

Board of Governors

TIME /DATE / VENUE	1130, 31 March 2022, St Andrew's Court Board Room
PRESENT	Jenny Crighton (Chair) Roger Burke-Hamilton Professor Graham Galbraith Claudia Iton (via videoconference) (From Minute 80i) Liz Jolly Mike Kiddell Vineet Khurana (videoconference) (From Minute 80i to minute 84) Becky Miles Frances Morris-Jones Dylan Powell Dr Catherine Carroll- Meehan David Wilding (from Minute 80xviii) David Willan Christopher Williams
IN ATTENDANCE	Amanda Ashworth (Account) (Minute 81 only) Mark Carter, Deputy Director Finance (Management Information) (Minute 80) Chris Chang, Deputy Vice-Chancellor (Global Engagement and Education Partnerships) (up to minute 83) Kevin Curtis, School of Creative Technologies (Minute 80) Claire Dunning, University Solicitor (Minute 80) Dr Misha Filip, External Business Engagement Lead (Minute 80) Dr Mick Harper, Reader in Innovative Teaching and Learning and Project Lead for the London Campus (Minute 80) Professor Paul Hayes, Senior Deputy Vice-Chancellor Professor Sherria Hoskins (Minute 81 only) Professor Jeremy Howells, Interim Pro Vice-Chancellor (Research, Innovation and External Relations) Dr Dean Machin, Strategic Policy Advisor (Minute 79) Martin Perrin, Head of Strategic Programmes (Minute 80) Emma Woollard, Executive Director of Finance (Videoconference from Minute 80 to 84) Bernie Topham, Deputy Vice-Chancellor
SECRETARIAT	Adrian Parry, Executive Director of Corporate Governance Jacqui Bryden, Senior Governance Officer Helen Malbon, 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 received a briefing and workshop on Cyber Security. This was led by Jon Ward, Chief Information Officer and Simon Gardner, Cyber Security Manager.

76. Introductions, Apologies, Quoracy and Conflicts of Interest

- i. Apologies were received from External Governors Bahram Bekhradnia and David Madoc-Jones; Academic Council Staff Governor, Dr Jenny Walden whose job share partner Dr Catherine Carroll-Meehan attended and Professor David Sanders Staff Governor.
- 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:
 - 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.

77. Minutes of the Previous Meeting

The minutes of the meeting held on 25 January 2022 were confirmed as an accurate record.

78. Matters Actioned and Matters Arising

Action was reported on six matters; two were for note and four items would be received later in the meeting. It was noted that agenda items had been reordered to receive the update on changes to OfS policies first so that governors had this information as context for the deliberations on subsequent agenda items.

79. Office for Students (OfS) Policy Update

Dr Dean Machin, Strategic Policy Adviser, provided a presentation on recent government and OfS policy announcements and their potential implications for the University. Key points noted were:

- i. The government was introducing policy to shape student recruitment and behaviour, in line with its view that the focus for the majority of young people should be upon technical programmes at further education establishments.
- ii. The government's response to the Augar Review indicated that the current tuition fee cap of £9250 would be fixed at least until 2025/2026. In addition, consultation would take place on the introduction of minimum eligibility requirements for entry to higher education, possibly set at the equivalent of 2 grade Es at A level and at least a C grade at GCSE for Mathematics and English Language.
- iii. The Skills and Post-16 Education Bill would facilitate the large scale roll out of T levels and the removal of BTEC funding. Currently around 50% of the University's applicants held BTEC awards. The Bill would also enable legislation for a lifelong learning entitlement (LLE) which was expected to equate to four years of fee loan (£37,000) from 2025. The loan could be used at a module level, not necessarily for a complete year of study.
- iv. Institutions' Access and Participation Plans would need to be reviewed in the light of the OfS directive that there should not be a trade-off between facilitating access to higher education and quality of outcomes. Universities were also expected to assist local schools in raising their standards.
- v. The OfS would introduce a new condition of registration (B3). This was likely to set non-benchmarked minimum outcomes for students enrolled on degree courses.

- vi. Failure to meet required outcomes would result in investigation, with the potential for fines to be levied and restrictions placed on courses offered. Any imposition of sanctions by the OfS would also have the potential to create reputational damage.
- vii. Achievement of outcomes would be a factor considered within the proposed new Teaching Excellence Framework (TEF). A new TEF category, currently designated 'requires improvement' was likely to be introduced, although the sector had responded to the consultation strongly urging different terminology.
- viii. Institutions would be awarded their new TEF grade in May 2023 based on historic data. The Board noted that there was anecdotal evidence to suggest that prospective students took little account of TEF grades when choosing their study options.
- ix. The envisaged changes to government higher education policy would have direct implications for three of the four University strategic imperatives, namely recruitment, graduate outcomes and student experience.
- x. In response to a question it was confirmed that the government would provide additional funding to help universities to support the improvement of standards within schools. This would mean that students' tuition fees would be used to improve school results rather than being used to benefit the educational experience of those who paid the fees.
- xi. The Board welcomed the briefing and opportunity to consider the consequences of external policy initiatives.

