

Board of Governors

TIME /DATE / VENUE	1130, 26 November 2025, Room 4.18, St Andrew's Court Board Room
PRESENT	<p>Professor Sandy Pepper (Chair)</p> <p>Shahinoor Ali</p> <p>Helen Astle (from min 20)</p> <p>Bahram Bekhradnia (apart from min 22 to 27)</p> <p>Madeline Denmead (up to minute 34)</p> <p>Justin Fanstone (up to minute 21)</p> <p>Professor Graham Galbraith</p> <p>Dr Michelle Hale</p> <p>Verity Knight</p> <p>Dr Marius Kwint</p> <p>Alan Lees</p> <p>David Madoc-Jones</p> <p>Harriet Parr</p> <p>Stacey Parrinder-Johnson</p> <p>Mark Readman (up to minute 32)</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>Kevin Child, Director of Student Support Services (Min 28)</p> <p>Professor Vikas Kumar, Deputy Vice-Chancellor (Research, Innovation and External Relations)</p> <p>Bobby Mehta, Associate PVC Global Engagement (Min 21)</p> <p>Professor Anne Murphy, Deputy Vice-Chancellor (Education) (from Min 21 to Min 32)</p> <p>Dominic Page, Faculty Executive Dean, Business and Law (Min 21)</p> <p>Mary White, Chief Financial Officer</p> <p>Ben Cowdrey, Head of Policy (Min 21)</p>
SECRETARIAT	<p>Paul Mould, Executive Director of Corporate Governance</p> <p>Annette Mills, Head of Governance Services</p> <p>Helen Malbon, Senior Governance Officer</p>

Some agenda items were taken out of order to facilitate the flow of business.

Tabled papers:

TNE: The Risk Register for TNE had been circulated prior to the meeting and a Universities UK International report on the scale of UK higher education transnational education 2023-2024 was tabled on the day.

Financial Review: Independent auditor's report that would appear within the financial review 2024/2025 was circulated on 25 November 2025.

16. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. The Chair welcomed Dr Marius Kwint, Academic Council Staff Governor and Harriet Parr, Professional Services Staff Governor, to their first meeting, each having taken up their role earlier in the month.
- ii. Apologies were received from two External Governors: Sukkanya Siva 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.

17. Approval of the agenda

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

18. Action log and Matters Arising

Paul Mould, Executive Director of Corporate Governance, introduced the report.

- i. The Board noted the three actions, all of which had been completed.
- ii. There were no other matters arising.

19. Report from the Chair - confidential

20. Report from the Vice-Chancellor - confidential

21. Deep dive: Transnational Education (TNE) - confidential

22. Financial Statements 2024/2025 - confidential

23. Letter of comfort and letter of representation

- i. Paul Mould reminded the Board that the letter of Comfort was produced to assure the Chair that he could sign the letter of representation in good faith. The Letter of Comfort was from the University Executive Board to the Board and concerned the Letter of Management Representation to the External Auditors in approving the Auditor's Report for the 2024-25 Financial Year.
- ii. Mary White, Chief Financial Officer, presented the Letter of Representation which provided confirmation from the Board of Governors that it had understood and fulfilled its responsibilities for the preparation of the financial statements in accordance with FRS102 and that these statements provide a true and fair view of the performance of the University. The Board of Governors approved the letter of representation for signature.

24. Going Concern

Mary White, Chief Financial Officer, presented the Going Concern report. The key points noted were:

- i. Going concern was a fundamental accounting concept that underlies the preparation of financial statements. Under the going concern concept it was assumed that an entity would continue in operation and that there was neither the intention nor the need either to liquidate it or to cease trading.
- ii. The Board noted the going concern assessment, the key assumptions, key financial sustainability risks and mitigations in the light of discussions regarding the Financial Statements 2024/2025 and the scenarios modelled.
- iii. The Board approved the going concern basis for the University 2024/2025 Financial Statements.

25. Annual Financial Return - confidential

26. Finance and Infrastructure Committee Chairs Report - confidential

27. Audit and Risk Committee Chair's Report - confidential

28. Prevent Duty

- i. Kevin Child, Director of Student Services, presented the monitoring report on the University's delivery of the Prevent Duty which provided an overview of the University's activities to deliver its Prevent Duty for the period 1 August 2024 to 31 July 2025. As part of the duty, the University was required to submit an annual accountability and data return to the OfS.
- ii. The report had been received by the Audit and Risk Committee at its meeting on 11 November 2025 prior to submission to the Board of Governors.
- iii. There have been no prevent related reportable events in the academic year 2024-2025.
- iv. The University had established a comprehensive framework for managing external speakers and events through two key documents: the External Speaker Agreement and the Event and External Speaker Protocol.
- v. The Prevent Duty online training for staff was embedded as a module within the Safeguarding training and had been updated to reflect the University's refreshed Safeguarding Structure and Policy framework.
- vi. In response to a question, it was noted that potential student radicalisation was dealt with via the wellbeing route with referral in the first instance via the

safeguarding routes. The executive lead for Freedom of Speech and academic freedom were the Provost and Executive Director of Corporate Governance who reviewed the relevant risks and mitigations.

