

Board of Governors

TIME /DATE / VENUE	1130, 23 November 2020, Zoom videoconference
PRESENT	<p>Jane Hoskins (Chair)</p> <p>Bahram Bekhradnia</p> <p>Roger Burke-Hamilton</p> <p>Jenny Crighton (up to minute 22)</p> <p>Mark Cubbon</p> <p>Bishop Christopher Foster (excluding minutes 10 to 17)</p> <p>Professor Graham Galbraith</p> <p>Claudia Iton</p> <p>Liz Jolly (up to minute 9)</p> <p>Vineet Khurana (up to minute 10)</p> <p>Tim Lee-Lewis</p> <p>David Madoc-Jones</p> <p>Frances Morris Jones</p> <p>Paul Myers</p> <p>Professor David Sanders</p> <p>Hayley Turner-McIntyre Lyuda Wade</p> <p>Dr Jenny Walden (Minute 9 onwards)</p> <p>David Wilding</p> <p>David Willan</p> <p>Christopher Williams</p>
IN ATTENDANCE	<p>Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships)</p> <p>Dr Liz Bartle, Deputy Director of Finance (Financial Systems) (Minute 10)</p> <p>Fiona Bell, Director of Estates and Campus Services (Minute 6 to 9)</p> <p>Claire Dunning, University Solicitor (Minute 31)</p> <p>Professor Paul Hayes, Deputy Vice-Chancellor</p> <p>Jon Ward, Chief Information Officer, IS, (Minute 9)</p> <p>Fiona Loughran, Director of Planning (Min 15 and 16)</p> <p>Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation)</p> <p>Mike Reid, Senior Service Delivery Specialist, IS, (Part of Minute 6)</p> <p>Brent Schwartz, Health and Safety Manager (Minute 20)</p> <p>Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor</p> <p>Stephen Wiggins, Academic Registrar, (Minute 9)</p> <p>Emma Woollard, Executive Director of Finance</p>
SECRETARIAT	<p>Adrian Parry, 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 availability of members. Prior to the formal session, the Board received a presentation from the UPSU Elected Officer team on their manifesto plans for the year July 2020 to June 2021.

1. Introductions, Apologies Quoracy and Conflicts of Interest

- i. The Chair welcomed to their first Board meeting the five new external governors who began their term of office in August 2020: Bahram Bekhradnia, Mark Cubbon, Liz Jolly, David Madoc-Jones and Vineet Khurana.
- ii. The Board was reminded that the meeting would be recorded solely for the purposes of producing the minutes and that the recording would then be deleted.
- iii. Apologies were received from Academic Council Staff Governor Dr Catherine Carroll-Meehan whose job share partner Dr Jenny Walden would attend the afternoon part of the meeting.
- iv. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- v. The following standing declaration of interest was noted:
 - David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.

2. Minutes of the Previous Meeting

- i. The minutes of the meeting held on 8 July 2020 were confirmed subject to the following amendments:
 - a. Minute 89.1(iv) the covenant may be breached in November 2021 and not June 2021 as stated.
 - b. Minute 97.2 stating that ‘further consideration should be given to how equality and diversity could be usefully included as part of the procurement process.’ should be allocated an action point to the Executive Director of Corporate Governance to liaise with the Procurement Manager.

Action: Executive Director of Corporate Governance
- ii. The minutes of the meeting held on 31 July 2020 were confirmed.

3. Matters Actioned and Matters Arising

Action was reported on six matters; two were for note and four were received later in the meeting.

4. Constitutional and Membership Matters

Adrian Parry, Executive Director of Corporate Governance, introduced a report that detailed a number of constitutional and membership matters that the Board was required to approve and note.

