

Board of Governors

TIME /DATE / VENUE	1130, 1 April 2020, via videoconference
PRESENT	Jane Hoskins (Chair) Roger Burke-Hamilton Jenny Crighton (up to Min 81) Bishop Christopher Foster (up to Min 81) Professor Graham Galbraith Claudia Iton Frances Morris-Jones Paul Myers Anne Lambert Timothy Lee-Lewis Professor David Sanders Helena Schofield Lyuda Wade Dr Jenny Walden David Wilding (up to Min 81) David Willan Christopher Williams
IN ATTENDANCE	Fiona Bell, Director of Estates and Campus Services (Min 72 only) Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships) Professor Paul Hayes, Deputy Vice-Chancellor Fiona Loughran, Director of Planning (Min 78 only) Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor Emma Woollard, Executive Director of Finance
SECRETARIAT	Adrian Parry, Executive Director of Corporate Governance Annette Mills, Head of Governance Services Jemma Keys, Senior Governance Officer

68 Introductions, Apologies, Quoracy and Conflicts of Interest

- 68.1 The Chair welcomed members to the meeting. Due to the Covid-19 pandemic, this meeting would be conducted remotely via videoconferencing. Members were reminded of the protocols for virtual governor meetings.
- 68.2 There were no apologies for absence.
- 68.3 The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

68.4 The following standing declarations of interest were noted:

- (i) David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.
- (ii) Anne Lambert was a member on the Quality Assurance Agency's (QAA) Advisory Committee on Degree Awarding Powers.

69 Minutes of the Previous Meeting

The minutes of the meeting held on 22 January 2020 were confirmed as an accurate record.

70 Matters Actions and Matters Arising

70.1 Action was reported in the agenda papers on five matters of which three matters were for note and two matters would be received at a future meeting.

70.2 The following matters arising were received:

- (i) Student System Baseline Review (Min 58.1): The University was currently undertaking a review of the current status of all Information Services (IS) projects to determine whether they would be negatively impacted by the Covid-19 pandemic. A review of the Student System Project was underway to consider whether it would be appropriate to continue to follow the current project plan or whether it would be necessary to move to an alternative delivery plan in the near future. Additionally, a review of lessons learnt had been undertaken which had resulted in a number of additional measures being implemented for the Student System Project. These would also be applied to other key projects. A report covering the lessons learnt review would be received at the next Board meeting.

71 Chair's Business

There were no matters for discussion under this item.

72 Vice-Chancellor's Report

The Board received a report from the Vice-Chancellor that provided an update on the University's actions in response to the current Covid-19 pandemic. The following points were noted in discussion:

- 72.1 The University had enacted its business continuity planning processes in response to the Covid-19 pandemic. A Strategy Group and an Operational Group had been formed to provide strategic and tactical oversight and direction for decisions and actions. Having now served their purpose, these Groups had been disbanded and the University was now operating within its normal management and decision-making processes.
- 72.2 The Vice-Chancellor expressed his gratitude to all members of the University Executive Board for the speed and effectiveness of decisions made. He also expressed his thanks to all Staff for their impressive efforts and positive responses to the current situation. It was noted that, in a period of only two weeks, the University had successfully moved its teaching provision online and had rearranged its assessment approaches where necessary to support students in their continued studies. Additionally, approximately 3,000 members of staff had been supported to work remotely from home and the University had closed all buildings with the exception of student accommodation. It was noted that a number of key staff such as the Residence Life Team and Estates and Security personnel had remained on site as necessary to support students who continued to reside in the City.
- 72.3 A number of urgent decisions had been necessary to ensure an effective and timely response to the Covid-19 pandemic and these would have financial implications for the University in the current financial year. While it was too early to quantify the impact of the pandemic, it was noted that the projections and expectations for the University's financial position this year-end would differ markedly from the position anticipated before the pandemic. The University remained positive that it would end this financial year in a breakeven position or potentially with a small surplus due to prudent budgeting and careful decisions.
- 72.4 The University had permitted students to be released from their tenancy agreements for the third-term where they resided in University-owned halls of residence. The private accommodation provider, Unite, had also made this gesture. The University was requesting that other private accommodation providers did likewise. It was noted that similar actions had been taken by other universities which would result in significant financial implications for the sector.

