

Board of Governors

TIME /DATE / VENUE	1100, 25 January 2022, St Andrew's Court Board Room
PRESENT	Jenny Crighton (Chair) Bahram Bekhradnia Roger Burke-Hamilton Professor Graham Galbraith Claudia Iton Liz Jolly Mike Kiddell Vineet Khurana (videoconference) (Horizon-scanning and from Minute 61) David Madoc-Jones Frances Morris-Jones Dylan Powell Professor David Sanders (videoconference) Dr Catherine Carroll- Meehan David Wilding Christopher Williams Becky Miles
IN ATTENDANCE	Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships) Professor Paul Hayes, Senior Deputy Vice-Chancellor Emma Woollard, Executive Director of Finance Professor Jeremy Howells, Interim Pro Vice-Chancellor (Research, Innovation and External Relations) Claire Dunning, University Solicitor (Minute 56) Fiona Loughran, Director of Planning (Minute 55 and 61) Martin Perrin, Head of Strategic Programmes (Minute 56 and 61) Dr Mick Harper, Reader in Innovative Teaching and Learning and Project Lead for the London Campus (Minute 56) Dr Misha Filip, External Business Engagement Lead (Minute 56) Fiona Bell, Director of Estates and Campus Services (Minute 57)
SECRETARIAT	Adrian Parry, Executive Director of Corporate Governance Annette Mills, Head of Governance Services Jacqui Bryden, Senior Governance Officer

Some agenda items were taken out of order to facilitate the availability of members and guests.

Prior to the formal session, the Board participated in an equality, diversity and inclusion workshop about unconscious biases and microbehaviours facilitated by Yvonne Howard, Interim Director of Race and Equality.

52. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. Apologies were received from External Governor, David Willan; Academic Council Staff Governor, Dr Jenny Walden whose job share partner Dr Catherine Carroll-Meehan attended; and Chief Operating Officer and Deputy Vice-Chancellor, Bernie Topham.
- ii. The Chair welcomed to their first Board meeting, Becky Miles, the new Professional Services Staff Governor and Professor Jeremy Howells, Interim Pro Vice-Chancellor (Research, Innovation and External Relations).
- iii. The Board extended their congratulations to Professor Graham Galbraith, Vice-Chancellor for the award of a CBE for services to higher education in the New Year's Honours list.
- iv. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- v. The following standing declaration of interest was noted:
 - a) David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.

53. Minutes of the Previous Meeting

The minutes of the meeting held on 25 November 2021 were confirmed as an accurate record.

54. Matters Actioned and Matters Arising

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

Minute 33(ii)(a): It was noted that the establishment of a WhatsApp (or similar social media platform) remained a work in progress.

55. Student Recruitment and Admissions 2021/22 and 2022/23 – confidential item

56. London Campus Update – confidential item

57. Sports Centre / Victoria Park Building Update – confidential item

58. Statement of Primary Responsibilities

Adrian Parry, Executive Director of Corporate Governance provided a report that proposed a draft revised Statement of Primary Responsibilities. This complied with the model Statement provided in revised Committee of University Chairs' (CUC) Code published in September 2020 and had been held in abeyance pending completion of the Board Effectiveness Review. Key points noted were:

- i. The new model Statement had been mapped to the University's current Statement to

identify areas of divergence and increased emphasis.

- ii. The draft should be amended to strengthen and improve coverage and clarity in the following areas:
 - (a) The delegated authority of the Vice-Chancellor pertained to operational matters within strategic parameters set by the Board.
 - (b) The Board had a responsibility to oversee the management of data, information governance and the integrity of related IT systems; to direct and oversee arrangements for internal and external audit; and to ensure that the Students' Union operated in a fair and democratic manner and was accountable for its finances