- i. Election of Chair for 2020/2021: Under the previous version of the Standing Orders, which were in place when the last election of the Chair was held in October 2019, the Chair had been elected for a term of one year. It was noted that Jane Hoskins had one further year to serve as a governor and it was agreed that she should be elected to serve as Chair of the Board of Governors for the academic year 2020/2021.
- ii. It was noted that the new Articles and Instrument of Government and associated Standing Orders which came into effect on 1 January 2020 stated the standard term of office for the role of Chair should be three years. The schedule of Board business outlined in the report was intended to act as an aide memoire and would be subject to change during the course of the year. The Board noted the indicative scheduled of Board business for the forthcoming year.



- iii. Chair of Audit and Quality Committee: The Board noted that Frances Morris-Jones had been elected to serve as its Chair by the Audit and Quality Committee.
- iv. Chair of Human Resources Committee: The Board noted that Claudia Iton had been elected to serve as its Chair by the Human Resources Committee.
- v. Committee Membership: The Board noted that the external governors who had joined the Board on 1 August 2020 had each been assigned to a committee:
- vi. Audit and Quality Committee: Bahram Bekhradnia and David Madoc-Jones
- vii. Infrastructure and Finance Committee: Mark Cubbon, Liz Jolly and Vineet Khurana
- viii. Committee Terms of Reference: The Board:
 - a. Noted that the Audit and Quality Committee, the Infrastructure and Finance, Human Resources and Nominations Committees had confirmed that their terms of reference were discharged during 2019/2020. The Remuneration Committees would undertake the same exercise at their mid-year meeting in April 2021.

Action: Executive Director of Corporate Governance
 - b. Noted that the Human Resources Committee and the Nominations Committee did not wish to recommend any changes to their terms of reference
 - c. Agreed the revised Audit and Quality Committee terms of reference.
 - d. Agreed the revised Infrastructure and Finance Committee terms of reference.
- ix. Register of Interests: The Board noted that they were required to submit or update their declarations of interest.
- x. Attendance Records: The Executive thanked Board members for their good attendance record at all meetings held during the previous year and the Board noted the attendance records for the year 2019/2020.

5. Appointment of Chair 2021/2022

Adrian Parry, Executive Director of Corporate Governance, provided a report that proposed processes and timescales to appoint the next Chair of the Board of Governors from 1 August 2021 onwards. Key points noted were:

- i. The Board's Standing Orders stated that 'If only one candidate is nominated for the role of Chair then additional candidates will be sought'. Sufficient time had been given within the proposed appointment process to allow for that possibility.
- ii. Nominations for candidates would open on 30 November 2020. Only external governors were permitted to stand for election but all governors are entitled to vote.
- iii. Nominations would close on 7 January 2021.
- iv. At the Board meeting on 20 January 2021, the Board would decide if it wished to hold an election from amongst the internal candidates nominated, with the result known by 31 March 2021, or if only one internal nomination had been received, whether it wished to give consideration to seeking additional potential candidates.
- v. If the appointment process involved external candidates then this could be expected to extend the timescale for the appointment.
- vi. It would be important to ensure that any Chair appointed as an external candidate was able to demonstrate that they had the ability to familiarise themselves with the University within a short space of time.
- vii. The Board agreed the timescales and processes outlined.

Action: Executive Director of Corporate Governance

- 6. Approval of Budget for Victoria Park Building – confidential item**
- 7. New Theatre Royal – confidential item**
- 8. Car Park Lease – confidential item**
- 9. Student System Programme – confidential item**
- 10. Financial Statements of the University 2019/2020 – confidential item**
- 11. Letter of Representation and Letters of Support for Subsidiary Companies**

Adrian Parry, Executive Director of Corporate Governance provided a report that contained the Letter of Representation to the external auditors and Letters of Support for the University's subsidiary companies.

