

Board of Governors

TIME /DATE / VENUE	1130, 20 January 2021, Zoom videoconference
PRESENT	<p>Jane Hoskins (Chair)</p> <p>Bahram Bekhradnia</p> <p>Roger Burke-Hamilton</p> <p>Dr Catherine Carroll-Meehan (up to Minute 53)</p> <p>Jenny Crighton</p> <p>Bishop Christopher Foster (Minute 41 and Minute 47 to 53)</p> <p>Professor Graham Galbraith</p> <p>Claudia Iton</p> <p>Liz Jolly</p> <p>Vineet Khurana (excluding minutes 40viii to 41viii)</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</p> <p>Lyuda Wade (up to minute 50)</p> <p>David Wilding</p> <p>David Willan</p> <p>Christopher Williams (excluding minutes 40ix to 45)</p>
IN ATTENDANCE	<p>Chris Chang, Pro Vice-Chancellor (Global Eng. and Educ Partnerships) (Up to Min 53)</p> <p>Claire Dunning, University Solicitor (Minute 47)</p> <p>Professor Paul Hayes, Deputy Vice-Chancellor</p> <p>Professor Sherria Hoskins, Executive Dean, Faculty of Science and Health (Minute 41)</p> <p>Fiona Loughran, Director of Planning (Minute 48)</p> <p>Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation)</p> <p>John Persson, Strategic Project Director (Minute 41)</p> <p>Brent Schwartz, Health and Safety Manager (Minute 50)</p> <p>Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor</p> <p>Emma Woollard, Executive Director of Finance</p>
SECRETARIAT	<p>Adrian Parry, Executive Director of Corporate Governance</p> <p>Annette Bourke, Head of Governance Services</p> <p>Helen Malbon, Senior Governance Officer</p> <p>Some agenda items were taken out of order to facilitate the availability of attendees.</p> <p>The Key Performance Indicators paper was tabled.</p> <p>Prior to the formal session, the Board received a presentation from Professor Stephen Fletcher, Professor of Ocean Policy and Economy and the Director of the Sustainability and the Environment research theme.</p>

36. Introductions, Apologies Quoracy and Conflicts of Interest

- i. Apologies were received from Mark Cubbon, External Governor and Dr Jenny Walden, Academic Council Staff Governor. Dr Catherine Carroll-Meehan attended the meeting in accordance with the job share arrangement that existed.
- ii. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- iii. 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.

37. Minutes of the Previous Meeting

The minutes of the meeting held on 23 November 2020 were confirmed as an accurate record.

38. Matters Actioned and Matters Arising

Action was reported on 13 matters: eight were for note; two would be received at a future meeting; and three were to be discussed later in the agenda. There were no further matters arising that were not addressed elsewhere on the agenda.

39. Election of the Chair 2021/2022

Adrian Parry, Executive Director of Corporate Governance, provided an update on the election process for appointing the next Chair of the Board. Key points noted were:

- i. Nominations for the role of Chair had been invited from all eligible governors on 30 November 2020, with a closing date of 7 January 2021 for receipt of nominations.
- ii. Two candidates had subsequently confirmed their intention to stand for election to the role.
- iii. The Board agreed that an election for the Chair of the Board of Governors should proceed in accordance with the process and timescale outlined in the report and that the Chair-elect appointment should be agreed by the full Board of Governors at its meeting on 31 March 2021.

Action: Executive Director of Corporate Governance

40. Strategic campus development – confidential item

41. Strategic curriculum development – confidential item

42. Race Equality, Diversity and Inclusion

Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships) and Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) introduced a report which provided an overview of the University's key activity strands and priorities for the promotion of race equality, diversity and inclusion. Key points noted were:

- i. There was a pressing need to critically evaluate and address longstanding issues of disparity in representation, achievement and inclusion for staff and students.
- ii. The Black Lives Matter movement had highlighted the need for change and had emphasised the need for urgency to improve the life-chances of those impacted.
- iii. The University's submission to secure the Race Equality Charter would ensure that a holistic, structured, university-wide approach was adopted to address issues of equality, diversity and inclusion. The institutional action plan would be submitted in February 2021 and would be accompanied by key performance indicators to enable robust monitoring of progress and change.
- iv. The monitoring of progress and change would be an integral part of delivering the required change and regular performance reports would be submitted to the Board.

