

Board of Governors

TIME /DATE / VENUE	1100, 2 July 2025, Room 4.18, St Andrew's Court Board Room
PRESENT	David Willan (Chair) Bahram Bekhradnia (via zoom up to minute 118) Roger Burke-Hamilton Madeline Denmead Penny Emerit (up to minute 116) Professor Graham Galbraith Dr Adrian Hull (minute 101 onwards) Claudia Iton Liz Jolly Verity Knight, UPSU Elected Officer (except for item 109) Alan Lees Morgan Lowman David Madoc-Jones Becky Miles Stacey Parrinder-Johnson Professor Sandy Pepper Mark Readman Sukkanya Siva Chris Williams
IN ATTENDANCE	Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) Fiona Hnatow, Chief People Officer Professor Sherria Hoskins, Provost Professor Vikas Kumar, Deputy Vice-Chancellor (Research, Innovation and External Relations) Marc Lintern, Director of Student Employability and Employment (Minute 117 only) Professor Anne Murphy, Deputy Vice-Chancellor (Education) Mary White, Chief Financial Officer
OBSERVERS	Shah Ali, Student Governor (from 1 August 2025) Justin Fanstone, External Governor (from 1 August 2025) Marija Solic, former UPSU Elected Officer (except for item 109)
SECRETARIAT	Paul Mould, Executive Director of Corporate Governance Annette Mills, Head of Governance Services Helen Malbon, Senior Governance Officer

A supplementary paper was tabled in support of the student recruitment agenda item.

Some items taken out of order in order to support guest presenter availability.

98. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. The Chair welcomed Professor Vikas Kumar, Deputy Vice-Chancellor (Research, Innovation and External Relations) and Verity Knight, UPSU Elected Officer to their first meeting of the Board.
- ii. Apologies for absence were received from Dr Michelle Hale. It was noted that Helen Astle, potential External Governor (from 1 August 2025) was due to attend as an observer but was unable to attend.
- 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 President of its Heritage and Advisory Board.
 - b) Alan Lees was the Chief Executive of KCG Audit Limited which provided internal audit services to HEIs.

99. Approval of the agenda

- i. The Board confirmed acceptance, and where necessary approval, of the following unanimous consent agenda items without discussion:
 - a) Report of the Chair of the Remuneration Committees meetings that took place on 13 May 2025.
 - b) Reports of the Chair of the Academic Council on the 18 March and 17 June 2025 meetings
 - c) UPSU Elected Officers review of 2024/2025
 - d) Portsmouth Technopole Limited (see confidential section)
- ii. The minutes of the meeting held on 25 March 2025 were confirmed as an accurate record subject to adding Roger Burke-Hamilton as being present.

Action: Senior Governance Officer

100. Action Log and Matters Arising

Paul Mould, Executive Director of Corporate Governance, noted

- i. Of the eight actions listed, four were complete and four were scheduled for future meetings.
- ii. The summary of the March 2025 Board pulse surveys was noted, especially the high response rate and the ongoing concern about the size of the Board packs.
- iii. There were no other matters arising.

101. Harassment and Sexual Misconduct – confidential

The formal meeting paused to receive a briefing.

102. Office for Students informal briefing

The Board received a briefing from Professor Arif Ahmed, Director for Freedom of Speech and Academic Freedom, OfS and Johanna Liddle, Strategic Adviser, OfS via Zoom. Jonathan Scowen, UOP Public Policy Officer joined this session as an observer.

103. Report from the Chair

The Chair reflected on his time as external governor and the changes that had taken place in the University during that time. Key points noted were:

- i. Financial performance as a University: overall the sector was struggling but the University was in a stronger position due to early intervention.
- ii. Management Team: An inspirational Vice-Chancellor and strong management team.
- iii. Staff and students: a very strong sense of positivity and optimism about the University and pride in playing their part.
- iv. Institute for Life Sciences and Health: The Institute worked in four principal areas- Frontier Biomolecular Science, Translational Medicine and Disease, Advanced Therapeutics and Innovations in Healthcare and Wellbeing. Their research impacted people's lives and had high quality partnerships. The Institute was truly impressive and was yet another reason for the University to feel immensely proud.
- v. The investment in the estate should continue so that staff and students had the environment for them to thrive and continue to deliver pioneering, life changing and world class research.
- vi. Future Board: Professor Sandy Pepper had been a great Deputy Chair and hugely supportive and would be a good Chair when he took up the role on 1 August 2025. The University could look forward to the future with considerable pride and optimism ready to deal with whatever challenges arise.

104. Report from the Vice-Chancellor - confidential

105. Pro-Chancellor role - confidential

106. Board effectiveness

Paul Mould, Executive Director of Corporate Governance, introduced the proposed Scheme of Delegations along with other Board effectiveness follow up actions. Key points noted were:

- i. An effective scheme would provide important strategic and operational agility for the University. The Scheme of Delegations addressed a Board Effectiveness review outcome by clearly defining delegated authorities across the Board, Committees, Vice-Chancellor,

and University Executive Board. It aimed to help ensure transparent decision-making and effective discharge of responsibilities under the University's governing documents.

