

Board of Governors

TIME /DATE / VENUE	1130, 27 November 2024, Room 4.18, St Andrew's Court Board Room
PRESENT	<p>David Willan (Chair)</p> <p>Professor Graham Galbraith</p> <p>Claudia Iton (To Minute 49)</p> <p>Liz Jolly</p> <p>David Madoc-Jones</p> <p>Madeline Denmead</p> <p>Dr Adrian Hull (To Minute 48)</p> <p>Bahram Bekhradnia (by videoconference) (To Minute 49)</p> <p>Marija Solic</p> <p>Morgan Lowman</p> <p>Professor Sandy Pepper</p> <p>Stacey Parrinder-Johnson</p> <p>Sukkanya Siva</p> <p>Mark Readman (Minutes 30 to 42, 44 to 45 and 48 to 58)</p> <p>Becky Miles</p> <p>Alan Lees</p>
IN ATTENDANCE	<p>Professor Sherria Hoskins, Provost</p> <p>Fiona Hnatow, Chief People Officer</p> <p>Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life)</p> <p>Professor Jeremy Howells, Deputy Vice-Chancellor (Research, Innovation and External Relations)</p> <p>Professor Anne Murphy, Deputy Vice-Chancellor (Education) (from Minute 44)</p> <p>Mary White, Chief Financial Officer</p> <p>Tahir Ahmed, Director of Estates and Campus (Minute 49 only)</p> <p>Kevin Child, Director and Principal Safeguarding Officer (Minutes 42 and 43 only)</p>
SECRETARIAT	<p>Paul Mould, Executive Director of Corporate Governance</p> <p>Helen Malbon, Senior Governance Officer</p> <p>Jacqui Bryden, Senior Governance Officer</p>

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

Prior to the formal session, the Board participated in a horizon-scanning session from Mark Barlow, Director of Recruitment, Marketing and Communications.

30. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. The Chair welcomed the Board to the meeting.
- ii. Apologies were received from External Governors, Penny Emerit, Christopher Williams, Roger Burke-Hamilton and Dr Michelle Hale, Academic Governor.
- iii. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- iv. The following standing declarations of interest were noted:
 - a) David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.
 - b) Alan Lees is the Chief Executive of KCG Audit Limited that provided internal audit services to HEIs.

31. Minutes of the Previous Meeting

The minutes of the meeting held on 9 October 2024 were confirmed as an accurate record subject to the following amendments:

- i. Minute 13: Technology Building – at the end of the first sentence’... although the project timing was ambitious with little contingency room for any delays’.
- ii. Remove Liz Jolly from the list of present attendees.

32. Matters Actioned and Matters Arising

Action was reported on sixteen matters; nine were for note, three would be received on the agenda and four to be received at a future meeting. It was noted that meeting scheduled for 25 March 2025 would be held at the London Campus (logistics permitting) and that an update on risk management would be presented to the Board at its meeting in January 2025. There were no other matters arising.

33. External Governor Recruitment Update - confidential

34. Report from the Chair

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

- i. Below target recruitment for London Campus remained a cause for concern and had been the subject of dialogue with the Executive. A risk assessment would be carried out to measure performance against KPIs. It was important for the Board to support the project in its early stages and a discussion would be on the agenda in January 2025. The discussion would include: the allocation of specific responsibilities; KPIs; the potential effect of any material breach; strategic communications and updates; partnership and collaboration; and risk management.

- ii. A meeting with University Chairs hosted by a recruitment agency had identified key themes:
 - a) There would be no significant increase in the number of students and the continuing battle for market share would necessitate differentiation in the student offering.
 - b) Fewer international students would impact income negatively and cost management would continue to be a focus.
 - c) Greater focus on research and the income it would create.
 - d) It would be necessary to review staffing models and new ways of delivering.
 - e) Senior leadership skills were important to success.
 - f) The sector would need to become vertically integrated with schools; widening participation and civic responsibility would continue to be important.
- iii. The Chair noted that the University had already identified and responded to each of these themes and had acted proactively, quickly and decisively so the meeting had been very positive.
- iv. There had also been a discussion about the career structures of University Chairs at other universities which was topical as the University would elect a new Chair shortly.
- v. The outcome of the recent Ofsted inspection was expected to be positive and the Chair noted thanks to the Chairs of the Audit and Risk and Infrastructure and Finance Committees, the Deputy Vice-Chancellor (Education), the Academic Registrar and Deputy Academic Registrar for their comprehensive preparation and presentation. Academic Quality was in the remit of the Audit and Risk Committee and would have a higher profile for the Board.