Action: Pro Vice-Chancellor (Global Engagement and Education Partnerships)
- v. It would be important for governors to reflect and challenge their own thinking and behaviour and to ensure that they offered good role models and set an example of an open mindset. The Board would welcome training and development activities to assist this goal. However, it was imperative that training helped individuals to change their pre-conceptions, rather serve merely as a box ticking exercise.

**Action: Pro Vice-Chancellor (Global Engagement and Education Partnerships)/
Executive Director of Corporate Governance**
- vi. The institutional action plan would have five areas of focus: embedding race equality; increasing diversity in the staff population; enhancing career development and progression for BAME staff; tackling the degree awarding gap and improving students' achievement; and creating a positive, inclusive culture and a safe and supportive environment for all.
- vii. It should be clear that the University's environment and culture needed to be explored and, where necessary, changed to ensure that all could achieve their full potential. This needed a holistic and systemic view to be taken of the organisation. This must be a shared endeavour. Care was needed to ensure that no impression was created that a greater onus rested with BAME staff to identify, suggest and drive the changes needed.
- viii. A self-assessment team had been formed with members from many departments to guide the development of the institutional action plan.
- ix. Consideration was being given to how best to establish a BAME mentor scheme.
- x. It was important to create an environment where uncomfortable but productive conversations around race could take place. A BAME conference was planned for March 2021 and would provide a forum to have open conversations about race and related issues.

- xi. Both academic and professional service staff had been involved in these initiatives. The Heads of Professional Services Forum would discuss the institutional action plan later in the month.
- xii. A number of initiatives had already been implemented to help to foster and underpin required change. This included anonymised recruitment processes for professional service roles and new training programmes that focussed upon unconscious bias, ethnicity and race.
- xiii. The institutional action plan would be informed, supported and reinforced by the development of specific research and innovation activities. These activities aimed to increase capacity (people) and capability (leadership) in terms of interdisciplinary research on societal issues such as black culture, history, education and politics, as well as improving opportunities for all black researchers.
- xiv. Specific plans included establishing an advisory council to shape the creation of a new research centre to deliver capacity and capability in the area of black culture, history, education and politics; accelerating plans to independently review the University's thematic research areas; and seeking funding support to improve access and participation for BAME postgraduate researchers.
- xv. Further opportunities would be sought to improve development and mentoring opportunities for black researchers. This included plans to offer summer placement schemes that would provide bursaries for black students, academics and entrepreneurs to work closely with the University on any issue, and with any department.
- xvi. New strategic projects had benefitted from substantial additional investment. This had helped to facilitate effective and rapid progress. It was important that race equality, diversity and inclusion activities were resourced appropriately, rather than expect that these activities would be delivered in the margins of existing roles. Resources should be commensurate with the strategic importance of this issue and the activities required would require the exclusive focus of some key roles. The Executive had begun to identify how additional resources might be used to support these activities.
- xvii. Whilst acknowledge that changing culture could be a slow process, examples of evidence-based practice and approaches that had been shown to work elsewhere and did not take time to embed should be identified. The Executive had begun discussions to identify how additional resources might be used to support these activities.
- xviii. The Board welcomed the report and emphasised its encouragement for this work and the cultural change that it would bring.

43. Board Effectiveness Review Proposals

Adrian Parry, Executive Director of Corporate Governance, introduced proposals for the next Board effectiveness review. Key points noted were:

- i. The Committee of University Chairs (CUC) recommended that governing bodies undertook a comprehensive review of their effectiveness at least every three years.
- ii. The Board had last undertaken an effectiveness review in 2017. Whilst some of the recommendations of the previous review had been implemented effectively, some remained only partially implemented. Recent committee effectiveness surveys had indicated that scope for improvement still existed for developing opportunities for contact between governors and the University community; removing duplication of Board and committee business; and ensuring clear differentiation between strategic decisions and compliance matters.
- iii. It was proposed that the Board effectiveness review should be guided by three broad principles. It should be:
 - a. Forward-looking and identify and tackle a selective number of issues that would lead to significant improvement and a step-change in the future effectiveness of the Board.
 - b. Action and results orientated rather than process orientated, with areas identified for attention or improvement addressed on an ongoing basis to provide instant improvement where this can be achieved.
 - c. Focussed upon imperatives explicitly identified by the Board rather than upon a generic review methodology that used a 'tick-box' or 'one size fits all' approach.
- iv. The effectiveness review should be owned and steered by governors. To achieve this, it would be useful to appoint a "lead governor" for the review and to establish a small steering group of governors to oversee and guide the progress of the review and to act as a sounding board for ideas and proposals.
- v. Expressions of interest would be sought from governors to establish a small steering group to oversee the review.
- vi. Following discussion the Board:
 - a. Agreed that it should undertake an effectiveness review during 2021.
 - b. Noted the areas for improved effectiveness that were identified following the 2017 Board effectiveness survey.
 - c. Agreed the intended principles of the effectiveness review.
 - d. Agreed that a "lead governor" should be nominated for the review and that expressions of interest would be sought from governors to establish a small steering group to oversee the review.

