Board of Governors

DATE / TIME / VENUE	1130, 13 October 2021, Boardroom, St Andrew's Court
PRESENT	Jenny Crighton (Chair) Bahram Bekhradnia (To minute 14) Roger Burke-Hamilton Dr Catherine Carroll-Meehan Professor Graham Galbraith Claudia Iton Liz Jolly Vineet Khurana (To minute 14) David Madoc Jones Frances Morris Jones Professor David Sanders Mike Kiddell Dylan Powell David Wilding David Willan Christopher Williams
IN ATTENDANCE	Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) Bernie Topham, Chief Operating Officer and Deputy Vice-Chancellor Emma Woollard, Executive Director of Finance Professor Bob Nichol, Pro Vice-Chancellor (Research, Innovation and External Relations) Professor Paul Hayes, Senior Deputy Vice-Chancellor Yvonne Howard, Interim Director of Race and Equality (Minute 11) Tracey Lamb, Equality, Diversity and Inclusion Manager (Minute 11) Claire Dunning, University Solicitor (Minute 12) Fiona Loughran, Director of Planning (Minute 6) Martin Perrin, Head of Strategic Programmes (Minute 6)
SECRETARIAT	Adrian Parry, Executive Director of Corporate Governance Annette Mills, Head of Governance Services Jacqui Bryden, Senior Governance Officer To ensure the availability of participants, some agenda items were taken out of the published order. Prior to the formal session, the Board received a presentation from the University of Portsmouth Students' Union Elected Officers on the salient points of their manifestos.

1 Introductions, Apologies, Quoracy and Conflicts of Interest

1.1 The Chair welcomed Dylan Powell, Student Governor to his first meeting of the Board.

1.2 Apologies were received from Academic Council Staff Governor: Dr Jenny Walden. Dr Catherine Carroll-Meehan attended the meeting in accordance with the job share arrangement for the role of Academic Council Staff Governor.

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

1.4 There were no new declarations of interest. Standing declarations of interest were:
   - David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.
   - Liz Jolly was the Chief Librarian at the British Library which had a business relationship with the London Borough of Waltham.

2 Minutes of the Previous Meeting

The minutes of the meetings held on 7 July 2021 and 8 July 2021 were confirmed as an accurate record.

3 Matters Actioned and Matters Arising

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

3.2 It was noted that the University of Portsmouth Multi-Academy Trust would open a month later than scheduled on 1 December 2021 due to a delay at the Department of Education. An original date of 1 November 2021 had been reported at the Board meeting on 7 July 2021 (Minute 96).

4 Constitutional and Membership Matters – confidential item

5 Appointment of Deputy Vice-Chancellor (Research, Innovation and External Relations) and Chief People Officer

The Vice-Chancellor provided a report that requested delegated authority to appoint to the senior postholder roles of Deputy Vice-Chancellor (Research, Innovation and External Relations) and Chief People Officer.

5.1 In discussion, it was noted that:

    i. Delegated authority would ensure that the appointment of preferred candidates could be expedited.

    ii. Interview panels would include representation from governors.

    iii. The external relations element of the Deputy Vice-Chancellor (Research, Innovation and External Relations) role referred to engagement with the business community and with external agencies such as the Solent Local Enterprise Partnership and the Portsmouth Freeport. The role also incorporated alumni activities and advancement.

5.2 Following discussion, the Board:

    i. Agreed that the final stage interview panels, would receive delegated authority to appoint the Deputy Vice-Chancellor (Research, Innovation and External Relations) and the Chief People Officer.

    ii. Noted that salary parameters for both roles would be set in discussion with the Senior Postholders' Remuneration Committee.

6 Implementation of University Strategy 2025

Fiona Loughran, Director of Planning and Martin Perrin, Head of Strategic Programmes, provided an update report and presentation on the implementation of the University Strategy.

6.1 Key points made were:

    i. The University Executive Board had agreed four strategic imperatives that would guide short-term resource planning. These were:

        (a) Reverse the ongoing decline in applications and boost conversions

        (b) Pursue educational excellence, improve student experience and reduce variation in outcomes

        (c) Rapidly improve graduate employment

        (d) Increase globally recognised research and innovation based on thematic areas, prioritising collaboration and international engagement

    ii. A focus upon the four strategic imperatives and their operational delivery was necessary to set the foundations for improved performance.

    iii. The University's position had declined in the three main league tables in 2021. This had the potential to impact adversely upon student recruitment and upon future performance in the Teaching Excellence Framework.

    iv. Local enhancement plans had been developed by each faculty and department in February 2021 to inform resource planning. Professional Services had been asked to update their plans by 22 October 2021. Faculties had not been asked to updated their plans as the portfolio review was in progress as the driver for change in their areas.

v. Local enhancement plans focused on the four strategic imperatives, which would, in turn, be linked to action plans and individual Performance Development Reviews. The Vice-Chancellor was also undertaking a series of departmental strategy meetings to specifically discuss local enhancement plans.

vi. Action plans to deliver the four strategic imperatives would identify the activities with greatest impact and would be monitored monthly by the University Strategy Group.

vii. The Board would receive a progress report on the implementation of the University Strategy at its meetings in January 2022 and a review in July 2022.

