Board of Governors

TIME /DATE / VENUE	1130, 8 October 2025, Room 4.18, St Andrew's Court Board Room
PRESENT	Professor Sandy Pepper (Chair)
	Professor Graham Galbraith
	David Madoc-Jones (via videoconference)
	Madeline Denmead
	Dr Michelle Hale
	Verity Knight
	Shahinoor Ali
	Stacey Parrinder-Johnson
	Sukkanya Siva
	Mark Readman
	Alan Lees
	Claire Middleton
	Justin Fanstone
	Helen Astle
IN ATTENDANCE	Professor Sherria Hoskins, Provost
	Fiona Hnatow, Chief People Officer
	Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life)
	Professor Vikas Kumar, Deputy Vice-Chancellor (Research, Innovation and External Relations)
	Professor Anne Murphy, Deputy Vice-Chancellor (Education)
	Mary White, Chief Financial Officer
	Professor Richard Thelwell, Executive Dean of Faculty of Science and Health (Min 7 only)
	Mark Judges, Chief Commercial Officer, Portsmouth Football Club (Min 7 only)
	Ben Cowdrey, Head of Policy (Mins 7 to 8)
	Jonathan Scowen, Public Policy Officer (Min 8 only)
SECRETARIAT	Paul Mould, Executive Director of Corporate Governance
	Annette Mills, Head of Governance Services
	Jacqui Bryden, Senior Governance Officer

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

1. Introductions, Apologies, Quoracy and Conflicts of Interest

i. The Chair welcomed the Board to the meeting.

ii. Apologies were received from two External Governors: Bahram Bekhradnia and Penny Emerit.

iii. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

iv. There were no declarations of interest.

2. Approval of the agenda

i. The Board confirmed acceptance, and where necessary approval, of the following unanimous consent agenda items without discussion:

<u>Approved</u>

a) Minutes of the previous Board meeting held on 2 July 2025

b) UPSU Code of Practice 2025/2026

c) Environmental Policy Statement

<u>Noted</u>

d) OfS Reportable Events (July 2025)

e) The dissolution of Technology Enterprises Portsmouth Limited (TEPL)

f) Whistleblowing Policy 2025

3. Matters Arising

Paul Mould, Executive Director of Corporate Governance noted:

i. Of the eight actions listed, seven were complete and one on target for completion in July 2026.

ii. The summary of the July 2025 Board pulse surveys was noted.

iii. There were no other matters arising.

4. Report from the Chair - confidential

5. Report from the Vice-Chancellor - confidential

6. University Strategy: KPIs and Strategic Projects

Professor Sherria Hoskins, Provost provided a proposal for 19 University KPIs including two overarching UK and International Profile KPIs, three periodic KPIs and 14 strategy KPIs for annual monitoring at the Board. The key points noted were:

i. The proposed KPIs had been updated since discussion at the last Board in July. There were a further three changes to the goals identified in section three on connecting education to workforce and skills needs through strong partnerships at regional, national and global levels following discussion at UEB. KPIs numbered 11-13 were amended to:

   a) On campus student numbers (international and home students including campus-based Degree Apprenticeships)

   b) TNE and UK teaching partnership fee income

   c) Other student tuition fee income (LLE, online learning, micro-credentials, credit bearing CPD and off campus Degree Apprenticeships)

ii. The amendments ensured the KPI measures incorporated and understanding of the campus size needed, indicated diversity and resilience, identify where a surplus could be made and aligned to the tertiary and skills agendas.

iii. A new Director of Planning and Performance and a new Head of Business Information and Business Insight had been appointed to build capability in the planning team to focus on the data to analyse future trends and support strategic transformation projects. Updated data analysis would be provided in the new year.

iv. Eleven of the KPIs were currently above the line and would be considered by UEB to inform future deep-dive discussion on strategic direction. For instance, transnational education was identified as both a financial and strategic priority, demonstrating strong potential for income generation without the need for a physical campus presence. It was important to agree on the KPIs and baselines and initial targets were included.