- ii. The Scheme of Delegations would evolve over the next year, so the Board were asked to permit the Chair to approve any necessary changes on the Vice-Chancellor's recommendation through Chair's Action between meetings, preserving the flexibility the Scheme aims to provide.
- iii. The paper also proposed revisions to governance and executive committee structures, completing 2024 work to streamline University committees. The revised structure provided greater clarity in defining the route for Education matters, which generally would be escalated for approval (or recommendation for approval by the Board) at the Academic Council. Most matters relating to student life and experience were dealt with by Professional Service teams, and the more appropriate escalation route for these matters would be through the University Executive Board.
- iv. A series of deep-dive discussion sessions for the Board was proposed that were designed to help governors understand how University business supported strategic goals and to track progress toward delivery. These 90-minute sessions would replace current Horizon Scanning sessions at Board meetings, which would be delivered through alternative methods. A detailed agenda was provided for the first two sessions, while the remaining three for 2025/26 were outlined at a high level.
- v. Following discussion, the Board:
 - a) Approved the Scheme of Delegations, subject to any further feedback received by members and agreed by the Chair before the end of August 2025. The Committee terms of reference would be updated to reflect changes that come into effect on 1 September 2025.
 - b) Approved delegation of authority to the Chair of the Board of Governors to approve changes to the Scheme of Delegations between meetings on the recommendation of the Vice-Chancellor.
 - c) Noted the approach to increasing strategic focus in Board discussions.

107. Nominations Committee report - confidential

108. Infrastructure and Finance Committee report - confidential

109. Proposed loan - confidential

110. Finance system replacement - confidential

111. University Budget 2025/2026 - confidential

112. Audit and Risk Committee report - confidential

113. Risk Management update - confidential

114. Key performance indicators - confidential**115. Student Recruitment Update - confidential****116. Professional Services transformation programme - confidential****117. Careers and Employability Service**

Anne Murphy, Deputy Vice-Chancellor (Education) and Marc Lintern, Director of Student Employability and Employment presented an overview of the Careers and Employability Service (CES). Key points noted were:

- i. The CES played a central role in supporting student success at the University by providing students and alumni with the skills, experiences, and confidence to succeed. The work of the CES was aligned with strategic University priorities particularly around graduate outcomes, civic engagement, and connecting the University's educational offer to future needs. Graduate Outcomes was part of the Office for Students Conditions of Registration.
- ii. The CES supported students and alumni up to five years post-graduation in all aspects of their career development journey. There was also a Graduate Recruitment Consultancy that worked employers in the local area to place applicants into graduate-level roles.
- iii. The success of CES was measured by improved graduate progression data, faculty engagement with the service and the embedding of employability into the curriculum, student satisfaction, and enhanced employer collaboration. It was noted that aspects of employability were an important factor in why students chose a university.
- iv. Students were given a choice of virtual or face to face appointments with the majority choosing face to face appointments with the student advice team supplemented by online services and supported by AI. The faculty placement teams were now centralised within CES, providing a more coordinated approach to placement management. In response to a question, it was confirmed that the service did not provide unpaid placements.
- v. There was also support for students who wanted to start their own businesses through workshops, co-working space, access to seed corn funding, guidance and mentoring.
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- vii. The CES worked closely with the faculties and schools and, over the past year, had embedded academic Employability Coordinators with the aim of ensuring a consistency of experience for students.
- viii. There was discussion about the culture change shift from education for education's sake to a student desired outcome of being a ready for the labour market including improving student's softer skills. In supporting this, connected degrees, available to students commencing a full-time undergraduate degree from September 2024, there would be flexibility for students to choose when to take a placement: either before the final year or after completion of the degree. As well as giving new students the opportunity to take a

placement after their degree, as part of the Connected Degree offer, CES had begun work to introduce shorter alternatives to the placement year.

- ix. External governors were invited to support the CES by sharing their expertise with students, those interested could inform the corporate governance team.
- x. The Board noted the updated.

118. People Culture and Engagement Committee report

The Board noted the report which covered the following topics:

- i. New Personal Development Review Module
- ii. Professional Services Transformation Programme
- iii. HR Workforce Analysis Dashboard
- iv. Staff Survey Update
- v. Executive People and Culture Committee
- vi. UK Supreme Court Ruling Update
- vii. Concordat to Support the Career Development of Researchers
- viii. Annual Gender Pay Gap Report
- ix. New Recognition Scheme

119. Employee Recognition - confidential

120. Next Meeting

The next meeting would take place on Wednesday 8 October 2025 from 1130 to 1630

121. Record of thanks

- i. It was noted that it was the last meeting for the following governors:
 - David Willan
 - Chris Williams
 - Claudia Iton
 - Roger Burke-Hamilton
 - Liz Jolly
 - Adrian Hull
 - Becky Miles
 - Morgan Lowman
- ii. Formal thanks and speeches had been made at the Board of Governors dinner held the night before.
- iii. David Willan wished to record his thanks to Julie Reynolds who had supported him and the Board to a high standard during his time as an external governor.