- e. Agreed that the steering group should provide proposals for the conduct and timescale for the review to the Board of Governors meeting to be held on 31 March 2021.

Action: Executive Director of Corporate Governance

44. Financial Forecasts and Covid-19 Financial Strategy

Emma Woollard, Executive Director of Finance, provided an update on the timescale for consideration and approval of the Financial Forecasts for submission to the Office for Students (OfS). Key points noted were:

- i. The Executive had recently approved the Financial Forecasts and these would now be considered by the Board at a special meeting to be held on 26 January 2021. This separately convened meeting would provide the Board with sufficient time for careful consideration of Forecasts.

Action: Executive Director of Finance

- ii. Confidential points

45. Academic Council Terms of Reference

Adrian Parry, Executive Director of Corporate Governance, reported that at the meeting of Academic Council on 24 November 2020, it had considered its Constitution, membership, terms of reference and terms of office. Changes were proposed to reflect staffing changes or the end of elected terms of appointment. The Board approved the Academic Council Constitution, membership, terms of reference and terms of office.

46. Research Excellence Framework (REF) update

Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) introduced the paper which provided an update on preparations for the University's REF 2021 submission. Key points noted were:

- i. The University remained on track to meet the 31 March 2021 deadline despite the pandemic and lockdown, which had created a short-term disruptive effect for some staff involved in the preparations.
- ii. The total headcount of staff to be included in the submission would likely be c.604 people, equivalent to 574 full time staff, with over 1400 research outputs. This was an increase from the 2014 REF when 298 staff had been included and this was largely due to an increase in staff research capacity and capability. The University's workload model software had helped to identify those staff who spent significant time on research activities and a qualitative evidence base had been used in selection decision-making.
- iii. Each Unit of Assessment had produced an environment statement which described key elements of the research environment, supporting activity, indicators of esteem as well as matters relating to equality and diversity.
- iv. A University-level expert group had reviewed draft environment statements (including the institutional level environment statement). The Impact Working Group had oversight of the preparation of impact case studies, and all draft case studies would be reviewed at faculty and University level by the end of January 2021.

- v. The full final REF submission would be presented to UEB in early March 2021, ahead of submission to Research England in late March 2021.
- vi. The Board noted the update and thanked the team for their work.

47. Contractual dispute – confidential item

48. Key Performance Indicators - confidential item

49. Remuneration Committees Annual Report 2020

Adrian Parry, Executive Director of Corporate Governance, introduced the 2020 Annual Report of the Remuneration Committees. Key points noted were:

- i. The Committee of University Chairs' (CUC) Higher Education Senior Staff Remuneration Code recommended that governors should receive an annual report on the work of its remuneration committees and that this should also be placed in the public domain.
- ii. This was the third annual report of the Remuneration Committees and its format followed the CUC suggested outline structure.
- iii. The Board noted the report and agreed that it should be published on the University's website.

Action: Executive Director of Corporate Governance

50. Health and Safety Annual Report 2019/2020

Brent Schwarz, Health and Safety Manager, presented the Annual Health and Safety Report for 2019/2020 which had been received by the Audit and Quality Committee at its meeting of 12 November 2020. Key points noted were:

- i. The first section of the paper was the Annual Health and Safety Report which included a review of 2019/2020 objectives. Some objectives had not yet been fully achieved due to the pandemic, either because the team were working on assisting with ensuring a Covid-19 safe campus or because it was not practical to achieve the objective remotely. Those not completed would remain as target objectives for 2020/2021.
- ii. It was noted that the report stated that no Fire Safety update was provided in the report due to the Health and Safety Adviser (Fire Safety) having transferred to Estates and Campus Services in March 2020. It was clarified that this report had been delayed due to the closure of some buildings during lockdown.
- iii. In response to a question, the Board was informed that oversight of Health and Safety activity occurred at a number of levels within the University. The University Health and Safety Committee minutes were received by the University Executive Board, compliance reporting was overseen by the Audit and Quality Committee and the Health and Safety Team formed part of the Corporate Governance Department
- iv. The second section of the paper provided the annual training report, which recorded that the number of training sessions delivered had reduced during the pandemic. The content and delivery of the courses would be reviewed to ensure they were still fit for purpose and up to date. The Emergency First Aid and Accident Reporting

training course was delivered to team captains as part of the support of the transfer of the management of student sports societies from the Students' Union to the University.