Action: Director of Planning

6.2 In discussion, the following points were noted:

i. The University's league table position was attributable to a number of reasons. In particular, it would be important to improve recruitment and retention; tariff entry scores; and graduate outcomes and employability. However, it was important to recognise that the University Strategy was the key driver of activity rather than league table position.

ii. Addressing the decline in league table position was a shared responsibility that would require a shared response from all parts of the University.

iii. The pandemic had created increased workloads and fatigue for staff. It was important that adverse implications for staff morale were managed effectively. Sources of support should be signposted for and communication should be thoughtful and considered.

iv. The ability to return to the workplace had created marked enthusiasm amongst many staff to tackle the post-pandemic challenges that faced the University.

v. Responses to the National Students Survey (NSS) had been adversely affected by the impact of the pandemic, especially due to the requirements of remote learning. The cyber incident had exacerbated this situation for many of the University's students.

vi. There was evidence to suggest that students at post-92 universities were more likely to have constrained study conditions within their parental home and that this had influenced NSS responses.

vii. An analysis of NSS course level responses was ongoing.

viii. Cross-functional Strategic Delivery Groups would be facilitated via new approaches to organisational development. This would help to ensure the systemic planning and alignment of strategic and operational activities.

ix. Momentum for the delivery of the University Strategy would be maintained through the Vice-Chancellor's departmental strategy meetings, Performance Development Reviews, regular communications and other tailored engagement activity.

x. It would be important to identify and promote new ways of working efficiently and effectively in the post-pandemic environment. This would involve challenging and changing previous ways of working.

xi. The Board welcomed the update and supported the planned, aligned approach to the University Strategy 2025.

6.3 The Board:

i. Noted the focus on addressing the four strategic imperatives and the action plan in development to address them.
ii. Noted the reporting framework for the Strategic Delivery Groups to ensure that the University does not lose sight of the aims and priorities of Strategy 2025.

7 Strategic Curriculum Development – confidential item

8 London Campus Update – confidential item

9 Portfolio Review – confidential item

10 Student Recruitment – confidential item

11 Race Equality Review Work Update

Yvonne Howard, Interim Director of Race and Equality and Tracey Lamb, Equality, Diversity and Inclusion Manager provided a report and presentation on the Equality, Diversity and Inclusivity (EDI) Framework and associated governance structure. Key points noted were:

i. There were five emerging actions that would reinforce the EDI framework:
   1. Visible leadership and commitment
   2. HR diversity targets based on sound data
   3. Engaged employees
   4. Balanced representation
   5. Balanced promotions
ii. Each emerging action would be underpinned by a detailed action plan. This would ensure a cohesive, planned approach that dovetailed with other University activities.
iii. The Equality Diversity and Inclusion Steering Group would oversee implementation of the EDI Framework and action plan. It would provide regular reports to the University Executive Board, the People, Culture and Engagement Committee and the Board.
iv. The EDI Steering Group would be supported by network groups, working group and an EDI Consultative Group. Its work would also be informed by

qualitative and quantitative data. This structure would help to build motivation, energy and momentum for delivery.

    v.   The EDI Framework would be an enabler. Its three objectives were:

        1.   To build a positive, inclusive culture that inspires staff and students to realise their full potential.

        2.   To work towards fair representation and fair outcomes for the staff and student communities.

        3.   To develop a robust understanding of EDI data (quantitative and qualitative) to effect sound evidence-based decision making.

    vi.   This approach would challenge bias and encourage real change. Specific outcomes to gauge success would be developed. Emerging key performance indicators would encompass recruitment; retention; narrowing the awarding gap; and leadership and accountability.

11.1   In discussion, the Board noted the following:

    i.   It was important to identify and focus on the priorities identified in the action plan.

    ii.   The EDI Framework provided a clear vision of equality, diversity and inclusivity for all stakeholders, including governors. UEB and the Board would receive training on EDI issues over the course of the next 12 months.

        Action: Deputy Vice-Chancellor (Global Engagement and Student Life)

    iii.   Some groups within the University had felt disenfranchised. The EDI Framework aimed to address all needs and tackle negative perceptions positively.

    iv.   The EDI Steering Group would use materials developed by Advance HE to ensure the inclusion and consideration of socio-economic background factors as well as protected characteristics.

    v.   It was important to analyse and compare performance against benchmark data. This would help to support the achievement of the targets.

    vi.   The action plan was a work in progress. Staff would be encouraged to contribute information and data and to become involved and engaged in the work to be taken forward.

11.2   The Board agreed the underlying principles of the EDI framework and its associated governance arrangements.

12   Contractual Dispute – confidential item

13   Harassment and Sexual Misconduct: The Seven OfS Expectations

Bernie Topham, Deputy Vice-Chancellor and Chief Operating Officer provided a report that outlined the steps being taken by the University to address the seven Office for Students (OfS) expectations to prevent and tackle harassment and sexual misconduct.

13.1   Key points noted were:

	i.	The University had a duty of care to be ensure the safety of students.