Action: Executive Director of Corporate Governance

- iii. It was likely that the Board's responsibility for ensuring academic freedom and freedom of speech would become an issue of increased importance. Legislation on these matters was currently progressing through Parliament.
- iv. The Statement should be mapped on an annual basis against the business conducted by the Board in the same way that each Board committee reviewed their Terms of Reference annually. This would help to provide assurance that the Board had addressed its primary responsibilities.
- v. The Board Statement provided a useful tool for planning future Board business and for ensuring that governors' key responsibilities received sufficient focus.
- vi. The Board:
 - a) Agreed to adopt the revised Statement of Primary Responsibilities to comply with the model proposed in the CUC's Higher Education Code of Governance, subject to the amendments requested in discussion.
 - b) Noted that it would receive an annual assurance report to summarise the business that it has conducted has discharged the Statement of Primary Responsibilities.

59. Financial Forecast / Budget 2021/2022 – confidential item

60. Academic Council Constitution, Membership, Terms of Reference and Terms of Office

Adrian Parry, Executive Director of Corporate Governance provided a report that updated the Board on proposed changes to the Terms of Reference of the Academic Council and changes to its membership.

- i. In discussion it was noted that:
 - a) The structure of the Academic Council reflected a traditional structure for committees of this nature. Its full and co-opted membership and their roles had been reviewed.
 - b) One of the roles of the Academic Council was to facilitate communication between academic staff. The reporting line to the Academic Council from its Education and Student Experience Committee contributed to this goal.

- c) Elements of the Academic Council's previous Terms of Reference had been reallocated to appropriate sub-committees. For example, Knowledge Transfer activities and research would be considered at the Teaching and Learning sub-Committee.
 - d) The two members of the professional services staff within the membership of the Academic Council would be elected by and from the permanent professional services staff.
- ii. The Board approved the Academic Council Constitution, membership and terms of reference.

61. Implementation of the University Strategy 2025

Fiona Loughran, Director of Planning and Martin Perrin, Head of Strategic Programmes presented a report to update the Board on the progress of the delivery of the University Strategy. Key points noted were:

- i. A twin track approach had been adopted to ensure a University-wide focus upon delivery of the four strategic imperatives as well as upon the broader University Strategy. This approach would be adapted as further progress was made.
- ii. The four strategic imperatives identified ten specific impacts and activities had been identified to address each of them. These activities were detailed in the strategic imperative action plan.
- iii. Strategy delivery groups for each of the Strategy's ambitions and priorities had been established with specific targets and activities linked to specific benefits. The purpose of the groups was to create cross-organisational responsibility for strategy delivery and to encourage collaboration, coordination and the efficient use of resources.
- vii. The Strategy delivery action plan identified activities, achievements and risks and the first review had indicated that there was more work to be done. Each delivery group had different challenges and some actions would take time for benefits to be realised.
- viii. It was important to ensure that support and resources were available and prioritised to ensure delivery of the University Strategy.
- ix. Future investment would focus upon delivering the four strategic imperatives, with linkages to financial planning and individual personal development plans.
- x. It was noted that each faculty and department had a local enhancement plan that outlined their specific contribution to the delivery of the four strategic imperatives and the University Strategy.
- xi. The delivery groups provided regular status reports to the Planning Department. Each narrative would be reviewed to ensure common understanding of the benefits provided by each delivery group. The RAG status report would be reviewed to clarify the status of the activities and the benefits.
- xii. Update reports would be provided to UEB monthly and to the Board every six months. The Board would consider the priorities identified for opportunity and risk within the six-monthly report.

- xiii. In discussion, it was noted that clarification was required upon the status and scale of the donation received from Oleg Novachuk that was referenced within the report.

Action: Executive Director of Finance

- xiv. Following discussion, the Board:
- a) Noted UEB's plans to address the strategic imperatives as identified in the action plan.
 - b) Confirmed their review of the strategy delivery progress report.