80. London Campus – confidential item

81. Strategic Curriculum Development – confidential item

82. Estates Update – confidential item

83. Race, Equality, Diversity and Inclusion Update

Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life), informed the Board that the results of the Staff Inclusive Culture Survey conducted earlier in the year would be disseminated to departments shortly. A full report would be presented to the July 2022 meeting of the Board of Governors. The Board noted the update.

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

84. Constitutional and Membership Matters

Adrian Parry, Executive Director of Corporate Governance presented a report that provided an update on Board membership, committee and constitutional matters. The information provided within the report had been subject to deliberation by the Nominations Committee at its meeting held on 8 March 2022. The Board of Governors:

- i. Noted that the process for the replacement of the Student Governor would commence in Spring 2022. The advertisement had been promoted to the student body via the usual routes.
- ii. Noted that the election processes for the replacement of the Elected Staff Governor Academic Services and the Academic Council Appointed Staff Governor would

commence in Spring 2022.

- iii. Noted the current status of the staff representatives on the Board Committees and that the recruitment process to fill vacancies that would arise in August 2022 would commence in late Spring.
- iv. Agreed that the number of external governors appointed to the Board of Governors should be maintained within a range of between 10 and 15 members (providing for up to 21 governors in total) with effect from 1 August 2022. This would provide the Board with the flexibility to vary the number of external governors appointed at any given time and thereby provide the ability to respond to any new or immediate skills needs.
- v. Agreed that the term of office for existing external governors should be extended to a four-year term by mutual agreement, with the option for a mutually agreed renewal for a second term of four years.
- vi. Agreed that new external governors should be offered the option of serving for either a three or four-year term of office.
- vii. Noted that current vacancies for governor representatives on subsidiary company boards would not be filled at this point in time but that this position would be kept under review.
- viii. Noted that an executive search and recruitment agency would be appointed to assist with the recruitment of new governors and that an indicative timescale for the recruitment process had been identified.

85. UPSU Articles of Association

Mike Kiddell, UPSU Elected Officer, provided an overview of the paper which outlined proposed changes to the UPSU Articles of Association. Key points noted were:

- i. As reported to its July 2021 meeting, the Board of Governors was responsible for approving the UPSU Articles of Association. This ensured compliance with the Board's responsibilities under the Higher Education Act 1994. UPSU was required by the Charity Commission to review and reapprove its Articles at intervals of no longer than five years.
- ii. The Board had last approved the UPSU Articles in 2015/2016 but, as reported previously, the Covid-19 pandemic had created delay for the review process.
- iii. By approving the new UPSU Articles, the Board was giving the authority for the Charity Commission to make any further amendments as may be required or advised. If changes were necessary, the Board would be updated but would not be required to re-approve the Articles.

Action: UPSU Student Focus and Advice Manager

- iv. The Executive Director of Corporate Governance confirmed that he had reviewed the proposed Articles and was confident that they were fit for purpose.
- v. The Board approved the new UPSU Articles of Association.

86. Harassment and Sexual Misconduct

Bernie Topham, Deputy Vice-Chancellor and Chief Operating Officer presented an overview report of the activities underway to enhance the University's approach to tackling harassment and sexual misconduct. Key points noted were:

- i. At its meeting held on 13 October 2021, the Board had received an overview of the seven Office for Students (OfS) expectations to prevent and tackle harassment and sexual misconduct in higher education and the current alignment of the University's policies, processes and activities with those expectations.
- ii. The Board had received a mapping of University activities against the expectations, which provided a gap analysis to indicate areas of relative importance and areas where further work was needed.
- iii. A Harassment and Sexual Misconduct Working Group had now been established, with cross-University representation.
- iv. The Working Group had considered and agreed a basic format for the University's action plan, which would include consideration of policies and processes, communication and training.
- v. As part of the Working Group's initial discussion on the action plan, a dedicated staffing resource had been identified to support its further development and implementation. An external consultant with experience of working on issues of this nature had been appointed on a fixed-term contract to build upon the work so far undertaken and to develop a formal action plan.
- vi. The recommendations of the Working Group would be reported to the University Executive Board as a prelude to submission to the Board
- vii. The Board noted the update in identifying and tackling issues of harassment and sexual misconduct within the University community.