- i. The Board received the Letter of Representation addressed to the external auditors from the University of Portsmouth, and Letters of Support for the University's subsidiary companies.
- ii. The Letter of Representation provided confirmation from the Board that it had understood and fulfilled its responsibilities for the preparation of the financial statements in accordance with the applicable financial reporting framework and that these statements, provided to the auditors for analysis, gave a true and fair view.
- iii. The Letters of Support for the subsidiary companies were statements of support, from a parent company to a subsidiary company that confirmed its intention to provide financial and business support to that subsidiary. This was normally provided to enable the directors of the subsidiary to presume that the business was a going concern.
- iv. The Board approved the Letter of Representation from the Board to the external auditors, Deloitte LLP and the Letters of Support for the subsidiary companies for:
 - a. ASTA (ASTA Technology UK Limited);
 - b. PTL (Portsmouth Technopole Limited);
 - c. TEPL (Technology Enterprises Portsmouth Limited);
 - d. UPEL (University of Portsmouth Enterprise Limited);
 - e. UPIL (University of Portsmouth Investments Limited);
 - f. UOPM (UOPM Sdn. Bhd.);
 - g. UPSL (University of Portsmouth Services Limited)

12. Going Concern Statement

Emma Woollard, Executive Director of Finance presented the Going Concern Statement, which was an audit and governance requirement to demonstrate that the University's senior management had and was considering key business and financial risks. Key points noted were:

- i. The lifetime of a Going Concern Statement was defined as 12 months after the signing of the Annual Accounts (i.e. until November 2021). The University had developed longer term strategies for securing its future, separately to this review.

- ii. Audit and Quality Committee had recommended the University's Going Concern Statement for approval by Board of Governors at its meeting held on 22 September 2020.
- iii. The Board approved the University's Going Concern Statement.

13. Annual Report of Audit and Quality Committee

Frances Morris-Jones, Chair of Audit and Quality Committee, introduced the annual report of Audit and Quality Committee which covered the financial year 1 August 2020 to 31 July 2020. Key points noted were:

- i. The report covered the Committee's work on the financial statements for 2019/2020 and associated external auditor's management letter, received by the Audit and Quality Committee at its meeting held on 12 November 2020.
- ii. Two appendices to the report were:
 - a. Constitution, Membership and Terms of Reference 2020/2021
 - b. The Internal Auditors' Annual Report
- iii. Normally each year, the Office for Students (OfS) required the submission of an Accountability Return signed by the Accountable Officer. However, this year no guidance or templates had been provided by OfS for such a return.
- iv. The University was actively seeking to establish if an Accountability Return for 2019/20 was required. Therefore, delegation of authority to the Chair of the Board of Governors was requested for the approval of any Accountability Return for 2019/20 required for submission to the OfS.
- v. The Board endorsed the Annual Report of the Audit and Quality Committee for submission to the Office for Students if required.
- vi. The Board agreed to delegate authority to the Chair of the Board to approve an Accountability Return for 2019/20 if required before the next Board meeting.

14. Assurance Statement on Quality

Professor Paul Hayes, Deputy Vice-Chancellor presented the Assurance Statement on Quality. The following key points were noted:

- i. Audit and Quality Committee received the report at its meeting held on 12 November 2020. The report had previously been produced to meet the OfS requirement that the Board provide OfS with a signed statement confirming that:
 - a. The Board had received and discussed a report and accompanying action plan relating to the continuous improvement of the student academic experience and student outcomes.
 - b. The methodologies used as a basis to improve the student academic experience and student outcomes were, to the best of the Board's knowledge, robust and appropriate.
 - c. The standards of awards for which the University is responsible had been appropriately set and maintained.
- ii. This year, the OfS had not requested a signed statement of academic assurance. However, it was still necessary for the Board to assure itself that the University had maintained academic standards and had enhanced the quality of the student experience during 2019/2020.
- iii. This report drew upon the University's quality assurance processes. These had, at their core, external peer and professional review, and student engagement. It was noted that for 2019/2020, 80% of full time and part time undergraduate degrees awarded by the University were first class or upper seconds, an increase on the previous year's

figure of 74%. The Executive confirmed that it was comfortable with this increase given the important role of the no detriment practices adopted in the summer of 2020. The scale of this increase was comparable with the impact of the government practices associated with the award of A level grades in 2020. The use of a broader range of assessment methods was supportive of students and reflected the circumstances of their study during 2019/20.