62. Portfolio Review Update

Professor Paul Hayes, Senior Deputy Vice-Chancellor provided an oral update on the review of the University's course portfolio. Key points noted were:

- i. Faculty teams had developed action plans to address the student lifecycle from application to career destination. The action plans were under review and would include appropriate metrics to ascertain progress and performance. The metrics aligned with the Office for Students (OfS) metrics for Condition B3 of the regulatory framework and the Teaching Excellence Framework (TEF).
- ii. Sixteen courses had been recommended for closure. Recruitment for these courses had already been suspended and they would be run-out to the final year.
- iii. Two courses would be renamed to reflect their content more accurately and to facilitate improved marketing.
- iv. PWC had completed market research to identify where the content of existing courses overlapped. Some courses had been consolidated, where there was clear overlap with courses being run in other faculties. The University considered that PWC's conclusions regarding Mathematics courses should be market-tested.
- v. Some courses remained under careful consideration, particularly in regard to their impact upon career prospects, and reviewed thoughtfully.
- vi. Some courses would be reviewed for their viability to become smaller courses and ability to be tailored to a specific size.
- vii. New courses would be added to the University portfolio.
- viii. In discussion it was noted that:
 - a) There had been no staffing implications arising from the closure of courses. This was because some modules were shared with continuing courses.
 - b) Care would be taken to identify the impact of specific modules upon the integrity of course structures and student outcomes. There was no ability to cost modules against income. The review would not extend to unit level.
 - c) The market review had included consideration of student choices at GCSE and A level. This was to ensure that decisions were underpinned by an understanding of future market size and potential market share.
 - d) It was important to review recruitment and outreach activities in schools, including better communication with teachers and parents. The University also planned to make better use of its teacher training alumni networks.

- ix. The Board noted the update.

63. Reportable Events Formal Delegation and Reports Made

Adrian Parry, Executive Director of Corporate Governance presented a report that requested delegated authority for the submission of reportable events to the Office for Students (OfS) and provided a mechanism for subsequently reporting their submission to the Board of Governors. Key points noted were:

- i. Reportable events were considered to be issues that have the potential to place the University at variance or in contravention with its conditions of OfS registration.
- ii. Legal advice had indicated that it would be important from a good practice perspective to have an explicit formal delegated process for the submission of for reportable events and a mechanism for reporting them to the Board.
- iii. The Board:
 - a) Agreed that the Vice-Chancellor, as the University's Accountable Officer, should have delegated authority to nominate any postholder to submit reportable events to the OfS on behalf of the University. This responsibility should normally rest with the Executive Director of Corporate Governance.
 - b) Agreed that the Board of Governors shall be notified of all reportable events submitted to the OfS. This would normally take the form of a report to the next scheduled meeting of the Board of Governors.
 - c) Confidential item.

64. Health and Safety Annual Report 2020/2021

Adrian Parry, Executive Director of Corporate Governance presented the Annual Health and Safety Report for 2020/2021, which had previously been received by the Audit and Quality Committee at its meeting of 12 November 2021. Key points noted were:

- i. The annual report addressed the management of health and safety during the last year and provided assurance that all legal responsibilities had been met.
- ii. There had been a significant transformation of the remit of the Health and Safety Department and the service that it provided. The focus of the department was to work with, and for, University stakeholders. New governance arrangements and management procedures had been implemented to professionalise the service.
- iii. As the Covid-19 pandemic had continued throughout 2021 and staff had continued to work from home, there had been a decline in the number of workplace accidents reported. Staff were encouraged to report accidents from any location in which they worked and an online accident reporting had been adopted and implemented. However, it remained unclear whether all accidents had been reported.
- iv. No distinct trends or similarities had been identified in the type of accidents and incidents reported and no items had required escalation to external agencies.
- v. The promotion of raising would be a key area of focus. This was necessary to increase both uptake and to support the continuous improvement of health and safety within the University environment.

- vi. Programmes of Portable Appliance Testing and water testing had been undertaken and had not been delayed by the recent review and consultation of associated policies.
- vii. The Board thanked the Health and Safety Department for the work outlined in the annual report, particularly wishing to emphasise the activities undertaken during the Covid-19 pandemic to support the University's response and mitigating actions
- viii. The Board noted the annual report.