v. In discussion it was noted that:

   a) The revised KPIs numbered 11-13 better served appropriate measurement. Further modelling of the impact on the shape and size of the University would be helpful and a narrative about what was working well and what required improvement. Further to the Gillies Report, KPI governance arrangements would be provided to the internal auditors for advice on management and monitoring.

   b) There were no specific KPIs on people and workforce plans to inform the future workforce requirements. Goals 4 and 5 were intended to be measures of creating a connected community.

   c) The KPIs were developed to align with the University's strategic priorities and cascaded throughout the institutional structure to support consistent performance monitoring. While they provided a framework for assessing the effectiveness of the Executive, they also presented an opportunity to improve existing benchmarking against comparable institutions, enabling informed calibration and continuous improvement.

   d) The baseline for staff engagement was 67% but did not indicate a measure of satisfaction. The results of the Staff Survey would be provided to a future Board meeting. The benchmark provided for benchmarking in the HE sector which was fraught with uncertainty. The survey report would include plans to address the issues raised and there would be a deep dive discussion about people annually.

e) The progression rates were erratic and any downward trend should be subject to a deep dive discussion.

f) The KPIs measured to 1st degrees because it was an assessment of the University required by the OfS and was used to compile the league tables. The collection of data for other degree types was complex and currently unavailable. The University had a lower number of part-time degrees and it was likely that the OfS would look at these to move from the reliance on full-time degrees.

g) The data for continuation rates was collected 18 months after graduation from National Insurance information. The data was accurate but was a retrospective measure.

h) The performance measures would be used to inform the next iteration of the University's Vision and Strategy and it was anticipated that the university student recruitment market would change considerably over the next ten years.

vi. Following discussion, the Board approved the revised and updated KPIs.

7. Deep Dive Discussion: Civic Engagement

Professor Anne Murphy, Deputy Vice-Chancellor (Education), Professor Sherria Hoskins, Provost, Professor Richard Thelwell Executive Dean of Faculty of Science and Health, Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) and Mark Judges, Chief Commercial Officer - Portsmouth Football Club provided a joint deep dive presentation and discussion about the work undertaken to ensure civic engagement. The key points noted were:

i. The University had been one of the first to develop a Civic University Agreement encompassed in the strategic goal to nurture a connected, inclusive community where our students and people thrive together.

ii. There were three models of civic delivery that consisted of contribution to the local area such as volunteering, civic impact as a result of activity such as job creation and embedding into partnership agreements to improve commercial and civic outcomes.

iii. The University actively grew its civic activities in the city and a map and was available on the University webpages.

iv. Students provided 115,606 volunteering hours per annum in the locality in addition to their full-time studies and their paid jobs necessary in a challenging economic climate. Students were positive about their volunteering experiences.

v. Other community projects included cyber awareness clinics, supporting mental health in children, a legal advice clinic, heritage projects, filming events, the stargazing event and the University choir.

Health Hub

vi. Students in the Health Hub had been key to revolutionising local healthcare initiatives supporting the poor health and social care demography of the island following the establishment of the medicine and dental departments in partnership with KCL. It was anticipated that the Medical School would be established by 2029/2030. Medical and dental

courses fed 750 students each year to the NHS and more than 50% remained in the area.

vii. Student could help identify problem areas and innovation in prevention through education in dental care, and other medical courses in physiotherapy, pharmacy, and Operating Department Practice.

viii. A transformative care model had been developed to address the health inequalities by establishing a Neighbourhood Health Hub for the community. A range of services would be available under one roof including job advice, legal advice and healthcare. The aim would be to enable users avoid the need to go to the Queen Alexandra Hospital and enhance economic activity. In consultation with GPs and other stakeholder, a long list of priorities had been identified specifically in prevention and initial treatment.

ix. The University would be able to support the model through fundraising and space could be made available. There were benefits for the patients and residents, NHS and healthcare providers, the local economy and employers, and the wider community and the government. The challenge was that NHS 10-year Workforce plan had been delayed which would provide context.

