

Board of Governors

DATE / TIME / VENUE	1130, 31 March 2021, via videoconferencing (Zoom)
PRESENT	Jane Hoskins (Chair) Bahram Bekhradnia Roger Burke-Hamilton (from minute 68) Dr Jenny Walden Professor Graham Galbraith Claudia Iton Liz Jolly Vineet Khurana David Madoc-Jones Frances Morris Jones Professor David Sanders Hayley Turner-McIntyre Lyuda Wade David Wilding David Willan Christopher Williams
IN ATTENDANCE	Chris Chang, Pro Vice-Chancellor (Global Engagement and Educational Partnerships) Professor Paul Hayes, Deputy Vice-Chancellor Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor Emma Woollard, Executive Director of Finance Mick Harper, Reader in Innovative Teaching and Learning (Minute 68) Martin Perrin, Head of Strategic Programmes (Minute 68) Misha Filip, External Business Engagement Lead (Minute 68) Four guests attended to support the discussion at minute 68 Jon Ward, Chief Information Officer (Minute 70) Julian Wootton, Head of Digital and Marketing (Minute 70) Dorothy Albrecht, Director of Marketing and Communications (Minute 70)
SECRETARIAT	Adrian Parry, Executive Director of Corporate Governance Annette Mills, Head of Governance Services Jacqui Bryden, Senior Governance Officer

Prior to the formal session, the Board received a presentation from Professor Alejandro Armellini, Dean of Digital and Distributed Learning and Jon Ward, Chief Information Officer that provided an overview of the development of the University's digital strategy.

61 Introductions, Apologies, Quoracy and Conflicts of Interest

- 61.1 Apologies were received from External Governors: Jenny Crighton, Bishop Christopher Foster, Paul Myers and Mark Cubbon; Student Governor: Tim Lee-Lewis; and Academic Council Staff Governor: Dr Catherine Carroll-Meehan, Academic Council Staff Governor. Dr Jenny Walden attended the meeting in accordance with the job share arrangement that existed for the role of Academic Council Staff Governor.

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

61.3 There were no new declarations of interest and standing declarations were noted.

62 Minutes of the Previous Meeting

62.1 The minutes of the meeting held on 26 January 2021 were confirmed as an accurate record.

62.2 The minutes of the meeting held on 20 January 2021 were approved subject to the amendment of Minute 42 to add additional paragraphs to more comprehensively convey points raised in discussion.

Post meeting note

A copy of the revised Minute 42 is attached at Appendix 1 to these minutes with additional paragraphs highlighted.

Action: Executive Director of Corporate Governance

63 Matters Actioned and Matters Arising

63.1 Action was reported on 10 matters: six were for note; one to be received at a future meeting; and three to be discussed later in the agenda. There were no further matters arising that were not addressed elsewhere on the agenda.

63.2 **Confidential:**

64 Board Membership

Adrian Parry, Executive Director of Corporate Governance, provided a report on Board membership issues following deliberations at the meeting of the Nominations Committee held on 9 March 2021.

64.1 In discussion, the following key points were noted:

- i. The Board thanked the candidates who had stood for election to the role of Chair of the Board of Governors for their commitment to the work of the Board and to the University and for their willingness to serve in this capacity.
- ii. Due to the difficulties of holding University-wide elections during the current pandemic, it would be desirable to extend current terms of office for elected staff governors and for staff representatives. This was permitted as an exceptional temporary variance to standing orders.
- iii. It was noted that the Nominations Committee would review committee and subsidiary company board membership at its next meeting on 22 June 2021.

