

Board of Governors

TIME /DATE / VENUE	1130, 25 November 2021, St Andrew's Court Board Room
PRESENT	<p>Jenny Crighton (Chair)</p> <p>Bahram Bekhradnia (Minute 28 to 33 and 45)</p> <p>Roger Burke-Hamilton</p> <p>Professor Graham Galbraith (Minute 28 to 31 and 45)</p> <p>Claudia Iton (videoconference)</p> <p>Liz Jolly (up to minute 31 by videoconference)</p> <p>Mike Kiddell</p> <p>David Madoc-Jones (videoconference)</p> <p>Frances Morris-Jones</p> <p>Dylan Powell</p> <p>Professor David Sanders</p> <p>Dr Jenny Walden</p> <p>David Wilding (up to minute 39)</p> <p>David Willan</p> <p>Christopher Williams</p>
IN ATTENDANCE	<p>Amanda Ashworth, Project Accountant, (Minute 31)</p> <p>Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships) (Minute 28 to 42 and 45)</p> <p>Rebecca Di Pancrazio, Head of Student & Academic Administration (Minute 37 by teleconference)</p> <p>Claire Dunning, University Solicitor (Minute 40)</p> <p>Professor Paul Hayes, Senior Deputy Vice-Chancellor</p> <p>Professor Sherria Hoskins, Executive Dean Faculty of Science and Health (Minute 31)</p> <p>Jon Ward, Chief Information Officer (Minute 32)</p> <p>Professor Bob Nichol, Pro Vice-Chancellor (Research and Innovation)</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 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 participated in a workshop to consider the proposals associated with the potential London Campus.

28. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. Apologies were received from External Governor Vineet Khurana and Academic Council Staff Governor Dr Catherine Carroll- Meehan, whose job share partner Dr Jenny Walden attended.
- 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.

29. Minutes of the Previous Meeting

The minutes of the meeting held on 13 October 2021 were confirmed as an accurate record, subject to David Willan been included in the list of attendees.

Action: Executive Director of Corporate Governance

30. Matters Actioned and Matters Arising

Action was reported on nine matters; two were for note, five would be received at a future meeting and two were received later in the meeting. There were no other matters arising.

31. Strategic Curriculum Development update – confidential item

32. HRF transformation programme Phase 2 Funding – confidential item

33. Board effectiveness

Francis Morris-Jones provided an overview of the Board Effectiveness Steering Group's recommendations, following the effectiveness review that it had conducted during 2021. Key points noted were:

- i. Feedback provided from committee effectiveness reviews and the mutual feedback sessions conducted by the Chair and Deputy Chair undertaken during 2021 had been used to guide and to identify areas to be addressed by the Board Effectiveness Review.
- ii. The Steering Group recommended action under the following aspects of its remit:
 - a) Engagement, Board dynamics and relationships

To increase opportunities for informal communication between governors it was recommended that a WhatsApp (or similar social media platform) should be established to enable governors to informally share views and to hold off-line discussions to share thoughts and gauge opinions. This should be created as a private space for governors to speak informally with no involvement from the Executive.

b) Agenda Setting and Meeting Planning

The Steering Group felt that there should be greater advance planning of the Board agenda and that governors should have a more proactive role in shaping the nature and order of the business discussed. To help facilitate this, it was recommended that a business planning session should be held in July each academic year, and would include an “horizon scanning” session to explore and anticipate likely changes in the external environment and in the issues facing the University. The output from this meeting would inform the Board agenda for the year ahead and help to identify a programme of desired pre-Board briefing sessions.

c) Briefing Sessions

The Steering Group felt that online briefings could both assist in keeping governors’ knowledge and understanding of higher education policy and other sector-wide developments more current and up to date, and reduce the time required at Board meetings to provide context when introducing or discussing reports. It was recommended that 1) quarterly online briefings should be provided for governors on the external policy environment and 2) an advance programme of online briefings should be developed.

d) Conduct of Board Business

The Steering Group had discussed various ways that board business could be streamlined and the focus of meetings maintained by greater delegation to committees, whilst still allowing all governors sufficient context to be sighted on key collective decisions. It was accepted that some elements of duplication between board and committees was inevitable. It was agreed:

- 1) Board meetings should primarily focus upon decision-making and discussion should be based upon information that had already been distilled and provided to governors. There should be a reorientation from lengthy introductions and presentations to the provision of reports with sufficiently detailed information to enable governors to absorb and understand the key issues prior to the meeting.
- 2) There should be a discussion with committee chairs to explore the reorientation of chair’s reports to provide a more explicit focus upon their committee’s scrutiny and challenge of agenda items rather than simply a narrative of the business discussed. This should help obviate the need to repeat the same discussions at Board meetings.
- 3) Consideration should be given to developing a governors’ online portal/reading room to provide access to current and previous Board reports and associated materials. This would reduce the need for time to be devoted to providing information during the meeting. A version of a low-cost online portal had been demonstrated to the Steering Group. While not offering full functionality, it was considered that this might offer a starting point, and would improve the confidentiality of information.
- 4) Governors should be regularly reminded that they are free to ask questions in advance of meetings; request agenda items; contact committee chairs to discuss business; and to hold off-line discussions to improve understanding, share thoughts and gauge opinions.

5) In response to a question, it was confirmed that the Exceptional and Urgent Approvals Group was not a mechanism that was expected to be used on a regular basis. Its role was to take decisions in circumstances where urgent and exceptional decisions were required and it was neither appropriate for the decision to be taken under Chair's action nor possible to convene a full meeting of the Board within the time available to make the decision.

e) Delivering the Strategy & Strategic Projects

Taken together, the Steering Group considered that the business planning/horizon scanning session and the briefing sessions should inform strategic debate and allow more opportunities for shaping strategy. It was recommended that a mechanism or process should be established to identify the appropriate point or 'stage gate' at which governors should be engaged with strategic projects, acknowledging that not all ideas explored by the Executive would develop into feasible proposals. The 'stage gate' would represent the point at which specific project briefings would begin to be provided to governors and risk assessments shared.

f) Skills and Expertise

The Steering Group had considered the skills, training and induction of governors. The Group has not made any direct recommendations on the issue of utilisation of skills and expertise as this fell within the remit of the Nominations Committee, although Recommendation 9 did have a bearing on this topic. Discussions had addressed the value of 'buddying' schemes for new governors and it was suggested this activity was given further consideration by the Nominations Committee.

- iii. The Group had also been tasked with considering the gap analysis of compliance with the CUC Code of Governance. The following items were identified for consideration as part of the Board Effectiveness Review:
- iv. Whilst the Board did not currently have an explicit Code of Conduct, these topics were covered in detail in variety of other documents, including the letter of appointment. It was therefore deemed preferable to signpost governors via a one-page summary to the existing documents that fulfilled this purpose. The Code of Conduct document was approved.
- v. The role of Senior Independent Governor was a new development within higher education and was, as yet, untested. Whilst there might be scope for an additional 'critical friend' role, the view of the Steering Group was that the Board should first trial the greater use of peer review and opportunities for informal face to face feedback before creating any new formal role. It was noted that any matters of concern could, as part of an open board culture, be discussed amongst Governors and that any matters that remained unresolved through informal routes could be raised formally with the Deputy Chair or Clerk.
- vi. The Group had not actively discussed the need to review and report upon the University's approach to equality, inclusivity and diversity. This was because this matter had been addressed in detail at the meeting of the Board of Governors held on 13 October 2021, which had received recommendations arising from the Race Equality Review. Consequently, it was considered that this aspect of the CUC Code had been addressed.

- vii. It had been the view of the Group that external expertise would not have added additional value to its deliberations as the areas for scrutiny and improvement had been identified via committee effectiveness reviews and mutual feedback sessions. In future, external expertise might be used to observe Board meetings, interview governors and to review the implementation of any final recommendations.
- viii. Undertaking a short ‘pulse survey’ at the end of each Board meeting would enable the Board to meet the CUC expectation that governing bodies should establish processes to monitor and evaluate their own performance and effectiveness. Any emerging themes could be identified via an annual review report which could then be discussed when the business for the coming year was agreed by the Board, together with the outcome of any committee self-effectiveness review data.
- ix. Following discussion, the Board endorsed the recommendations and proposed action plan and thanked the Board Effectiveness Working Group for its work.