- v. The third section of the paper was the annual accident report. The incident report covering 2019/2020 showed a reduction from 173 to 86 in the total number of incidents (excluding sports incidents) compared to 2018/2019. This was due primarily to the closure of parts of the campus for extensive periods. There were no reportable incidents in 2019/2020 as defined by the Health and Safety Executive (HSE).
- vi. The Board thanked the team and noted the report

51. Report from the Chair

The Chair had no matters to report to the Board that were not otherwise covered on the agenda for the meeting.

52. Report from the 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 enacted a further period of national lockdown. It was anticipated that most courses would now be delivered online until at least mid-February 2021, with the likelihood that these arrangements would need to remain in place until Easter 2021.
- ii. Many students nationally were paying for accommodation that they were not using. The University's Executive had authorised a discount for affected students within University-owned Halls. Most private hall providers had also reduced the fees charged whilst the accommodation was unused.
- iii. The Office for Students had instructed each provider to review their provision to ensure that the quality of teaching and learning had not been compromised during periods of lockdown and restricted face to face teaching. The University was confident that its approach had maintained quality and students.
- iv. Asymptomatic testing for Covid-19 continued for staff and students and the University was supporting Portsmouth City Council in establishing its community testing programme.
- v. The University was investigating the possibility of providing a virtual home school club for children of staff, run by School of Education students who had been unable to take up placements in schools.
- vi. Professor Galbraith had written a blog for the Higher Education Policy Institute (HEPI) on the government's emerging vision for higher education and the fact that three major policy reviews had been launched during the pandemic. Details would be circulated after the meeting.

Action: Executive Director of Corporate Governance

53. New Theatre Royal update – confidential item

54. Optometry update – confidential item

55. Brexit update

The Board received a verbal update from Professor Paul Hayes, Deputy Vice-Chancellor, on the impact of Brexit on the University and measures in place to mitigate risks. Key points noted were:

A working group was monitoring the risks to the University posed by Brexit.

- i. The main impact to date had been upon EU student applications as they would be required to pay international fees and were not eligible to apply to the Student Loan Company for financial support.
- ii. The University had offered bursaries to EU students.
- iii. UK students were no longer eligible for the Erasmus scheme, although the government was developing a replacement scheme.
- iv. Some professional and statutory body qualifications would no longer provide a licence to practice in the EU.
- v. The Board noted the update.

56. Project Selborne – confidential item

57. Remuneration Committees Chair report

The Board received and noted a report from the Chair of the Committees on the meetings held on 2 December 2020 and accepted the work of the Committees as reported.

58. Academic Council Chair's report and minutes

The Board received and noted a report from the Chair of the Committee on the meeting held on 24 November 2020 and accepted the work of the Committee as reported. It was noted that the confirmed minutes of the Academic Council meeting of 23 June 2020 and the draft minutes of the meeting on 24 November 2020 were circulated electronically to members on 14 December 2020.

59. Management accounts to 31 October 2020

The Board noted the University Management Accounts and Subsidiary Company Management Accounts.

60. Future Meeting Dates

The Board noted the meeting dates for 2021/2022:

Wednesday 13 October 2021 from 1130 to 1630

Thursday 25 November 2021 from 1130 to 1630

Tuesday 25 January 2022 from 1130 to 1630

Thursday 31 March 2022 from 1130 to 1630

Wednesday 6 July 2022 from 1130 to 1630



and for 2022/2023:

Wednesday 12 October 2022 from 1130 to 1630

Wednesday 23 November 2022 from 1130 to 1630

Tuesday 31 January 2023 from 1130 to 1630

Thursday 30 March 2023 from 1130 to 1630

Wednesday 5 July 2023 from 1130 to 1630

The next meeting of the Board of Governors would take place on Wednesday 31 March 2021.