64.2 The Board:

- i. Endorsed the election of Jenny Crighton as the Chair of the Board of Governors with effect from 1 August 2021.
- ii. Agreed that all external governors: Roger Burke-Hamilton, Jenny Crighton, Claudia Iton, Christopher Williams and David Wilding should be appointed for a second term from 1 August 2021 to 31 July 2024.
- iii. Agreed, given the exceptional circumstances posed by the pandemic, that the term for the two elected Staff Governors should be extended by a further year to 31 July 2022 as an exceptional variation to the standing orders.
- iv. Noted that the recruitment process for the role of student governor would be undertaken in the near future.
- v. Agreed that, given the exceptional circumstances posed by the pandemic, the term of the staff committee representatives be extended by a further year to 31 July 2022.
- vi. Noted that realignment of committee and subsidiary board membership for the efficient conduct of business and/or succession planning purposes would be reviewed at the Nominations Committee meeting to be held on 22 June 2021.

65 Budget 2020/2021 and Cash Flow Update - confidential item

66 Board Effectiveness Review

Francis Morris-Jones, External Governor presented a report on behalf of the Board Effectiveness Steering Group that outlined the potential scope and focus of the Board Effectiveness Review.

66.1 In discussion, the following key points were noted:

- i. The Committee of University Chairs (CUC) recommended that each governing body should undertake a review of its effectiveness at intervals of not less than three years. The Board had agreed at its meeting held on 20 January 2021 that it should undertake an effectiveness review during 2021.
- ii. A Steering Group had been established to take the review forward and a scope for the review had been drafted. The scope took account of the conclusions of the 2017 Board effectiveness review and the outcomes of committee self-assessment reviews. This would be supplemented by feedback gained from the mutual feedback sessions that the Chair and Deputy Chair would undertake with governors in the near future.
- iii. Potential areas for coverage and review included exploring the dynamics of relationships within the Board; the balance of strategic and operational business conducted; duplication of business; establishing regular census points for review and discussion of progress; and training and development for governors.
- iv. The outcomes of the gap analysis undertaken to assess current Board activity and processes against the CUC Higher Education Code of Governance would be received later in the agenda. This would also be considered as part of the Board effectiveness review.
- v. Frances Morris-Jones, David Madoc-Jones, Jenny Crichton and Liz Jolly had volunteered to serve on the Steering Group. [Post meeting note: Catherine Carroll-Meehan has subsequently volunteered to serve on the Steering Group.]

66.1 The Board:

- (i) Agreed that elements of the previous Board effectiveness survey should be carried forward into the next Board effectiveness survey where they remained relevant.
- (ii) Noted and agreed the areas of activity identified for further consideration and review.
- (iii) Agreed that further consideration should be given to using external expertise to facilitate activities and to identify potential approaches to tackle issues raised.
- (iv) Agreed that the review should aim for conclusion by the close of the 2021 calendar year.

67 Consumer Protection and Communication with Students during the Covid-19 Pandemic

The Board received a report from Paul Hayes, Deputy Vice-Chancellor and Adrian Parry, Executive Director of Corporate Governance that outlined the steps taken by the University to maintain academic quality and standards and to communicate with students during the Covid-19 pandemic. The report responded to a stipulation from the Office for Students (OfS) that governing bodies should seek assurance of the activities undertaken.

67.1 In discussion, the following points were noted:

- i. A range of no detriment practices had been introduced to mitigate the impact of the Covid-19 pandemic upon students' academic performance and to ensure that no student was academically disadvantaged.
- ii. Guidance on module and course modifications had been provided to ensure that any changes ensured that academic provision remained accessible for students and that staff understood the processes that must be followed to implement any temporary changes to the course and to ensure that these were recorded in University systems.
- iii. Any significant changes to courses that were attributable to the Covid-19 pandemic required the formal approval of the head of department and the relevant Associate Dean (Academic). All such changes were then reported to the Department for Student and Academic Administration.
- iv. The University had implemented a standard operating procedure in March 2020 to encompass academic working practices within a blended learning environment.
- v. The University had received 21 complaints from students that contained reference in full or part to the Covid-19 pandemic. Of these, 14 had not been upheld; three were resolved; one was closed with the agreement of the student; one was withdrawn by the student; and one was upheld. One complaint remained under consideration.