- iv. The Board noted that the OfS had recently published a report on the HE sector. This had found that 29.5% of students within the analysis had received a first class honours degree in 2018/19. Of these, the OfS's statistical modelling found that 14.3 percentage points were unexplained when compared with students' attainment in 2010/11. However, the Board noted that there was ongoing debate about the baseline data that had been used to draw these conclusions. The Executive was content that the University's results were not out of line with the higher education sector.
- v. The Board noted the report and confirmed that it provided assurance that the University was maintaining academic standards and enhancing the quality of the student experience.

15. Prevent Duty

Adrian Parry, Executive Director of Corporate Governance, introduced the report that had been received at the Audit and Quality Committee meeting held on 12 November 2020. This report provided information on the University's delivery of the Prevent duty. Key points noted were:

- i. This was the third year that universities had been required to submit an accountability and data return to the Office for Students.
- ii. There was a new requirement to report this year upon how the Covid-19 pandemic had impacted upon the delivery of the Prevent duty.
- iii. The Board considered the report and data return and confirmed that it was content that the University had demonstrated due regard for the Prevent duty during 2019/2020.

Action: Executive Director of Corporate Governance

16. Modern Slavery Statement

Claire Dunning, University Solicitor, introduced the Annual Modern Slavery Statement and Anti-Slavery Policy. The following points were noted:

- i. The Modern Slavery Act 2015 required 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, which for the University was 31 July.
- ii. The Modern Slavery Act did not mandate the format or content of the annual statement, but provided non mandatory guidance regarding the type of issues which organisations should consider covering within their statements.
- iii. As the legislation had now been in place for a number of reporting cycles, there was much legal commentary available that highlighted the attributes of effective statement. These commentaries had been considered when producing the draft 2020 annual statement. The statement had been considered at the Audit and Quality Committee meeting held on 12 November 2020 and had been recommended for approval, subject to amendment to reflect additional actions requested by the

Committee for future activities.

- iv. The Board endorsed the annual statement, which would be signed by the Chair of the Board of Governors and published via the University's website.

Action: Head of Governance Services

17. Risk Management Policy

Adrian Parry, Executive Director of Corporate Governance, introduced the Policy which had been previously discussed and agreed by the University Executive Board (UEB) and by the Audit and Quality Committee. It was a requirement of OfS that this policy was reviewed annually by the Board. Key points noted were:

- i. The Audit and Quality Committee had recommended that the policy should be amended so that any risk with an impact score of 5 that did not have a "red" risk categorisation (i.e. an overall risk score of 15 or above), should automatically receive an "amber" risk categorisation. This was to ensure that all risks with the highest potential impact were closely monitored, regardless of the likelihood of their occurrence.
- ii. The Board approved the amended Risk Management Policy but suggested that consideration be given to amending the Corporate Risk Register to include information on the level of risk that was deemed acceptable to the University and the actions to bring the risk within this tolerance. It would also be useful to explore this matter further within a broader debate upon the University's risk appetite.

Action: Executive Director of Corporate Governance

18. Corporate Risk Register

Adrian Parry, Executive Director of Corporate Governance, presented the corporate risk register which had been considered by the University Executive Board and the Audit and Quality Committee as a prelude to submission to the Board of Governors. Key points noted were:

- i. The Corporate Risk Register was aligned with the 12 central themes of the University Strategy.
- ii. A member of the University Executive Board was assigned leadership of each theme within the University Strategy and was responsible for developing an action plan to take the theme forward. Each action plan was currently at a different stage of development and this was reflected in the interim nature of the current corporate risk register.
- iii. The Corporate Risk Register reflected amendments proposed by the Audit and Quality Committee to the coverage of identified risks and the addition of new controls.
- iv. In discussion the Board agreed that the potential impact of complex staff appeals in regard to redundancy and grievance should be included in the risk associated with reputational damage.
- v. It was agreed that risk 2.4 relating to poor comparative performance in both the NSS and Graduate Outcomes Survey (GOS) should be separated into two separate risk items. It would also be important to differentiate between those mitigating actions that were designed to prevent the risk occurring and those that would be taken if the risk occurred.