Action: Executive Director of Corporate Governance

34. Financial Statements of the University 2020/2021 – confidential item

35. 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 Letter of Representation was addressed to KPMG LLP from the Board of Governors. This letter provided confirmation from the Board that it had understood and fulfilled its responsibilities for the preparation 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.
- ii. The six letters of support related to subsidiary companies of the University. The Board was asked to resolve that it would, as the ultimate parent undertaking of its subsidiary companies, provide financial support if required for the subsidiary companies for a period of no less than 12 months from the date of signing the accounts.
- iii. UPIL’s subsidiary, UOPM Sdn. Bhd. (UOPM) was incorporated in Malaysia in 2019 to operate marketing and liaison support activities for the University throughout South East Asia. The Board of Governors had approved the letter of support for UOPM Sdn Bhd at its 13 October 2021 meeting in order to meet the reporting schedule required by the Malaysian authorities for completing the Financial Statements for UOPM Sdn Bhd for the financial year ended 31st July 2021.
- iv. The Board approved the following letters for the Chair’s signature:
 - a) A letter of representation;
 - b) A letter of support for ASTA (ASTA Technology UK Ltd);

- c) A letter of support for PTL (Portsmouth Technopole Ltd);
- d) A letter of support for TEPL (Technology Enterprises Portsmouth Ltd);
- e) A letter of support for UPEL (University of Portsmouth Enterprise Ltd);
- f) A letter of support for UPIL (University of Portsmouth Investments Ltd);
- g) A letter of support for UPSL (University of Portsmouth Services Ltd)

Action: Head of Governance Services

36. Annual Report of Audit and Quality Committee 2020/2021

Frances Morris-Jones, Chair of Audit and Quality Committee, presented the annual report of the Audit and Quality Committee, which had been considered the Committee on 12 November 2021 and was recommended to the Board for approval and onward transmission to the Office for Students (OfS).

- i. The annual report of Audit and Quality Committee covered the financial year 1 August 2020 to 31 July 2021. In addition, it covered the Committee's work on the financial statements for 2019/2020 and the associated external auditor's management letter, received by the Committee at the meeting on 12 November 2021.
- ii. In previous years, OfS had required an Accountability Return to be signed by the Accountable Officer. However, last year and this year no guidance or templates had been provided by OfS for such a return. The University had not been required to submit an Accountability Return in 2020 and was actively seeking to establish whether an Accountability Return was required for 2021.
- iii. In the absence of clear guidance from the OfS, delegation of authority to the Chair of the Board of Governors was requested for the approval of any Accountability Return 2021 if it subsequently transpired that this was required for submission to the OfS.
- iv. The Board endorsed the annual report of the Audit and Quality Committee report and associated appendices for submission to the OfS if this was required.
- v. The Board agreed to delegated authority to the Chair of the Board to approve an accountability return for 2021 if this was required by OfS.

37. Assurance Statement on Quality 2020/2021

Rebecca Di Pancrazio, Head of Student and Academic Administration, presented the Annual Academic Assurance Statement on Quality in Courses. Key points noted were:

- i. The report served to provide the Board with assurance that the University had maintained academic standards and had enhanced the quality of the student experience during 2020/2021.

- ii. In previous years, the OfS had required a signed statement on academic assurance from the Board, however no guidance had yet been issued by the OfS for the year under consideration.
- iii. The Audit and Quality Committee had received a comprehensive oral update from the Deputy Vice-Chancellor (Global Engagement and Student Life) on academic quality assurance at its meeting held on 12 November 2021. It had not been possible to provide a written report for that meeting.
- iv. This report, along with a separate Assurance Statement on Degree Apprenticeship Quality report, had provided the Audit and Quality Committee with an overview of the principle processes and steps taken by the University to ensure that the setting and maintenance of academic standards was appropriate, and that there was continuous enhancement of the student experience.
- v. The 'No Detriment' practices introduced in winter 2019 had remained in place for the whole of 2020-21, with the continuation of blended and connected learning and online assessment for the majority of students.
- vi. The IT incident in April 2021 had created numerous challenges, but the University had taken swift action to minimise the impact upon students and staff, particularly to mitigate the implications for students completing assignments and preparing for examinations.
- vii. In view of the context in which Universities were operating at the beginning of the 2020/21 academic year, it had been recognised that staff faced additional workload pressures with having to plan for another year where Covid-related constraints would require curriculum delivery through blended and connected practices.
- viii. To reduce the additional workload burden upon staff, the decision was made at executive level, and endorsed at the Quality Assurance Committee to defer the formal submission of annual monitoring EQUiP action plans in autumn 2020. Instead, course teams were requested to review their annual monitoring data and to reflect enhancements to the curriculum through the course structure and module change process and through faculty NSS action plans.
- ix. Notwithstanding the ongoing application of 'No Detriment Practices', there had been no substantive changes to the University's Examination and Assessment Regulations made during the reporting year.
- x. The proportion of 'good degrees' awarded by the University for 2020/21 had been calculate at 80% for the academic year 2020/21. It was noted that this was consistent with the outcomes of the previous year and the method of calculating remained in line with sector good practice.
- xi. 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.