- 72.5 Information Services staff had worked incredibly hard to ensure that the University could provide an appropriate online teaching infrastructure and facilities and to ensure that the University's information systems remain stable throughout the period.
- 72.6 The wellbeing of students was of paramount importance to the University. The University had implemented a range of measures to support students during this time, including updates to the assessment regulations. The Boards of Examiners had been instructed to draw upon their existing powers to ensure that students were not disadvantaged by circumstances outside of their control. The University had also reviewed and significantly extended the scope of its Extenuating Circumstances criteria to reflect the current circumstances. The measures implemented by the University ensured that students' personal circumstances were appropriately considered whilst also ensuring that academic standards were maintained.
- 72.7 Students had petitioned for a 'no detriment policy' to be implemented by the University. The University felt strongly that the range of measures that had been introduced provided a greater level of support to students and their individual circumstances than was possible through applying a blanket policy. This approach also upheld the academic integrity of qualifications.
- 72.8 The higher education (HE) sector was anticipating a decrease in international student recruitment from September 2020, which would have significant financial implications for many institutions. Consequently, it was anticipated that some institutions would look to offset this shortfall by increasing their domestic recruitment. In the absence of student number controls, this was likely to create an extremely competitive recruitment market for the forthcoming academic year.
- 72.9 The Government's view of the HE sector's contribution to the economy had become more positive in the light of the current circumstances. In particular, there had been increased recognition that the sector played a key role in underpinning the economic stability to the country.
- 72.10 Universities had requested that the Job Retention Scheme should be made available to them. The Government had agreed to consider this request and further guidance was expected in the coming weeks. The University had reassured its staff that it had no plans to make any redundancies during this period. There were some members of staff who were unable to conduct their work from home due to the nature of their role. The

University might therefore apply to the Job Retention Scheme to “furlough” those roles if it was permitted to do so. The University would reassure any members of staff affected that their long-term future at the University would not be disadvantaged as a result of this. It was important for the University to demonstrate its continued appreciation for its staff during this time as their contribution would be paramount to the University’s restoration following the pandemic.

- 72.11 Universities had appealed to the Government to provide a grant or contribution towards the income lost from student accommodation fees in the third-term. Universities had also requested for the Government to provide some emergency grant funding to assist with the significant costs incurred as a result of moving students and staff online. Requests had also been made for universities to receive targeted grants or bridging loans for the loss of international student income. In relation to research and innovation, there had been discussions within Government regarding a potential increase in QR research funding next year to support universities to maintain their research expertise and staff. Research Councils were also considering extensions to its research funding grants.
- 72.12 The University had demonstrated its agility in relation to its response to the current pandemic. The University had been encouraged to start to think more creatively around how it could operate in the future. This might, for example, include future debates around how the University could further support staff to work more effectively from home.
- 72.13 The centrality and importance of digital learning for the University’s future had become more evident as a result of the current pandemic. The University would seek to accelerate its promotion and delivery of digital learning. It was recognised that this would be challenging for some staff. However, in recent weeks, many staff had demonstrated a willingness to support and deliver these developments.
- 72.14 There were concerns within Government that young people would be entering a difficult employment market as a result of the current pandemic. Universities would therefore be key to approaches designed to upskill the UK’s workforce.
- 72.15 The University had been overwhelmed by the willingness of its staff to use their knowledge and expertise to support the effort against the Covid-19 virus. It was noted that engineering colleagues had designed and developed a face visor for Portsmouth Hospital NHS Trust. Additionally, the University’s chemical analysis equipment had been

loaned to the Trust and staff had been seconded to help with the efforts to test for the virus. A number of the University's health professional staff had opted to join the NHS on the frontline to support the local hospital. The University had also offered some of its accommodation to Portsmouth City Council to provide temporary housing for homeless people.

72.16 The Board received a report from Fiona Bell, Director of Estates and Campus Services, that provided an updated on the Sports Centre Project and the impact of the pandemic on the project. The following points were noted in discussion:

- (i) The building contractors, Wates, continued to work on-site for the time being. The Director of Estates and Campus Services had been in discussions with Wates regarding the potential suspension of works. It was noted that there had been a recent delivery of steel to the site. However, following the announcement by the Prime Minister, the steel supplier had advised that they had shut down operations until further notice. Consequently, steelwork erection on site would need to be suspended once the current supply of steelwork had been used.
- (ii) Confidential minute
- (iii) The Students' Union expressed their thanks to the Director of Estates and Campus Services and the Estates and Campus Services team for the support given to students in halls and private housing.

72.17 The University had been in communication with its external auditors to discuss how the actions taken by the University as a result of the pandemic should be accounted for in its accounts. The University would ensure that the actions taken were appropriately incorporated into the text elements of its financial statements. Consideration would also be given to how the University demonstrated to itself and to its auditors its going concern status in light of the difficulties that may be faced by the sector in 2020/2021.

72.18 It was possible that the Government would consider applying a cap to each institution's student recruitment for 2020/21. If applied, this would bring a degree of financial stability and certainty for institutions as it would prevent institutions from significantly increasing their student numbers to the detriment of recruitment at other institutions.

72.19 The OfS had placed a moratorium upon institutions' ability to change existing conditional offers to unconditional offers or to depart from existing recruitment and offer-making practices to prospective students.

72.20 The Board noted and endorsed the decisions taken by the University to ensure the timeliness and effectiveness of business continuity arrangements. The Board expressed its appreciation to all staff for their efforts at this extraordinary time.