- vii. A new Prevent Policy came into effect in July 2025.
- viii. The Board considered the report and data return and confirmed that it was content that the University has had due regard for the Prevent duty during 2024/2025. The Chair would sign the accountability declaration form to that effect.

29. Assurance Statement on Quality

Anne Murphy, Deputy Vice-Chancellor (Education), presented the Assurance Statement on Quality which formed part of the evidence gathering for the Office for Students (OfS) Accountability Return. Key points note were:

- i. The Assurance Statement supported the Board of Governors' oversight of academic governance arrangements during the 2024/25 reporting period and leading into 2025/26 academic year.
- ii. It provided an overview of the key education activities and enhancements, quality assurance components and student outcomes for the 2024/25 year. Where relevant, risks and how they have been mitigated had been identified.
- iii. The statement was underpinned by detailed analysis of student outcomes, the University TEF Gold status, positive Ofsted outcomes, encouraging External Examiner feedback, and generally positive student feedback through both internal and external surveys.
- iv. Key areas impacting the student experience and standards were:
 - Connected Curriculum Framework
 - Assessment Choice Pilot
 - Changes to Student Representation System
 - Personal Tutoring
 - Access and Participation Plan (APP)
 - Employer and Collaborative Provision Support
- v. A dashboard of metrics was one method of detecting courses or partners that may need support.
- vi. In response to a question, it was noted that a new sub-committee of the University Student Experience Committee had been formed specifically to monitor

partnerships.

vii. After discussion the Board noted the paper.

30. Scheme of Delegation

Paul Mould, Executive Director of Corporate Governance presented the updated Scheme of Delegations (SoD). It had been reviewed so that it aligned with Committee terms of reference for 2025/2026 and to reflect the disestablishment of the People Committee.

The Board approved the updated Scheme of Delegation and noted that the intention was that it would continue to evolve with the Chair of the Board authorised to approve any necessary changes on the Vice-Chancellor's recommendation through Chair's Action between meetings. It would be subject to annual review.

31. Nomination Committee Chair report - confidential

32. Student Recruitment - confidential

33. Establishment of a Branch Campus – confidential

UNANIMOUS CONSENT AGENDA

34. Minutes of the Previous Meeting 8 October 2025

The minutes were approved.

35. Letters of Support 2024-25

A letter of support was a letter from a parent company to a subsidiary company that confirms the parent's intention to provide financial and business support to that subsidiary for no less than twelve months following the signing of the company's financial statements. The letter is provided to the directors of each subsidiary in affirmation that the business was a going concern.

The Board approved letters for the following subsidiaries:

1. ASTA (ASTA Technology UK Ltd)
2. TEPL (Technology Enterprises Portsmouth Ltd)
3. UASL (UoP Academic Services Limited)
4. UOPM (UOPM Sdn. Bhd.)

5. UPEL (University of Portsmouth Enterprise Ltd)
6. UPIL (University of Portsmouth Investments Ltd)
7. UPSL (University of Portsmouth Services Ltd)

36. Dissolution of TEPL – confidential

37. Modern Slavery Act 2015 – Updated Statement

The Modern Slavery Act 2015 requires organisations (and subsidiaries) with a turnover of more than £36m to produce and publish an annual slavery and human trafficking statement. This statement should be published within six months of the financial year-end. The University's financial year-end is 31 July, so this statement covers the period 1 August 2024 to 31 July 2025 and must be published by 31 January 2026.

The Board approved the Modern Slavery Statement and authorised its publication on the University's website.

Action: Head of Governance Services

38. Report of the Chair of Remuneration Committees

The Board approved the terms of reference for 2025/2026 for both Committees and noted the topics discussed at the meeting on 4 November 2025.

39. Annual Report of Remuneration Committees

The CUC's Higher Education Senior Staff Remuneration Code recommends that universities should provide an annual report to the Board of Governors on the work of its Remuneration Committees and that this should also be placed in the public domain.

The Board noted the report and agreed that it should be published on the University's website.

Action: Head of Governance Services

40. Report of the Chair of People Committee

The Board noted the report of the meeting held on 2 October 2025, when as reported to the October 2025 Board, it was agreed to disestablish the People Committee.

41. Date of Next Meeting

The next meeting of the Board of Governors would take place on Thursday 29 January 2026 at 1130.