38. Prevent Duty

Adrian Parry, Executive Director of Corporate Governance, presented the report which provided information on the University's delivery of the Prevent duty. It had been received by Audit and Quality Committee at their meeting of 12 November 2021. Key points noted were:

- i. It was a statutory requirement that all universities demonstrate due regard for the Prevent duty.
- ii. Governing bodies were required to provide the OfS with a statement each year confirming their assurance that this responsibility had been met. This annual report was provided each year to the Board as a basis for the Board to satisfy itself that it can give that assurance.
- iii. The OfS also required a statistical return of the number of Prevent cases reviewed and the training provided to staff. Despite the pandemic, there had been a strong take-up of training, with 802 training sessions being delivered to staff.
- iv. The Board confirmed that it was content to confirm to the OfS that the University had demonstrated due regard for the Prevent duty during 2020/2021.

39. Corporate Risk Register

Adrian Parry, Executive Director of Corporate Governance, presented the updated Corporate Risk Register, which aligned with the strands of the University Strategy and now included a distinction between high and low amber risks and the adoption of target risk scores. Key points noted were:

- i. The Executive had identified the top 12 risks from within the register and had aligned these with the four strategic imperatives that had been identified to reverse the University's decline in recruitment and to enhance student experience.
- ii. The register would evolve as each Strategic Development Group (SDG) developed and updated its own risk register as part of its action plan.
- iii. The Executive would review each SDG's action plan and register in December and an updated iteration of the Corporate Risk Register would be presented to the Audit and Quality Committee in February 2022.
- iv. The Board noted the Corporate Risk Register.

40. Modern Slavery Statement

Claire Dunning, University Solicitor, presented the statement, which had been considered at Audit and Quality Committee on 12 November 2020 and was recommended for approval, subject to amendments to reflect actions requested by the Committee for future activities.

- 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. The statement should be published within six months of the financial year end.

- ii. Since the last statement a Staff Essentials bulletin had been issued to update all staff on procurement activity to tackle modern slavery and human trafficking.
- iii. All members of the University's Procurement Team had completed the advanced HEPA online modern slavery training.
- iv. A review undertaken by the University of the published statements of comparable universities had indicated a range of approaches that varied from basic compliance statements to sophisticated reports on the approach of the university to tackling modern slavery. There were a number of learning points for the University arising from this exercise which would be taken forward.
- v. Many universities used the Net Positive Futures Supplier Engagement Tool to independently acquire data for their supply chains on compliance with measures to tackle modern slavery and human trafficking. The University would use this tool in the future. It was noted that this tool could also provide information on social value which might be useful when considering the University's civic role.
- vi. 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

41. Race and Equality update

Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life), provided a brief update on the development of the University's Equality Diversity and Inclusion (EDI) Framework, the underlying principles of which were approved by the Board in October 2021. It was the intention to provide a fuller and more comprehensive update at the next Board meeting in January 2022. Key points noted were:

- i. Discussions had taken place with the unions to ensure they supported the EDI framework as proposed.
- ii. Professor Jason Arday from the Runnymede Trust was preparing a report on intersectionality and how these factors could be added to the race equality action plan. This would be presented to the January 2022 meeting of the Board.
- iii. An application to renew Athena Swann was due in 2023 but rather than undertaking one survey for this purpose the plan was to have one survey for multiple data gathering purposes.
- iv. The Chancellor hoped to join Governors for a dinner in 2022.