67.1 Following a question on the broader issue of complaints received by the University, it was confirmed that no complaints in respect of freedom of speech issues had been received. It was noted that the University had an External Speakers Policy, which was jointly agreed with the Students' Union.

67.2 The Board noted the report and agreed that the report provided assurance that the University had communicated clearly and consistently with students during the Covid-19 pandemic that it had maintained the quality and standards of provision, and that students had been adequately signposted to mechanisms for complaint and redress if they were dissatisfied.

68 London Campus Update (presentation) – confidential item

69 Race Equality Update

The Board received a report from Chris Chang, Pro Vice-Chancellor (Global Engagement and Education Partnerships), with an update on the steps taken to enhance the University's Race Equality work. This formed part of the implementation of the Race Equality Charter Action Plan.

69.1 The following points were made in discussion:

- i. The Board had received a letter from the BAME Student Ambassadors which had expressed concerns for the University's speed of change in responding to issues connected with anti-racism; micro-aggressions; and racial literacy. These concerns were to be addressed through work commissioned to explicitly explore the issues raised.
- ii. An audit to review relevant policies, procedures and processes and their influence and impact upon matters of race would be undertaken. A specialist consultant, Dr Jason Aday had been engaged and would work alongside Roger Burke-Hamilton, External Governor to oversee this work. Recommendations arising from this work would be made by the summer and would form the basis for an implementation plan and associated training.
- iii. A BAME Staff Conference had been held on 30 March 2021 and had been led by the Chancellor, Karen Blackett and by Claudia Iton, External Governor. The conference had provided information and material that would help to inform future thinking. It had been well attended and this had demonstrated that there was a strong appetite within the University for tackling race equality issues effectively.

69.2 In response to a question on the broader issue of anti-Semitism and religious intolerance and its potential for connection with this work in the future, it was noted that the University's dignity and respect policy had been amended to include a specific reference to a definition of anti-Semitism. The University had also held a constructive and helpful meeting with Lord Mann, the Government's anti-Semitism advisor which had endorsed its approach to this matter and had confirmed that the definition pertained to ensuring mutual dignity and respect and was not intended to constrain academic freedom.

69.3 It was noted that the Board would receive training as part of a broader training programme that would be undertaken with staff at all levels of the University. The goal of the training would be to generate increased understanding and empathy for issues of race and equality and to empower all within the University community to bring about the changes and transformation required.

69.4 The Board noted the report and emphasised its support for this work.

70 University Website – confidential item

71 CUC Higher Education Code of Governance

The Board received a gap analysis that mapped the University's current processes and practices against the recently published CUC Higher Education Code of Governance from Adrian Parry, Executive Director of Corporate Governance. The following key points were noted:

- 71.1 The CUC Code was a voluntary code but there was an expectation that all higher education providers would comply with its guidance. The gap analysis had indicated that the University was already compliant with most aspects of the Code.
- 71.2 There were five areas of potential non-compliance with the Code. These were: the adoption of an explicit governors' code of conduct; receipt of an annual equality monitoring report; the appointment of a senior independent governor; explicit mechanisms for evaluating governors' performance; and the publication of senior postholders' declarations of interest.
- 71.3 Further work would be undertaken to map the Board of Governors existing Statement of Primary Responsibilities against the Code to identify and propose any revisions. A revised Statement of Primary Responsibilities would be submitted to a future meeting.

Action: Executive Director of Corporate Governance

- 71.4 Following discussion, it was agreed that the Executive would take steps to ensure that the Board received an annual equality monitoring report and that senior postholders' declarations of interest were published. It was also agreed that the Board effectiveness steering group would explore the desirability of appointing a senior independent and mechanisms for evaluating governors' performance.
- 71.5 In response to a question regarding forthcoming freedom of speech legislation and whether this would impact upon the requirements of the Code, it was noted that this would not have an explicit impact upon the Code. However, the University's Freedom of Speech and External Speakers Policies would need to be reviewed and potentially revised in the light of any new legislation.
- 71.6 In response to a question about any inclusion of definitions of anti-Semitism within the Code, it was noted that the Code was silent on this explicit matter but did encourage governing bodies to have a full understanding of their legal responsibilities.
- 71.7 The Board:
 - (i) Agreed to adopt the new CUC Code of Governance 2020.
 - (ii) Noted and endorsed the work to be undertaken to ensure compliance with the CUC Code.
 - (iii) Agreed that a revised Statement of Primary Responsibilities should be drafted and submitted to a future meeting.

