

INFRASTRUCTURE AND FINANCE COMMITTEE

TIME /DATE / VENUE	1030, Wednesday 22 September 2021, St Andrew's Court room 0.32
PRESENT	David Willan (Chair) Roger Burke-Hamilton Jenny Crighton Professor Graham Galbraith (from minute 8) Vineet Khurana (on conference telephone) David Madoc-Jones Christopher Williams
IN ATTENDANCE	Fiona Bell, Director of Estates and Campus services, (Minute 9 only) Fern Lewis, UPSU Deputy Chief Executive, (Minute 6 only) Professor Paul Hayes, Deputy Vice-Chancellor (Minute 7 only) Mike Kiddell, UPSU Officer Bernie Topham, Deputy Vice-Chancellor and Chief Operating Officer Dr Jenny Walden, Staff Governor Jon Ward, Chief Information Officer (Minute 10 only) Emma Woollard, Executive Director of Finance
SECRETARIAT	Adrian Parry, Executive Director of Corporate Governance Helen Malbon, Senior Governance Officer
	To accommodate availability of staff, some agenda items were taken out of the published order.
	Papers were tabled to support agenda item 6 Executive Director of Finance report and agenda item 10 Director of Estates and Campus Services report

1 Welcome, apologies, declaration of interests and apologies

- 1.1 Apologies were received from external governor Mark Cubbon.
- 1.2 On behalf of Committee, the Chair welcomed David Madoc-Jones, external governor, and Mike Kiddell, UPSU elected officer to their first Committee meeting.
- 1.3 Thanks were recorded to Liz Jolly who had served on the Committee during 2020/2021 but who had now transferred to the Audit and Quality Committee.
- 1.4 There were no interests to declare.
- 1.5 The Clerk confirmed the meeting was quorate and could proceed to business.

2 Minutes of the previous meetings

The minutes of the meeting held on 23 June 2021 were confirmed as an accurate record.

3 Matters actioned and matters arising

Action was reported on four items: two were for note and two would appear on a future agenda. There were no further matters arising that were not previously covered or included within discrete items elsewhere on the Agenda.

4 Terms of Reference, Membership and Committee Business

- 4.1 The Executive Director of Corporate Governance stated that each Committee of the Board was required to review its constitution on an annual basis to (a) ensure that these remained fit for purpose and (b) that the committee had properly discharged its terms of reference through the business undertaken during the previous academic year.
- 4.2 Committee discussed the assessment of business conducted against the terms of reference for 2020/2021:
- i. It noted that some items which were pertinent to the whole Board were not explicitly covered in the business of the Committee during 2020/2021 such as:
 - a) Risk appetite: It was noted that the first meeting of the Board in each academic year received the University Risk Management Policy and that the Audit and Quality Committee monitored the University Risk Register.
 - b) Social capital: The Committee had approved an Ethical Investment Policy during the year and the Civic University aspirations of the University Strategy had been developed and reported at Board level.
 - c) Information and data: The Chief Information Officer had conducted working on data quality and could be asked to include key findings in his update to Committee once the work was complete and moved to “business as usual” activity.
 - ii. It was noted that project board reports were not specifically received from the project board governor member but, instead, were included in the reports made by senior staff. It was agreed that in future at key decision points and at the end of projects, the governor member would report to Committee directly.

Action: Executive Director of Corporate Governance
 - iii. Committee concluded that it had discharged its terms of reference during 2020/2021.



- 4.3 Discussion took place on the proposed terms of reference for 2021/2022 and consideration was given to the proposed changes outlined in the report.
- 4.4 It was agreed that:
- a) Item 2b should be amended to refer to the Digital Plan and not to the IT Strategy as this had ended in 2020
 - b) the duplicated phrase 'To periodically consider, review and approve' should be removed from item 2d relating to the Student Accommodation Strategy and University Environmental Policy
 - c) The revised terms would be presented to the October meeting of the Board
- Action: Executive Director of Corporate Governance**
- 4.5 It was noted that the Estate Masterplan and Student Accommodation Strategy were both due for review and Committee was informed that a timetable was being drawn up to run from October 2021. Committee looked forward to receiving specific details at a future meeting. It was also noted that a tour of the campus would take place before the Board meeting on 13 October 2021.
- 4.6 Committee discussed the outline Committee business for 2021/2022. It was noted that the document was intended as an aide memoire and would be updated as required. Committee agreed that it reflected the current anticipated business and timing of likely required approvals.
- 4.7 Committee received and discussed the proposed timescale and role description for the Deputy Chair. Key points noted were:
- a) It had in the past, been custom and practice for the Committee to appoint a Deputy Chair to support the Chair due to the high volume of business and time critical nature of some of the decisions that needed to be made outside Committee.
 - b) It was agreed that a call for nominations should be made to ascertain if any current external governor members of Committee wished to serve as Deputy Chair.
 - c) If only one nomination for the role was received by the deadline of 8 October 2021, then that candidate would be deemed successful and the election will be uncontested. If the role was contested, then a ballot would be held.
 - d) The proposed role description was discussed as to whether specific expertise was required to undertake the role. Although it was noted that ideally the experience, skills and knowledge of the Deputy would complement that of the sitting chair, this was not essential. The role was primarily to offer support and assistance to the Chair.