x. The government launched an initiative for the provision of a national neighbourhood health hub implementation plan. The local authorities were invited to bid for the plans and Portsmouth City Council was successful which the University would support. The downside was that the government provided no funding the Portsmouth Health Hub would be a cost. The University would be a significant contributor as enablers to the project with students supporting initiatives.

xi. In discussion it was noted that:

a) There was a lot of politics involved that had to be negotiated. The University was ahead of the curve and had very strong partnerships for nursing, dental and medical services. The new Pro-Chancellor was very well connected which facilitated access and lobbying opportunities.

b) There would be a phased implementation, and the University was poised to recruit dental students from 2027. There were no additional medical places called for by the government in the near future, but the University would continue with the stages to achieve Medical School status. The Integrated Care Board was committed to providing bursaries following graduation and recognised the value of student placements to commissioned NHS services. It would be helpful for Board members to add their voice to government networks and contacts.

c) The London Campus had yet to reach break-even point and this initiative would be a greater opportunity to make a considerable contribution to the community and to the University's capital. There might be a need to take greater risk to support the Health Hub and it would be important to identify the barriers to success.

d) Voluntary services and the provision of non-commissioned services such as the Red Cross were likely to be the first steps using University space. Portsmouth Football Club had also been involved in the generation of ideas.

Portsmouth Football Club

xii. Mark Judges, Chief Commercial Officer at Portsmouth Football Club (PFC) and Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) provided an overview of the fruitful partnership to the club, University, city and students, including a history of the club. The sponsorship arrangement had been extended for a further three years. The key points noted were:

a) The University partnership with PFC was an integral and important mutual initiative. The University had first sponsored the football shirts in the 2018/2019 season and aimed to raise the profile of educational aspirations. The arrangement included PFC outreach activities in schools and had developed to include filming done by the University, paying students to manage kiosks and other paid and unpaid opportunities.

b) In the 2024/2025 season, YouGov had tracked and measured the return on investment for the shirt sponsorship of both the women's and men's teams.

- 24 matches had been shown on terrestrial channels with over 8000 hours across all channels including paid and streaming services. Further exposure was created by news and Press coverage, social media and the new EAFC football game.

- Gaming use indicated that teens started to identify their favourite football team by age 17; by 18 they bound their affinity to their team and by 25 gaming reinforced pride.

- £20k had been generated through replica shirt sales and the new launch had been filmed using the University's CCIXR facilities.

- 9.7% of supporters were students. 350 tickets were made available for students; 150 were invited to enjoy club hospitality; 50 received signed shirts; 25 received signed footballs: and played in a staff vs student game on the pitch.

- The advertising revenue was valued at £209m.

- The University sponsored shirts were displayed in various formats in 9.4m football games seen worldwide.

xiii. Following the deep dive discussion, the Board noted the initiatives and projects to develop a Civic University and the positive impact on the community.

8. Gillies Report – University of Dundee

Ben Cowdrey, Head of Policy and Jonathan Scowen Public Policy Officer provided a report and discussion on the recent Gillies Report following the collapse of the University of Dundee. A briefing via video had also been made available to the Board to explain the background and context. The key points noted were:

i. The Board appreciated the usefulness of the video prior to the meeting and said that it would welcome further reporting in this manner.

ii. The report had found that the Vice-Chancellor at Dundee had acted unprofessionally and there was evidence of poor governance at Board level. The report provided an overview of the important lessons that had been learned and there were 20 recommendations providing principles and advice.

iii. The Gillies Report found that the Vice-Chancellor had been incompetent and exhibited some

hubris. The strategic plan had been over-confident, and Dundee had not responded to change appropriately which meant that subsequent mitigating actions were too little and too late. As a result, the Vice-Chancellor and his replacement, two Finance Directors and two members of the Board resigned.

iv.   The Scottish government had bailed Dundee out at a cost of £40m to the taxpayers.

v.   The key themes were:

- Financial management illiteracy
- Poor governance systems
- Poor organisational management
- The prevailing culture at Dundee

vi.   In discussion it was noted that:

a)   Internal governance and regulation had been very poor and ineffective. External regulation was provided by the OfS which required accurate financial forecasting and compliance with the conditions of registration and the Scottish equivalent bodies could be more accountable.