72 Ofsted Inspection of Degree Apprenticeships

Paul Hayes, Deputy Vice-Chancellor, introduced a report that provided an outline of the Ofsted inspection framework as it would apply to the University's Degree Apprenticeship provision.

In discussion, the following key points were noted:

- 72.1 Ofsted would assume quality assurance responsibilities for the University's apprenticeship provision from 1 April 2021.
- 72.2 The Ofsted quality assurance framework placed emphasis upon the presence of a clear reporting line to governors and upon ensuring that governors were appropriately sighted on reports submitted to Ofsted.
- 72.3 The University has currently about 170 active apprentices studying degrees at both level 6 degree, and level 7 Masters with plans to expand this number.
- 72.4 The report outlined the key aspects of the Ofsted inspection framework that the Board of Governors needed to be aware of and the overall governance structure that would be in place to meet these requirements. It was noted that the Board of Governors and the Audit and Quality Committee would receive an annual assurance statement on Apprenticeships.
- 72.5 In discussion, it was noted that employers played a key role in the degree apprenticeships programme and Ofsted inspections. It was recognised that poor employer performance could negatively impact the inspection outcome. However, the University had a close working relationship with employers through its tutors and it was looking to employ four additional work based tutors to strengthen this relationship.
- 72.6 There was concern within the sector that Ofsted was not sufficiently familiar with the quality assurance of higher education to understand its context. Consequently, there may be a mismatch between prevailing practices and mutual expectations.
- 72.7 The Board noted the report.

73 Research Excellence Framework (REF) update

- 73.1 Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation) provided an update report that confirmed that the University's Research Excellence Framework (REF) submission had been completed and submitted.
- 73.2 In discussion, it was noted that 604 academic staff (30%) had been included in the submission. This represented a significant increase upon the number of staff submitted to the 2014 REF.
- 73.3 The Board noted the report and expressed its thanks to all involved in making the REF submission.

74 New Theatre Royal (NTR) Update – confidential item

75 Optometry update – confidential item

76 Corporate Risk Register

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

- 76.1 The Risk Register remained a work in progress and a point of reference. It would be comprehensively reviewed in the light of work that was to commence in the near future with the University Executive Board to reinvigorate the delivery of the University Strategy.
- 76.2 The immediate post-pandemic risks to be tackled by the University included:
- i. Ensuring capacity and confidence to take risk and to pursue innovation and opportunities;
 - ii. Uncertainty in the external environment and within the funding context;
 - iii. Ensuring the ability to make organisational changes and to invest to implement required changes;
 - iv. Facilitating a safe return to campus that met student and staff needs and expectations;
 - v. The need to re-energise the delivery of the University Strategy and to re-align of the estates master plan; and
 - vi. Exploiting new opportunities, especially those that would be underpinned by enhanced digital infrastructure and data management.
- 76.3 In discussion, it was noted that:
- i. A number of risks appeared as “red” risks both before and after mitigation, particularly for the utilisation of innovation space and student recruitment. Activity in these areas of activity had been impacted by the need to prioritise other actions to meet the challenges of the Covid-19 pandemic but would be prioritised for the coming year.
 - ii. The Knowledge Exchange Framework (KEF) had been published on 31 March 2021. The University had maintained a solid performance across all seven perspectives of the KEF and was in the top 50% for its cluster.

- iii. It may be worthwhile to include an annex or section within future iterations of the corporate risk register that recorded comments received from governors and any actions taken in response.