35. Report from the Vice-Chancellor - confidential

36. Financial Statements – confidential

37. Going Concern Statement – confidential

38. Letter of Representation – confidential

39. Nominations Agreement - confidential

40. Financial Forecasts – confidential

41. Student Recruitment Update - confidential

42. Sexual Misconduct and Harassment: The Seven OfS Expectations

Kevin Child, Director of Student Support Services presented an update on the progress in meeting the OfS condition of registration E6 about sexual misconduct and harassment and due to come into force on 1 August 2025. The purpose of the new condition was to ensure that universities prevented and responded to incidents of sexual misconduct and harassment. The key points noted were:

- i. A task and finish group had been established to ensure compliance by August 2025. During 2024, work had been undertaken to address and implement the necessary and appropriate actions as required.
- ii. A new Sexual Misconduct Procedure had been implemented in June 2024 and had received positive feedback.
- iii. A number of University-wide consultations had been undertaken to inform the review of other associated policies. The Staff/Student Relationship Policy was under review with HR and the Student Conduct Policy under review with the Academic Registry.
- iv. The new Customer Relationship Management (CRM) system, Salesforce, would be implemented by September 2025 and would be able to fully integrate with other student data systems. The webpages had been updated and enhanced to provide easily accessible information and resources for staff and students.
- v. A sexual violence liaison network had been established and a programme of enhanced staff training had been implemented to support the network. The liaison network had identified potential resource requirements and had also had a positive impact on the time taken to manage issues that had been raised.
- vi. Student training was encouraged but was not currently mandatorily enforced and was a focus to be made mandatory as part of registration or via disciplinary sanction. A balance would be sought between enforcement and the provision of support in collaboration with both professional and academic services.
- vii. Ensuring compliance with the OfS condition did have some financial implications: the procurement of the CRM; use of appropriate training platforms; and future staffing needs as casework would be expected to increase due to the higher profile of the need to report issues.
- viii. In discussion it was noted that:
 - a) Regular senior management review would break down siloes and different ways of working.
 - b) Cultural differences in behaviour would be addressed with the input and support of the Director of Race and Equality, UPSU and the People of the Global Majority (PGM) Ambassadors. UPSU and the PGM Ambassadors were included in the task and finish group, which provided synergies and created a large and diverse community of support.
 - c) Prior to the implementation of the new CRM, Hornbill would be unable to provide a temporary platform because it was not integrated to other systems and did not have the appropriate functionality. The recently appointed Director of Library and Information Services would establish architectural standards to ensure standard integration across all University IT systems and platforms.
- ix. Following discussion, the Board noted the report.

43. Annual Report on the Prevent Duty 2023/2024

Chris Chang, Deputy Vice Chancellor (Global Engagement and Student Life) and Kevin Child, Director of Student Support, presented the draft monitoring report on the University's delivery of the Prevent Duty and an overview of the University's activities to deliver its Prevent Duty for the period 1 August 2023 to 31 July 2024. As part of the duty, the University is required to submit an annual accountability and data return to the OfS by 1 December 2024. The report had been considered by the Audit and Risk Committee at its meeting in November. The key points noted were:

- i. The Accountability and Data Return (ADR) 2024 provided a high-level overview of the number of referrals, speaker events and training undertaken over the accounting year in accordance with the Prevent Duty.
- ii. In discussion it was noted that:
 - a) The ADR provided a small snapshot of the obligations under the Prevent Duty and it was required to be signed by the Chair of the Board prior to submission to the OfS.
 - b) The ADR included the London Campus. No issues had been identified to date since it had opened but safeguarding trained staff were based at the London Campus.
 - c) During the recent Ofsted inspection, some External Governors had been interviewed about their role in safeguarding. The specific role and responsibilities of the Board in safeguarding would be included in the governor recruitment and Induction information and regular updates would be presented as appropriate.

Action: Executive Director of Corporate Governance
 - d) The work of the Student Services Operating Group had been subsumed into the Student Life and Engagement Group to oversee issues that were raised under the Prevent Duty.
- iii. Following discussion, the Board:
 - a) Confirmed that the University had had due regard to deliver its obligations under the Prevent Duty.
 - b) Approved the outcomes-based data return to be signed by the Chair of the Board and submitted to the OfS by 1 December 2024.

44. People Update - confidential

45. Education Strategy and the Access and Participation Plan

Professor Anne Murphy, Deputy Vice-Chancellor (Education), presented an overview of education development and operational contexts. The key points noted were:

- i. The Education Strategy combined educational development, plans and quality assurance. The Access and Participation Plan had been approved by the OfS to implement for the 2025/2026 academic year.
- ii. The paper provided assurance of academic quality and an overview of operational education

for 2023/2024 to 2025/2026 to ensure that there would be a low risk of intervention from the OfS.