Action: Executive Director of Corporate Governance

- vi. The next iteration of the Corporate Risk Register would be discussed at the next Audit and Quality Committee and a revised and updated register would be submitted to the Board in March 2021.

Action: Executive Director of Corporate Governance

- vii. The Board noted the register.

19. UPSU Code of Practice

Adrian Parry, Executive Director of Corporate Governance provided a report that presented the University of Portsmouth Students' Union's (UPSU) Code of Practice.

- i. The Code of Practice responded to the requirements stated in the Education Act 1994, Part II, Section 22, and outlined the respective responsibilities of both the University and UPSU to ensure that UPSU operated in a fair and democratic manner and acted as a responsible custodian of public funds.
- ii. The Code of Practice for 2020/2021 had been considered by the UPSU and University Strategy, Governance and Funding Group on 3 November 2020, and minor changes made.
- iii. The document was reviewed, signed and published annually on the University website.
- iv. The Board endorsed the UPSU Code of Practice for 2020/2021.

20. Health and Safety Policy Statement

Brent Schwartz, Health and Safety Manager, presented the Health and Safety Policy Statement that had recently been subject to review. Key points noted were:

- i. The Health and Safety at Work Act (1974) required that organisations have, as part of their broader health and safety policy, a statement that sets out their commitment to the delivery of health and safety.
- ii. The Board last approved the Statement in January 2017 and was asked to consider an updated version which had been discussed and agreed by the University's Health and Safety Committee and had been subsequently endorsed by the University Executive Board and the Audit and Quality Committee.
- iii. The Board approved the Health and Safety Policy Statement for publication on the University's website, following signature by the Chair of the Board and the Vice-Chancellor.

Action: Senior Governance Officer

21. Optometry Update – confidential item

22. Key Performance Indicators – confidential item

23. Student Recruitment – confidential item

24. Reports from Chair

The Board received a verbal report from the Chair that provided an update upon recent activities, developments and matters of importance. The following key points were noted:

- i. The Chair reported that she and the Vice-Chancellor had conducted the PDRs of the senior postholders during September 2020. She and the Deputy Chair had then conducted the Vice-Chancellor's PDR and a summary of the Vice-Chancellor's objectives

set for 2020/2021 had been included in the Board papers for note.

- ii. A request to the Chair had been made on 2 October 2020 to take action to approve the sub-contractual arrangements that the University had in place in relation to its Degree Apprenticeship provision. It was a requirement of the Education and Skills Funding Agency that explicit Board approval was given for these arrangements and that a statement was published on the University's website.
- iii. The Board endorsed the action taken.

25. Report from Vice-Chancellor

The Board received a verbal report from the Vice-Chancellor that provided an update upon recent activities, developments and matters of importance. The following key points were noted:

- i. The Government had recently announced that universities should test their students for Covid-19 symptoms before they returned home during the specified preferred travel window of 2 to 9 December 2020. It was likely that universities would bear some of the considerable costs for implementing these measures.
- ii. No Government announcement had yet been made about the arrangements that should be made for student travel and Covid-19 testing for the start of the new term in January 2021.
- iii. The Office for Students (OfS) had announced a two-stage internal review of the National Student Survey (NSS). The first stage aimed to address perceived concerns in England about how the survey may be creating administrative burden and was unintentionally impacting upon academic standards. The second stage would look more widely at the role and impact of the NSS, including which questions should be asked to support regulation and the provision of student information across all four countries of the UK.
- iv. In addition, the OfS was also consulting on its future approach to the regulation of academic quality and standards. The first phase of the consultation would be conducted between 17 November 2020 and 12 January 2021. The OfS had made clear its intention to set new, more challenging, regulatory requirements for student outcomes.
- v. Ofsted would assume responsibility for the inspection and regulation of degree level apprenticeships from April 2021. Currently, it was the Office for Students who held responsibility for overseeing higher-level apprenticeships.
- vi. The University awaited the outcome of a major bid to undertake high profile training work. The outcome had been expected in November 2020 but had now been delayed until December 2020.

