse survey at the end of the July 2024 meeting and was especially interested to read the suggested topics for future meetings. These would be allocated to future agendas as appropriate.

Action: Executive Director of Corporate Governance

- ii. 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 Chair thanked all those who had contributed to the Strategy planning day on 4 October 2024. Productive and informative discussions had taken place and the Executive would bring a further developed version to the Board in the spring.

Action: Executive Director of Corporate Governance

- ii. The Chair and Vice-Chancellor had conducted appraisals of the Senior Executive team in September 2024. The Chair and Deputy Chair had reviewed the Vice-Chancellor's performance for 2023/2024 in September and the Board was thanked for the constructive comments received which subsequently fed anonymously into that discussion.
- iii. The Executive were congratulated on the successful launch of the Medical School on 13 September 2024. This was in partnership with Kings College London and those governors who attended had enjoyed the opportunity to meet staff and students.
- iv. Several recent successes were noted:
 - a) UK undergraduate recruitment for September 2024 appeared very positive
 - b) The university had risen in the Times rankings
 - c) Good performance in the latest NSS.
 - d) Enjoyable graduation ceremonies. Governors were reminded of the open invitation to attend any ceremony they wished.

5. Report from the Vice-Chancellor

The Board noted the written report from the Vice-Chancellor. In his absence, the Provost answered some questions raised. Topics included were:

- i. Strategy away day
- ii. Political environment
- iii. UUK blueprint on the future of UK's HE & research
- iv. Senior staff update

This included the announcement that Jeremy Howells, Deputy Vice-Chancellor (Research, Innovation & External Relations) would retire from working at the University at the end of December 2024, after four years of exceptional service.

v. Reset and the University Strategy, Transformation and Resources Committee

The recent committee review established the University Strategy, Transformation and Resources Committee (USTaRC), which would act as the portfolio board for strategic programmes (including those established as part of Reset). It was noted that continuous improvement and constrained budgets would be in evidence for a number of years and would be embedded into business as usual.

vi. Student encampment

- a) In June 2024, members of the university community encamped on Ravelin Park, peacefully protesting about the conflict in Gaza. Senior leaders met twice with representatives of the encampment to listen to their views.
- b) The student encampment raised concerns about how UoP enables defence manufacturers to promote themselves to students. The DVC (Education) was exploring how to improve the University's processes regarding events and advertising with our partners and groups. In particular, to provide greater clarity on how UoP decides on which groups were permitted.
- c) The student encampment shared concerns around UoP's investments with companies that were active in Israel. UoP confirmed that it did not invest in any company listed in the UN's OHCHR database of enterprises involved in activities in Israel and/or Palestine. To ensure that the University was meeting best practice with regards to investments, the Chief Financial Officer (CFO) was conducting a review of the Investment policy, and the DVC (Research & Innovation) would review the University's Ethical and Sustainable Investment Statement.
- d) The executive welcomed ideas on how to further include the student voice in its decision-making. The DVC (Education) was undertaking a review of the University Student Voice Policy. In addition, a new student union policy group had been established and regular online VC question and answer sessions set up.

vii. Academic Freedom and Freedom of Speech

Last year, the previous government passed the Higher Education (Freedom of Speech) Act. The new government had stopped the implementation of the act 'due to concerns from vulnerable groups about how the rules might harm student welfare.'

viii. NSS Results - 2023/24

In July the results of the 2024 NSS were published. University of Portsmouth ranked 27th in England for teaching, 19th for academic support, and 17th for learning resources for full-time undergraduates. The University was above the sector benchmark in every theme and in the vast majority of individual questions.

ix. Graduate outcomes

The 2024 Graduate Outcomes Survey (GOS) reported on the employment circumstances of students who graduated in the academic year 2021/22, fifteen months after completing their studies.

x. Awarding Gaps

The 'Raising the Heat on the Awarding Gap' campaign had begun at the end of calendar year 2023. The campaign emphasised the importance of senior leadership taking responsibility for change. Analysis of the awarding gaps for academic year 2023/2024 had shown a 10% reduction in the overall gaps between the numbers of White students who achieve a good degree (2i or better) and the number of PGM students who achieve a good degree. The gap had moved from 27 to 17%. In response to a question it was stated that good practice would be spread and work would continue on reducing the academic gap further as well as in the realm of employment and placement outcomes.

xi. League tables

The University's overall position within the league tables had remained static, rising in The Times whilst falling back slightly in The Guardian.

xii. King's College London (KCL) Medical School branch campus

In September 2024, King's College London (KCL) and the University opened a Portsmouth branch of KCL's Medical School. The four-year Graduate Entry Medical programme began with a first cohort of 54 students, using the expertise of academics from both institutions. Students would learn face-to-face with patients and medics from across the region, and at the successful conclusion of the course be awarded a King's Bachelor of Medicine and Surgery degree (MBBS).

xiii. Welcome Festival - September 2024

Academic Services had implemented improvements to this year's welcome activities for new students which had been well received.

6. Constitutional and Membership Matters

6.1 Paul Mould, Executive Director of Corporate Governance reported on constitutional and membership matters. Following discussion, the Board

- i. Noted the indicative schedule of Board business for the forthcoming year.
- ii. Noted the membership of the Board, Project Boards and other Committees. Committee membership would be reviewed after the Board Effectiveness Review recommendations were received and considered because these could impact on the shape and size of the Board.