87. Corporate Risk Register

Adrian Parry, Executive Director of Corporate Governance, presented the Corporate Risk Register and the 12 key risks that had been identified by the University Executive Board at its meeting held on 31 January 2022. The Corporate Risk Register had been considered by the Audit and Quality Committee at its meeting held on 17 February 2022. Key points noted were:

- i. The government had recently published its response to the Augur Report which included the decision that Home full-time undergraduate tuition fees should remain frozen at £9,250 until at least 2025. This had significant implications for the financial position of all universities.
- ii. The Board of Governors noted the Corporate Risk Register.

88. 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.

89. Report from the Vice-Chancellor

The Board received an oral report from the Vice-Chancellor that provided an update on issues that impacted the University from the external environment:

- i. Michelle Donelan, Minister of State for Universities, had used Twitter to place a copy of a letter she had sent to the University regarding the use of conditional unconditional offers in the public domain. The University had operated within the framework permitted and so had not formally responded to the Minister.
- ii. The University had recently signed up to the UUK Code of Fair Admissions Practice and would continue to support widening access principles. The Code outlined the behaviour expected of universities to improve fairness and transparency in the admissions system, whilst maintaining high academic standards
- iii. The University and Colleges Union (UCU) would be reballoting its members on taking strike action over sector-wide pay proposals.
- iv. The National Audit Office (NAO) had recently produced a report on regulating the financial sustainability of higher education providers in England. This considered the work undertaken by the OfS during 2019/2020 to promote and improve financial sustainability. The report revealed that 33 universities had less than 30 days liquidity.

90. Nominations Committee Report

The Board received and noted a report from the Chair of the Nominations Committee on the meeting held on 8 March 2022 and accepted the work of the Committee as reported.

91. Audit and Quality Committee Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 17 February 2022 and accepted the work of the Committee as reported. It was noted that an Ofsted monitoring visit was expected to inspect Degree Apprenticeship provision in the near future.

92. Infrastructure and Finance Committee Reports

The Board received and noted a report from the Chair of the Committee on the meetings held on 19 January 2022 and 15 March 2022 and accepted the work of the Committees as reported, noting the likely year end deficit.

93. University Management Accounts and Subsidiary Company Management Accounts to 31 January 2022.

The Board noted the University Management Accounts to the end of January 2022 and the forecast deficit. The Board noted the Subsidiary Company Management Accounts.

94. People, Culture and Engagement Chair's Report

The Board received and noted a report from the Chair of the Committee on the meeting held on 22 February 2022 and accepted the work of the Committee as reported.

95. Academic Council Chair's Report

The Board received and noted a report from the Chair of Academic Council on the meeting held on Tuesday 23 November 2021.

96. UPSU Elections

Adrian Parry, Executive Director of Corporate Governance, presented a report on the recent UPSU elections for officers to serve for the 2022/2023 academic year.

- i. The following officers had been elected to serve from 1 July 2022:
Welfare Officer: Natasha Layley (re-elected)
Development Officer: Temidayo Dosunmu
Academic Representation Officer: Ayoola Michael Johnson
Learning Experience Officer: Jade Underwood (re-elected)
Democracy and Campaigns Officer: Dominic Owen (re-elected)
- ii. UPSU would decide which of the elected officers would serve as a governor from 1 July 2022.
- iii. The Board noted the Executive Director of Corporate Governance's assurance that the election had been conducted in a fair and democratic manner.

97. 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.

98. Confirmed Meeting Dates for 2022/2023 and 2023/2024

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

The dates for the Board meetings in 2023/2024 were noted:

- Wednesday 11 October 2023 from 1130 to 1630
- Wednesday 22 November 2023 from 1130 to 1630
- Wednesday 24 January 2024 from 1130 to 1630
- Tuesday 26 March 2024 from 1130 to 1630
- Wednesday 3 July 2024 from 1130 to 1630

99. Date of next meeting

The next meeting of the Board of Governors would take place on Wednesday 6 July 2022. It was noted that a Strategy day would be planned to take place over the summer.

In line with the recommendations of the Board effectiveness review, governors were invited to complete a short “pulse survey” to provide feedback on the effectiveness of the meeting.

100. Vote of thanks

It was noted that Mike Kiddell’s term of office as UPSU officer ended on 30 June 2022 and so this was his final Board meeting. He had been a valuable member of Infrastructure and Finance and Nominations Committees and Board in the past year and had represented the student perspective both robustly and professionally in its discussions. Members wished him success in his future endeavours.