76.4 The Board noted the report.

77 Chair's Business

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

78 Vice-Chancellor's Report

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

- 78.1 Dean Machin, Strategic Policy Adviser, would provide briefing sessions for governors on current developments in higher education policy. This would help to provide context for deliberations at future Board meetings.
- 78.2 The Vice-Chancellor acknowledged that staff were continuing to work in the difficult circumstances imposed by the Covid-19 pandemic and he wished to formally record his thanks to all staff for their work.
- 78.3 Covid-19 testing across the University continued. There had been no recorded cases of Covid-19 amongst the University population in the last five weeks. Liaison was underway with Public Health England to commence anti-body testing and 10,000 tests will be delivered shortly. This would demonstrate levels of immunity amongst staff and students and was part of a wider research project.
- 78.4 The ratio of face-to-face and online teaching in the next academic year was planned to be 80:20. The precise nature of restrictions that might be required from September 2021 was currently unknown. However, the need to prepare all courses for face-to-face and online delivery would have significant implications for staff workloads.
- 78.5 An online graduation ceremony would be held on 28 May 2021 for 2020 graduates. Face-to-face graduation ceremonies were scheduled for July 2021 for 2020 and 2021 graduates and would comply with social distancing requirements.
- 78.6 Negotiations to renew the University's sponsorship of Portsmouth Football Club were underway. The sponsorship had been a great success for both parties and, in addition to increased marketing exposure, had provided 100 student placements; 80 part-time jobs for students; and nine students from the Faculty of Creative and Cultural Industries had filmed every home game. In addition, players has visited schools to speak to over 1,500 schoolchildren about the importance of education and progression to university.

- 78.7 The University had received the opportunity for staff in business critical roles to receive Covid-19 vaccinations. Consequently, 340 staff under the age of 50 had received the vaccine. The University had extended this opportunity to Students' Union staff and to its elected officers.
- 78.8 The Board noted the report and wished to echo the thanks of the Vice-Chancellor to all staff for their significant and diligent hard work during this challenging period.

79 Nominations Committee Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 9 March 2021 and accepted the work of the Committees as reported.

80 Audit and Quality Committee Chair's Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 11 February 2021 and accepted the work of the Committees as reported.

81 Infrastructure and Finance Committee Chair's Reports

The Board received and noted a report from the Chair of the Committee on the meetings held on 26 January 2021 and 17 March 2021 and accepted the work of the Committee as reported.

82 Human Resources Committee Chair's Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 13 January 2021 and accepted the work of the Committees as reported.

83 Management Accounts to 31 January 2021

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

84 Academic Council Chair's report and minutes

- 84.1 The Board received and noted a report from the Academic Council on the meetings held on 9 February 2021.
- 84.2 It was noted that the draft minutes of the Academic Council meeting of 9 February 2021 had been circulated electronically to members on 16 March 2021. The minutes of 23 March 2021 would be circulated electronically to members when they were available.

85 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 2021/2022.

85.1 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.

86 Prevent Duty

Adrian Parry, Executive Director of Corporate Governance, provided an update report on the University's continued delivery of the Prevent duty. The Board noted the update.

87 Confirmed 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

88 Date of Next Meeting:

The next meeting would take place on Wednesday 7 July 2021. The Board noted that the intention was to hold the annual strategy session on Thursday 8 July 2021.

89 Thanks

The Chair of the Board reported that this was Hayley Turner-Macintyre's last Board meeting. Hayley would retire from her role as an elected student officer on 30 June 2021. She had served on the Infrastructure and Finance and the Nominations Committees. The Board thanked Hayley for her contribution to the work of the Board and wished her every success in her future endeavours.

APPENDIX 1

This appendix relates to Minute 62.2 and the request for the minutes of the meeting held on 20 January 2021 to be amended so that Minute 42 encompassed additional paragraphs to more comprehensively convey points raised in discussion. Additions are highlighted in italic text.

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 those 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.