b)   The external and internal auditors' reports provided early identification of issues, and it was important that the recommendations were managed and implemented.

c)   In response to the recommendation, it would be ineffective governance for the executive to provide written assurance through raw data to the Board. It was important that the governors asked questions to ensure that they were satisfied that the information provided actual assurance about outcomes and impacts. The purpose of the deep dive discussions was the change the focus of the Board to facilitate questions and deeper understanding.

d)   The University had changed its financial leadership to improve data accuracy, analysis and forecasting. The KPIs had been updated to provide a truer picture of performance and insight into the data. Faculty KPIs had been established to ensure that a collective approach would be enabled to make timely corrections. The executive team were subject to 360° reviews and recent appointments to senior postholders brought new perspectives, styles and skills. The relaunch of the Staff Survey, currently in progress, would provide greater cultural insight and café conversations provided staff with the opportunity to challenge UEB. Analysis of the league tables provided insight on courses to target for improvement.

e)   The approach to managing large projects had changed to review and prioritise in terms of value and impact. USTaRC (University Transformation and Resource Committee) were responsible for the overview of projects and regular updates brought to the committees and Board for scrutiny.

f)   **Confidential minute**

g)   It was very important to keep the recommendations of the Gillies report in mind and to ask questions. Questions and discussions should be reflected in the minutes. The

introduction of the Committee Chair's reports presented to the Board provided a layer of helpful granularity.

h)   The effective governance review undertaken recently had implemented helpful and welcome changes and would be revisited at the end of the academic year to ensure effectiveness and consider any further changes.

vii.   Following discussion, the Board noted the report recommendations and the impact on ways of working at the University to provide governance assurance.

9.   Nomination Committee Chair's Report - confidential

10.   Finance and Infrastructure Committee Chairs Report - confidential

11.   Updated Budget - confidential

12.   Audit and Risk Committee Chair's Report

The Board noted the report for the meeting held on 23 September 2025. There were no items for approval. The Committee Chair noted the following points:

i.   The risk register had improved considerably in the last year to ensure that it was readable and presented in a manageable format with governor and committee responsibilities clearly identified.

ii.   The inclusion of KPIs to facilitate monitoring and measurement was discussed following the item on the civic university to ensure consistency with the risk identified on the risk register:

a)   KPIs should be included into Project Initiation Documents (PID) for the Board to see the direction of travel, context and project deliverables.

b)   The deep dive discussion provided a broader overview for the Board to consider the direction of travel and potential costs prior to completion of the PID.

iii. The risk management process was in development and the presentation of the risk register to the Board would be the remit of the Chair of the Audit and Risk Committee to determine when it was appropriate. The Board received an annual overview, and the Committee monitored the risks and the risk appetite at each meeting. The current risk register would be available on the portal when it had been set up.

13.   Student Recruitment Update - confidential

14.   Scheme of Delegation

Paul Mould, Executive Director of Corporate Governance presented the updated Scheme of Delegations (SoD) following feedback from the Chair of Finance and Infrastructure Committee. The document would continue to be a work in progress. The key points noted were:

i.   The SoD would be reviewed to remove reference to the People Committee.

ii.   It was important to ensure that the document provided appropriate information in an accessible format.

iii.   In discussion it was noted that:

c)   The SoD remained a work in progress. Any changes should be subject to a change control mechanism.

d)   Further discussion would be arranged offline to refine the document.

e)   The Board noted its thanks to the external governors and Executive Director of Corporate Governance for developing the document.

iv.   Following discussion, the Board approved the updated Scheme of Delegations and agreed that the scheme could now be applied in practice. The Schemes of Delegations will be subject to further changes agreed offline and would be presented at the next Board.

Action: Executive Director of Corporate Governance

15.   Date of Next Meeting

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

−   Wednesday 26 November 2025 from 1130 to 1630

The confirmed meeting dates for 2026:

−   Wednesday 28 January 2026 from 1130 to 1630
−   Wednesday 25 March 2026 from 1130 to 1630
−   Wednesday 1 July 2026 from 1130 to 1630