Action: Nominations Committee

- iii. Noted that the Nominations, Audit and Risk and the People, Culture and Engagement Committees had confirmed that their terms of reference were discharged during 2023/2024. The Remuneration Committees and Infrastructure and Finance Committee would report their findings to the Board in November 2024.
- iv. Noted that the revised Remuneration Committees and Infrastructure and Finance Committee terms of reference would be received at the 27 November 2024 Board of Governors meeting.
- v. Noted that the Audit and Risk Committee and People, Culture and Engagement Committee do not wish to recommend any changes to their terms of reference.
- vi. Noted that governors were required to submit or update their declaration of interest.
- vii. Noted the attendance records of Governors at the Board and Committee meetings during 2023/2024 and the action attributed to the Executive Director of Corporate Governance.

Action: Executive Director of Corporate Governance

- viii. confidential - Terms of Reference for the Nominations Committee.

6.2 confidential

7. Board Effectiveness review – confidential

8. London Campus Update – confidential

9. Student Recruitment update - confidential

10. University Management Accounts 2023/24 and University of Portsmouth Subsidiary Company Accounts 2023/24 – confidential

11. University Budget 2024/2025 update– confidential

12. Modern workplace: Microsoft 365- confidential

13. Technology Building– confidential

14. Wiltshire building- confidential

15. Portsmouth Technopole Ltd update - confidential

16. Risk Management

Paul Mould, Executive Director of Corporate Governance, introduced the report which provided an overview of the measures being taken to refresh the approach to risk management along with an outline of the implementation plans for a new Risk Management Framework. The proposed framework had been discussed with the Audit and Risk Committee. Key points noted were:

- i. Discussions with colleagues had indicated that, whilst there was appreciation of the basic principles of Risk Management, the framework was yet to fully embed in the management culture or to be consistently used as an active tool to support robust decision making.
- ii. The Executive Director of Corporate Governance and the Head of Strategic Programmes had been working together to start to develop a methodology which extended the original objectives of the Risk Management Framework, which were:
 - a) To connect the overall risk management framework to the achievement of the University's long-term strategy
 - b) To devolve primary responsibility for Risk Management to Faculties and Schools.
- iii. The starting point would be a review and revision of the Risk Registers, so that they would be consistent in their presentation across the University, as well as their calibration of risk scoring and rating.
- iv. A hierarchy would be applied:
 - a) Corporate Level: categorised into two "baskets", either Risks to the delivery of strategic objectives (Strategic Risks) or existential Risks to the University (Enterprise Risks).
 - b) Operational Level: Risks that span the institution, generally managed by Professional Services, such as building and estates risks, IT infrastructure risks, student service delivery risks, compliance breach risks, Health & Safety risks, Project and Programme risk etc.
 - c) Local Level: specific Risks managed at Faculty, School and Department risk, or Professional Service Risks which mainly impact a specific team rather than institution-wide.

- v. The focus of the strategic Risk element of the Risk register would be considered more closely after analysing the outcomes of the Strategic Away Day on 4 October 2024. It was likely that it would focus on eventualities which would result in the failure to deliver on the objectives of the Strategic Vision, most particularly around student experience, widening participation and access, research that improves society, environmental sustainability and alumni engagement.
- vi. As the University's approach to Risk Management develops and matures, it was important that the Risk Management Policy reflected the current practice and approach. It would be reviewed so that it fully aligned with practice at the University and supports the processes for managing risk appropriately.

Action: Executive Director of Corporate Governance

- vii. The approach to reporting would be;
 - a) Take a termly report to the Audit and Risk Committee, focused on the Corporate level risks. These will keep a small number of the most significant risks to the University under regular watch by the Committee.
 - b) Facilitate risk presentations to the Audit and Risk Committee from owners of these key corporate risks and discussions on the management of those risks.
 - c) Ensure that both termly reports and deep-dive discussions are fully reported to the following meeting of the Board.
 - d) Provide a bi-annual report on the management of Risk at the operational level to the Audit and Risk Committee at a high-level.
 - e) Connect the reporting of Risk to the Audit and Compliance Committee and the Board to tangible measurement mechanisms, such as the Key Performance Indicators.
- viii. The Risk Management Forum would consider the Corporate level Risks to bring a high-level draft Risk Register before the November 2024 meeting of the Audit and Risk Committee for its consideration.

Action: Executive Director of Corporate Governance

- ix. The Board noted the direction of travel in the approach to managing risk.

The Board received the following reports in correspondence by electronic circulation for approval:

17. UPSU Code of Practice 2024/2025

It was noted that a query had been raised regarding the role of the Board of Governors in any approval process. It had been clarified that under the 1994 Education Act 'the governing body ... shall take such steps as are reasonably practicable to ensure that any students' union ... operates in a fair and democratic manner and is accountable for its finances'. This included that the union has a process for approving its budget.

18. Financial regulations amendment – confidential item

19. Letters of support for subsidiary companies

It was noted that the UASL Letter of Support had inadvertently been left out of the paper. The wording of the letter was exactly the same as all the other letters and so the Board agreed that when members responded to the paper outside the meeting, it would be taken to include the UASL letter of support. Those members who had already given their approval to the papers electronically circulated indicated that this would extend to a UASL Letter of Support as well.

20. Senior appointment

[Post meeting note:

On 14 October 2024, the threshold for approval of all 4 papers was reached.]

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

21. Remuneration Committees Chair’s report

For the meeting held on 20 September 2024.

22. Nominations Committee Chair’s Report

For the meeting held on 19 September 2024.

23. Audit and Risk Committee Chairs Report

For the meeting held on 24 September 2024.

24. People, Culture and Engagement Committee Chair’s Report

For the meeting held on 19 September 2024.

25. Infrastructure and Finance Committee Chairs September Report

For the meeting held on 11 September 2024.

26. Academic Council Chair’s Report

For the meeting held on 18 June 2024.

27. Academic Council

The draft minutes of 18 June 2024 were circulated electronically on 13 August 2024.

28. Date of Next Meeting

The next meeting of the Board of Governors would take place on 27 November 2024.

29. Private session for external governors.