65. Annual Remuneration Committee Report

Adrian Parry, Executive Director of Corporate Governance introduced the 2021 Annual Report of the Remuneration Committees. Key points noted were:

- i. The Committee of University Chairs' (CUC) Higher Education Senior Staff Remuneration Code recommended that governors should receive an annual report on the work of its remuneration committees and that this should also be placed in the public domain.
- ii. The publication of the report provided for greater transparency of senior pay and aligned with good practice.
- iii. The Committee had considered benchmarking data from many sources. This included sector comparators; postholder comparators; and pay ratios. These had been analysed and discussed extensively.
- iv. The Board noted the report and agreed that it should be published on the University's website.

66. UPSU Code of Practice

Adrian Parry, Executive Director of Corporate Governance provided a report that presented a review of the University of Portsmouth Students' Union's (UPSU) Code of Practice. Key points noted were:

- i. The Code of Practice responded to the requirements of the Education Act 1994 and outlined the respective responsibilities of both the University and UPSU to ensure that UPSU operated in a fair and democratic manner and acted as a responsible custodian of public funds.
- ii. The Code of Practice for 2021/2022 had been considered by the joint UPSU and University Strategy, Governance and Funding Group in correspondence. This had resulted in minor changes to the previous version.
- iii. The document was annually reviewed, signed by UPSU and the University and published on the University website.
- iv. The Board endorsed the UPSU Code of Practice for 2021/2022.

67. Report from the Chair

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

68. Report from the Vice-Chancellor

The Board received an oral report from the Vice-Chancellor that provided an update on a wide set of consultations from the Office for Students (OfS), which included the development of a new approach to regulating quality and standards. The following key points were noted:

- i. The OfS was consulting on regulating student outcomes and in particular, Condition B3 of its regulatory framework. It was proposed that Condition B3 would provide a set of threshold standards for 3-year undergraduate programmes of study in accordance with the following baseline indicators:
 - a) 80% of students continue their studies to complete year one.
 - b) 75% of students continue their studies to complete year three.
 - c) 60% of students graduates to progress to postgraduate study or a professional job.
- ii. The Teaching Excellence Framework (TEF) was under review. The consultation set out proposals for the construction of a more detailed evidence base including benchmarking. It was anticipated that it would be more difficult to achieve a gold TEF rating in the future.
- iii. The deadline for the consultation on the TEF and on the regulation of student outcomes was 17 March 2022.
- iv. The provisional timeline for the new TEF assessment cycle would be submission by autumn 2022 and announcing outcomes in early 2023.
- v. The University would make an offer shortly to the preferred candidate for the vacant post of Chief People Officer. Appointment would be subject to references.
- vi. The Vice-Chancellor had visited 50% of departments, schools and faculties within the University to discuss how their local plans were progressing to meet the four strategic imperatives.

69. Vice-Chancellor's Remuneration Committee Chair's Report

The Board received and noted a report from the Chair of the Senior Postholders' Remuneration Committee on the meeting held on 26 November 2021 and accepted the work of the Committee as reported.

70. People, Culture and Engagement Committee Chair's Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 7 December 2021 and accepted the work of the Committees as reported.

71. The University's Prevent Duty – Update Report

The Board noted a report from the Executive Director of Corporate Governance on the progress of the University's delivery of the Prevent Duty.

72. University Management Accounts and Subsidiary Company Management Accounts – confidential item

73. Academic Council

It was noted that the Chair's Report of the Academic Council meeting of 23 November 2021 would be received at the Board meeting to be held on 31 March 2022.

74. Confirmed Meeting Dates for 2022/2023

The dates for the Board meetings in 2022/2023 were noted:

- 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

75. Date of Next Meeting

The next meeting of the Board of Governors would take place on 31 March 2022.