73 Tuition Fees – confidential

74 Optometry Update – confidential

75 Project Selborne – confidential

76 University of Portsmouth Academy Trust - confidential

77 Malaysian Bank Account Closure

The Board received a report from the Companies Accountant that proposed the closure of the University of Portsmouth's Public Bank (Malaysia) bank account and the transfer of any remaining balance on closure to the University of Portsmouth's Lloyds UK bank account. The following points were noted:

77.1 The bank account had been set up for the specific and sole use of the University's South East Asia Office which had transferred to the wholly University-owned subsidiary company UOPM Sdn. Bhd, which had its own bank account. The bank account with Public Bank was therefore no longer required. It was not possible to use this account for other purposes. To enact the closure, the Public Bank (Malaysia) required a formal resolution from the Board to that effect.

77.2 The Board:

- (i) Approved the closure of the University of Portsmouth Malaysia bank account with Public Bank, Bangsar Branch.
- (ii) Approved that any balance held in the account on closure should be transferred to the University of Portsmouth Lloyds UK account.

78 Key Performance Indicators

The Board received and noted a report from the Director of Planning that provided an update on the quarterly monitoring of Key Performance Indicators (KPIs)

- 78.1 The focus of this quarterly report was upon Research and Innovation Income. An update on Higher Education Statistics Agency (HESA) Performance Indicators for 2018/2019 was also provided.
- 78.2 The quarter 2 forecast of Research and Innovation Income for 2019/2020 was £1m above target. Research income was forecast at £0.86m below target and innovation income was forecast at £1.89m above target.
- 78.3 The recruitment of Widening Participation (WP) students in 2018/2019 had exceeded the University's 2018/2019 Access Agreement targets.
- 78.4 Due to an increase in withdrawn entrants in 2018/2019, the University had not met its targets associated with non-continuation of mature students from WP backgrounds for the first time in over five years. 75 mature students had withdraw from the University in 2018/2019 compared to the withdrawal of 40 students in 2017/2018. The University had already implemented additional measures to identify students who were disengaging with the University, including exploring new approaches to personal tutoring. The University was also working on developing internal data analytics to ensure that students received the targeted support they need.
- 78.5 It was difficult to quantify the impact of the Covid-19 pandemic upon recruitment and retention. Retention of students was a major consideration for the University in the immediate and long term.
- 78.6 The Board noted the report.

79 UPSU Elections

The Board received and noted a report from the Executive Director of Corporate Governance that detailed the outcome of the University of Portsmouth Students' Union (UPSU) elected officer elections for 2020/2021. The following points were noted:

79.1 As reported to the Board at its meeting on 22 January 2020, UPSU had reviewed and restructured its sabbatical role structure and, as part of this exercise, had decided that it would no longer have the designated role of President. The Executive Director of Corporate Governance had been in discussions with UPSU regarding the future representation of the Students' Union on the Board of Governors. It had been agreed that UPSU would determine the appropriate process for selecting its representative on the Board. However, to ensure consistency and continuity, only one representative would be appointed to the role and would be expected to attend all required meetings.

79.2 The following officers would take up their posts on 1 July 2020:

- (i) Welfare Officer: Hayley Turner-McIntyre
- (ii) Development Officer: Mike Kiddell
- (iii) Academic Representation Officer: Edward Walls
- (iv) Learning Experience Officer: Rama Hilouneh
- (v) Democracy and Campaigns Officer: Destiny Karakus

79.3 The total number of students voting in the elections had decreased by four per cent when compared to 2019/2020. In discussion, it was noted that this reduction may have been due to the revised sabbatical role structure and the removal of the designated position of President.

79.4 The Board noted:

- (i) That the election and ballots had been conducted in an efficient, fair and democratic manner.
- (ii) The results of the election.

80 Corporate Risk Register

The Board received and noted the latest iteration of the Corporate Risk Register from the Executive Director of Corporate Governance. The following points were noted:

- 80.1 The new interim Corporate Risk Register was aligned with the twelve central themes of the new University Strategy.
- 80.2 This iteration of the Corporate Risk Register had been drafted prior to the coronavirus pandemic and would therefore undergo a substantial update to appropriately reflect recent events.
- 80.3 Members had provided comments on the new interim Corporate Risk Register directly to the Executive Director of Corporate Governance prior to this Board meeting. It was agreed that an additional annex would be included in the next iteration of the Corporate Risk Register which would outline the comments received by members and how these had been incorporated in the Register or otherwise addressed.

Action: Executive Director of Corporate Governance

81 Items for Note

The Board noted the following reports:

- 81.1 Prevent Duty;
- 81.2 Student Related External Returns – Transparency Return 2020;
- 81.3 Audit and Quality Committee Chair’s Report;
- 81.4 Infrastructure and Finance Committee January and March 2020 Chair’s Reports;
- 81.5 University Management Accounts and Subsidiary Company Management Accounts.

82 Confirmed Meeting Dates for 2020/2021

The Board noted the confirmed meeting dates of Board of Governors meetings for 2020/2021:

- Wednesday 7 October 2020 from 1130 to 1630
- Monday 23 November 2020 from 1130 to 1630
- Wednesday 20 January 2021 from 1130 to 1630
- Wednesday 31 March 2021 from 1130 to 1630
- Wednesday 7 July 2021 from 1130 to 1630

83 Date of Next Meeting

The next meeting would be held at 1130 on Wednesday 8 July 2020.