26. Covid-19 Pandemic response update

The Board received an update from Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships) and Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) on the University's response to the Covid-19 pandemic. Key points noted were:

- i. The campus had opened safely in October 2020.
- ii. Students self-isolating in halls of residence were being supported with food, online services and regular welfare calls.
- iii. Plans were at an advanced stage to ensure that students remaining on campus over the Christmas holidays would receive a high level of welfare support. .
- iv. The asymptomatic testing programme had commenced at the end of September 2020. The Covid-19 virus had been detected in 5% of those tested. Those who had tested

- positively for the virus had self-isolated and this had protected those who might otherwise have come into contact with them and been infected.
- v. The Board formally recorded its thanks to Portsmouth Hospital Trust and Public Health Portsmouth for the support they had provided for the testing programme. The Government was now recommending asymptomatic testing of all students, which logistically would have been hard to arrange before the Christmas break if the systems and facilities had not already been established.
 - vi. The Board thanked all those involved in ensuring that the University had been able to proactively manage the impact of the Covid-19 pandemic and to ensure that the University had been able to function effectively.

27. Vice-Chancellor summary objectives 2020/2021

The Chair introduced a summary of the performance objectives set for the Vice-Chancellor for 2020/2021. The objectives had been developed following the Vice-Chancellor's Performance and Development Review (PDR) that had been undertaken by the Chair and Deputy Chair of the Board of Governors. Key points to note were:

- i. The objectives were not intended to provide an inclusive statement of all anticipated activities but provided an overview of the key actions that the Vice-Chancellor would undertake to ensure that the overall strategic aims and financial imperatives of the University were met.
- ii. The summary objectives would develop and change over the course of the year as circumstances dictated and, as such, were not definitive or unchanging, but would provide an overview of planned actions.
- iii. The Board of Governors noted the Vice-Chancellor's summary objectives for 2020/21.

28. Delegated authority for breaks in service for senior post-holders

Adrian Parry, Executive Director of Corporate Governance, introduced the paper requesting delegated authority for the Chair of Governors and the Vice-Chancellor to jointly authorise breaks in service for senior post-holders if these were required to enable them to access their full pension benefits. Key points noted were:

- i. In certain circumstances, the Teachers' Pension (TP) Scheme required a member to retire or take a break in service upon reaching a stipulated retirement age if they wished to access their full pension benefits. The Board agreed that the Chair of Governors and the Vice-Chancellor should receive delegated authority to agree the terms of any break in service with any senior post holder (with the exception of the Vice-Chancellor) that may be required for pension purposes, provided that this remained cost neutral for the University.

29. Nominations Committee

The Board received and noted a report from the Chair of the Nominations Committee on the meeting held on 22 September 2020 and accepted the work of the Committee as reported.

30. Infrastructure and Finance Committee

The Board received and noted a report from the Chair of the Infrastructure and Finance Committee on the meetings held on 15 September, 30 September and 10 November 2020 and accepted the work of the Committee as reported.

31. Audit and Quality Committee

The Board received and noted a report from the Chair of the Audit and Quality Committee on the meeting held on 22 September and 12 November 2020 and accepted the work of the Committee as reported.

32. Human Resources Committee

The Board received and noted a report from the Chair of the Committee on the meeting held on 23 September 2020 and accepted the work of the Committee as reported.

33. Academic Council

It was noted that the draft minutes of the Academic Council meeting of 24 November 2020 would be circulated electronically to members once they were available.

34. Delegated Authority

Committee agreed to delegate to the Chair and Deputy Chair authority to take any required Chair's action before the next meeting.

35. Date of Next Meeting

The next meeting would take place on 20 January 2021.