- i. The University had a duty of care to be ensure the safety of students.
- ii. A mapping exercise had been completed to show how the University currently addressed each of the expectations.
- iii. An action group has been established to take prioritised action and to measure progress against identified milestones.
- iv. Reports and analytical data would be presented to the Board using a joined-up approach that chimed with the Equality, Diversity and Inclusivity Framework.

13.2 In discussion, it was noted that harassment and sexual misconduct impacted upon both students and staff. It was important to ensure that all victims felt that it was safe to make reports.

13.3 It was important to set up a network to provide immediate support for victims and for which training would be provided.

13.4 Following discussion, the Board:

- i. Affirmed its commitment to ensuring that the University responds to all forms of harassment and sexual misconduct and that it works towards its prevention.
- ii. Noted the mapping of activities against the seven OfS expectations for preventing and responding to incidents of harassment and sexual misconduct.
- iii. Agreed that the Board of Governors should receive progress reports each six months on the University's work towards compliance with the seven OfS expectations.

Action: Deputy Vice-Chancellor and Chief Operating Officer

14   Risk Management Policy

Adrian Parry, Executive Director of Corporate Governance provided a report on the annual review and approval of the University's Risk Management Policy. The University Executive Board and the Audit and Quality Committee had previously considered and endorsed the draft policy for approval.

14.1 Key points noted were:

- i. The Office for Students required all universities to have robust policies and approaches to manage and control risk.
- ii. A recent internal audit report had recommended that the University should progress to Stage Four (Improving) in its level of risk maturity from Stage Three (Defined).
- iii. The Board would receive the full Corporate Risk Register every six months and subject to the scrutiny of the Audit and Quality Committee, would focus on the top twelve risks and any other risks graded as red, to ensure that volume of information does not obscure extreme and critical risk.

Action: Executive Director of Corporate Governance

iv.   Each Strategic Delivery Group (SDG) would develop a risk register to support attainment of their group's objectives. Each risk is set a target risk score to identify whether further controls should be applied. Planning would determine if SDG risks should be included in the Corporate Risk Register.

v.   The amber category for high level and mitigating action required is very broad and a blue risk category would be introduced to identify risks that were very low and had little impact.

14.2   The following points were noted in discussion:

i.   It was important to capture perceptions of risk; to ensure that risk mitigation was resourced appropriately; and that resources were allocated where require to address risk.

ii.   It would be important to focus upon those amber risks that had the potential to escalate to red risks and thereby create business critical incidents.

iii.   The Risk Register was a document that should evolve rather than remain static over the course of the year.

iv.   The Risk Register was supplemented by the Audit and Quality Committee's consideration of a Risk Assurance Map. The purpose of the Risk Assurance Map was to identify all sources of audit assurance that could be used to effectively manage risk.

v.   Reports for the Board could identify the risk profile on the cover sheet for the subject, similar to the approach taken to identify Equality and Diversity Implications. This may be worthy of further exploration.

vi.   The introduction of the "blue" risk category was designed to identify those risks that were of little consequence and should be discounted as minor in nature.

14.3   The Board noted and approved the Risk Management Policy.

15   UoPM Letter of Support – confidential item

16   Chair's Business

The Chair reported that there were no further matters to report that had not been otherwise reported to the meeting.

17   Vice-Chancellor's Report

The Board received an oral overview from the Vice-Chancellor on recent activities, developments and matters of importance for the University and for the sector. The following updates were provided:

i.   The new academic year had commenced and students were very involved and engaged in activities.

ii.   Seventy meetings had been arranged for the Vice-Chancellor to visit all University departments to discuss their contribution to delivering the University Strategy.

iii.   Thanks for the hard work, commitment and contribution of the senior team.

iv.   The outcome of a ballot for strike action over the pay award for 2021 was expected in the near future from the Universities and Colleges Union.

v.   The outcome of the Spending Review was expected on 27 October 2021 and was likely to impact unfavourably upon funding for higher education.

The Board noted the report.

18   Nominations Committees Chair's Report

The Board received and noted a report from the Chair of the Nominations Committee on the meeting held on 28 September 2021 and accepted the work of the Committee as reported.

19   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 16 September 2021 and accepted the work of the Committee as reported.

20   Human Resources Committee Chair's Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 21 September 2021 and accepted the work of the Committees as reported.

21   Infrastructure and Finance Committee Chair's Report - confidential item

22   University Management Accounts and Subsidiary Company Management Accounts – confidential item

23   Academic Council Chair's Report and Minutes

23.1   The Board received and noted a report from the Academic Council on the meeting held on 22 June 2021.

23.2   It was noted that the draft minutes of the Academic Council meeting of 22 June 2021 had been circulated electronically on 5 October 2021.

24   Prevent Duty

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

25   Confirmed Meeting Dates

The Board noted the meeting dates for 2021/2022:

-       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

26   Date of Next Meeting

The next meeting of the Board of Governors would take place on Thursday 25 November 2021.

27   Record of Thanks

It was noted that Mark Cubbon had resigned from the Board due to work commitments following his appointment as interim Chief Operating Officer of the NHS. The Board recorded its thanks for his contribution to its work and wished him success in his new role.