- e) It was noted that the next recruitment round of external governors should seek a qualified accountant to join Committee.
- f) The timeline and role description were agreed by Committee.

Action: Executive Director of Corporate Governance

4.8 The role of Staff Representative had been created to foster greater staff involvement in the University's governance and was achieved by co-option to appropriate committees. It was noted that:

- a) In March 2021 the Board agreed exceptionally that the terms of office of the sitting Committee staff representatives should be extended from July 2021 to July 2022 due to the difficulties of holding an appointment process during the Covid-19 pandemic.
- b) The IFC staff representative had not been able to continue in the role for an additional year and so a vacancy existed. It was therefore proposed that the role was advertised via an all-staff advertisement which would seek expressions of interest.
- c) In November 2021 shortlisted candidates would be interviewed by the Committee Chair. Candidates would be considered in the context of the current skills profile of the Committee's membership. This would enable an appointment to be made by the end of December 2021.
- d) Committee agreed the proposed timescales for the appointment of the Staff Representative.

Action: Executive Director of Corporate Governance

4.9 A discussion took place to ascertain members views on the balance of virtual and face to face meetings during 2021/2022 assuming no further government restrictions were imposed.

4.10 It was agreed that some agenda items were best discussed face to face whilst others could be appropriately considered within an online environment. It was agreed that the meeting on 5 October 2021 would be via zoom and the 9 November 2021 meeting would be held face to face. Decisions on the meetings scheduled for 2022 could be taken nearer the time.

Action: Executive Director of Corporate Governance

5 Memorandum of Understanding (MoU)

Committee considered the proposals to update the Memorandum of Understanding between the University and the Students Union. Key points noted were:

- i. A document of this nature was required to help to demonstrate that the University had complied with its duties under The Education Act 1994. This required the University to ensure that the Students' Union acted as a responsible custodian of public funds.
- ii. Clause 19 of the Memorandum stipulated that a formal review should be undertaken in September each year, which should consider whether either party wished to propose any changes to the MoU.
- iii. The Chief Executive of UPSU and the University's Executive Director of Finance had confirmed that only minor changes were required to the MoU:
 - a) the title of the UPSU governor to be changed from President to 'the Elected Officer who sits as University Governor' (section 5.2)
 - b) The title of the approving committee be updated to read Infrastructure and Finance Committee (section 3.2.iii)
- iv. The Infrastructure and Finance Committee approved the changes.
- v. Following the update given to the July 2021 meeting of the Board on the approval process for the revision of UPSU's Memorandum and Articles of Association, it was noted that the reviewed articles would be presented to the UPSU AGM meeting on 24 November 2021. If the proposed changes were accepted then the Memorandum and Articles would be submitted to the Board of Governors for approval in January 2022.

6 University of Portsmouth Students' Union (UPSU) Budget 2021/2022

Fern Lewis, Deputy Chief Executive of UPSU, introduced the UPSU Budget for the financial year 2021/2022. Key points noted were:

- i. The UPSU Group Budget for the financial year 2021-2022 was based on principles agreed by the Union Leadership Team in May 2021, approved by UPSU's Finance and Risk Committee in June 2021. It was formally adopted by the UPSU Trustees in July 2021.
- ii. The proposed 2021/22 budget was a circa £20k deficit budget funded from UPSU reserves. The trading company was budgeted to break even and the budget included a £25k contingency to mitigate any risks to trading due to ongoing Covid-19 issues. This position would be reviewed at the end of quarter two of the financial year and funds released back into charitable spending if possible.
- iii. Key features of the budget included the implementation of the salary banding review and a significant increase in investment for students undertaking casual work within the Union, offering over £100k of opportunities. UPSU were working on schemes to

enhance Portsmouth students' employability skills and were developing ideas and preparing a bid to further invest in this work.

- iv. The Committee noted the budget on the Board's behalf as part of its duty to uphold the principles of the Education Act 1994.
- v. Committee thanked the Union for its work and looked forward to hearing more of the elected officer plans for the year at the October Board meeting.

7 Student Recruitment – confidential item

8 Executive Director of Finance Report- confidential item

9 Director of Estates and Campus Services report – confidential item

10 Chief Information Officer report – confidential item

11 Management accounts

The June University Management Accounts predicted a small surplus. The draft year end accounts would be considered by Committee at its next meeting on 5 October 2021.

Committee noted the draft financial results for the subsidiary companies for the 2020/2021 year.

12 Office for Students (OfS) circulars

Committee noted that OFS circulars could be found on their website at:

<https://www.officeforstudents.org.uk/publications/>

13 Date of next meeting

The next meeting would take place at 1030 on Tuesday 5 October 2021 via zoom.

14 Delegated authority

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