- iii. It was important to be ready for change as the Labour government addressed the HE sector in educational policy. There was evidence that students drove the need for change to facilitate their success. Students wanted a strong sense of belonging with interactive personalised services that fitted in with their lives and needs.
- iv. It was important to identify and mitigate the barriers to change by creating achievable objectives that all staff understood and implemented. The University had implemented a number of academic and service changes in structures and activities in the last year to support the successful delivery of the Access and Participation Plan (APP) from 2025/2026.
- v. A key focus would be on addressing the awarding gaps through a project called 'Raising the Heat', ensuring that the student voice is heard and addressing the demand for technology innovation and Artificial Intelligence (AI). The aim of the APP was to support equity throughout the student lifecycle.
- vi. The city of Portsmouth was a known area of educational deprivation and access to HE should be vertically integrated.
- vii. In discussion it was noted that:
 - a) It was important to really understand what students wanted and what a good outcome would look like for individual students.
 - b) The University Library had an important role to play in contributing to the successful delivery of the Education Strategy, supporting learning and teaching aligned to the curriculum framework through a holistic approach. The recent appointment of the new Director would provide scope and opportunity to address improvements.
 - c) An essential element in the Education Strategy was to embed best practice through rigorous analysis and innovation. The Centre for Academic and Digital Innovation (CADI) had recently been established to improve academic and digital support for learning and teaching and its purpose was to improve course design and enable institutional innovation to transform curriculum delivery.
 - d) Moodle was a commonly used learning platform and there were opportunities to explore alternatives to facilitate timely communication particularly on assessments, deadlines and consistent messaging from Academic Registry, in order to curate the total learner journey.
 - e) In developing the Education Strategy, it was important to identify the different costs of education delivery in Portsmouth and the London Campus to ensure that the structure and method of delivery was cost effective, enriching and engaging. The Institute for Professional and Flexible Learning provided opportunities at a reduced cost whilst remaining suitable for the needs of the student.
- viii. Following discussion, the Board noted the overview and update and expressed its thanks to the Deputy Vice-Chancellor (Education) for the insightful presentation. The Board reaffirmed the importance of regular updates to the Board about the Education Strategy and the

progress of the Access and Participation Plan.

46. Assurance Statement on Quality

Professor Anne Murphy, Deputy Vice-Chancellor (Education), presented the Assurance Statement that had been received by the Audit and Risk Committee at their meeting on 14 November 2024. The Assurance Statement provided oversight of the academic governance arrangements during 2023/2024 to 2024/2025.

- i. In discussion it was noted that:
 - a) The report was an element of the OfS Accountability Return and the risk of intervention from the OfS was low.
 - b) It was important to focus on the challenges identified in order to strengthen resilience and support students to succeed.
- ii. Following discussion, the Board noted the Assurance Statement on Quality.

47. Annual Report of the Audit and Risk Committee – confidential

48. Student Hub Approval - confidential

The Board received the following reports in correspondence by electronic circulation for approval on 20 November 2024.

A simple majority of eleven governors were required to respond positively to gain the necessary approval.

[Post-meeting note: Eleven governors confirmed approval of the reports by Tuesday 17 December 2024].

49. Modern Slavery Act 2015 – Updated Statement

The report invited the Board to approve the updated statement and authorise its publication on the University's website.

50. Constitutional and Membership Matters

The report asked the Board to:

- (i) Note the membership of the Board.
- (ii) Approve the revised Infrastructure and Finance Committee (IFC) Terms of Reference 2024/2025.
- (iii) Note that IFC had confirmed that their Terms of Reference were discharged during 2023/2024.
- (iv) Approve the revised Senior Post holders and Vice-Chancellor's Remuneration Committees Terms of Reference and principles of operation.
- (v) Approve the Audit and Risk Committee Terms of Reference 2024/2025.
- (vi) Ensure they have updated their declarations of interest.

51. ASTA Quoracy Resolution - confidential

The report asked the Board to approve the quoracy of two directors.

The Board received and noted the following reports in correspondence on 20 November 2024 by electronic circulation and accepted the work of the committees as reported:

52. Remuneration Committees Chair's Report

For the meeting held on 2 November 2024.

53. Infrastructure and Finance Committee Chairs Report

For the meeting held on 3 October 2024.

54. Infrastructure and Finance Committee Chairs Report

For the meeting held on 12 November 2024.

55. Audit and Risk Committee Chair's Report

For the meeting held on 14 November 2024.

56. Academic Council

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

57. Date of Next Meeting

The next meeting of the Board of Governors would take place on:

- Wednesday 22 January 2025 from 1130 to 1630
- The Board Effectiveness Review meeting would take place on 10 January 2025
 - Governors were requested to confirm their attendance via the calendar invitation.

The confirmed meeting dates for 2024/2025:

- Tuesday 25 March 2025 from 1130 to 1630
- Wednesday 2 July 2025 from 1130 to 1630

The confirmed meeting dates for 2025/2026:

- 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

58. Vote of Thanks

Professor Jeremy Howells

Jeremy Howells was taking early retirement and will leave the University at the end of 2024.

Since being appointed to Deputy Vice-Chancellor (Research, Innovation & External Relations) in 2022, research and innovation activity within the University had undergone major changes in strategy, structure and implementation. In particular, the new Department for Research and Innovation (DRI; replacing RIS) went live on 1 August 2024 to improve operational efficiency and clarity over reporting lines, and also seek to bring academics and professional service staff together to work on joint projects and decision-making. The Board noted his considerable contribution and value to the University, the Board and Committees, expressed its thanks and wished him all the best in his retirement.