42. Student Recruitment – confidential item

43. OfS Guidance on reportable events

Adrian Parry, Executive Director of Corporate Governance, provided the Board with an update following receipt of new guidance from the OfS on the submission of reportable events which would take effect from 1 January 2022.

- i. The OfS had temporarily streamlined its reporting requirements as a consequence of the Covid-19 pandemic but would now reinstate detailed reporting requirements.
- ii. The Executive Director of Corporate Governance had responsibility at Executive level for submitting all reportable events to the OfS. An internal guidance note would be produced to explain the reportable events process to staff and to alert them to the need to liaise with the Executive Director of Corporate Governance in instances where a reportable event might exist.
- iii. The Board noted the report.

44. Reports from the Chair

The Chair confirmed that all relevant matters for report had been covered in items elsewhere in the agenda.

45. Report from the Vice-Chancellor

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:

- i. The Government had not yet published its response to the Augar Review recommendations, although UUK believed it was less likely that the response would bring a marked reduction in tuition fees.
- ii. A new Director for Fair Access and Participation at the Office for Students (OfS) had been appointed, with a background of working within the school. Sector. The Secretary of State for Education and the Minister for Higher Education had written to the OfS to suggest that universities should be required to take steps to improve outcomes for disadvantaged children by driving up education standards in schools and colleges in their local communities. This was likely to mean that the five-year Access and Participation Plans (APPs) produced by each University two years ago would require significant review and revision.
- iii. Attendance at a recent open day had been the highest ever experienced by the University.
- iv. The Deputy Vice-Chancellor (Global Engagement and Student Life) provided an update on student records related matters:
 - a) The Infrastructure and Finance Committee had recently approved funding for consultants to conduct the remedial work identified and to provide the required associated training to enable staff to optimise use of the SITS client system.
 - b) Alongside the implementation of the recommendations of the recently completed foundations review, the following complementary activity would be undertaken:

- i. Posts in DSAA would be re-evaluated and regraded to safeguard the recruitment and retention of appropriately experienced and skilled staff.
 - ii. Additional University roles would be established to ensure that required specialist expertise was secured. In particular, a designated internal expert on SITS would be appointed to provide a strategic overview of the use of the system within the University.
 - iii. Data validation staff and a data reporting team would be appointed. Superuser roles would be developed to enable the University to develop a community of local SITS experts with a detailed understanding of the use and functionality of SITS.
- v. The Pro Vice-Chancellor (Research, Innovation and External Relations) reported that:
 - a) The Research Excellence Framework (REF) results would be released in May 2022 over a three-day period with Universities receiving their own results before the sector results were published on 12 May 2022.
 - b) The University had recently formed a strategic partnership with Portsmouth City Council to work collaboratively on the economic development of the City.
- vi. The Chief Operating Officer and Deputy Vice-Chancellor reported that:
 - a) The Sports Centre was nearing completion, although some issues remained to be resolved before formal handover.
 - b) The planning application for the Victoria Park building would be heard on 8 December 2021. The University had met with councilors to provide them with an opportunity to ask questions or seek other clarifications ahead of the formal meeting.
- vii. The Senior Deputy Vice-Chancellor reported that it was now anticipated that the University's multi academy trust would be formally established in January 2022. A slight delay had been engendered by the need to clarify issues relating to leases.
- viii. The Board recorded its thanks to Professor Nichol for his contribution to the success of the University and wished him well in his new role at the University of Surrey, where he would begin his new role in the new year.

46. Vice-Chancellor's summary objectives 2021/22

The Board noted the Vice-Chancellor's summary objectives for 2021/22. This had been developed following his Performance and Development Review (PDR) discussions with the Chair and Deputy Chair of the Board of Governors.

47. Remuneration Committee

The Board received and noted a report from the Chair of the Senior Postholders' Remuneration Committee on the meeting held on 4 November 2021 and accepted the work of the Committee as reported.

48. 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 5 October 2021 and 9 November 2021 and accepted the work of the Committee as reported.

49. 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 12 November 2021 and accepted the work of the Committee as reported.

50. Academic Council

It was noted that the draft minutes of the Academic Council meeting of 23 November 2021 would be circulated electronically to members once they were available.

51. Date of Next Meeting

The next meeting of the Board of Governors would take place on 25 January 2022.