

**Board of Governors**  
**Minutes of the Meeting held on 22 May 2019**

**Present:**

Sylvia Hughes (Chair)

Sue Dutton

Rafael Garcia-Krailing

Jeff Halliwell (to item 93.4)

Richard Horsley

Frank Jordan

Gemma Lovegrove (from item 90.9)

Lee Machado

Nick Petford

Martin Pettifor

Nick Pitts-Tucker

Nick Robertson

John Skelton (to item 93.4)

**Apologies:**

David Baker, Mark Mulcahey

In attendance:

Jane Bunce (Director of Student and Academic Services) to item 101.5, Mark Hall (Director of Finance), Emma Finlay (Governance Assistant), Wray Irwin (Head of the University Centre for Engagement and Employability) for item 103, Miriam Lakin (Clerk), Deborah Mattock (Director of HR, Marketing and International

Relations), Terry Neville (Chief Operating Officer), Ann Shelton-Mayes (Executive Dean of Student Experience)

#### **94/19 Welcome, Apologies and Quorum**

94.1 The Chair welcomed those present, noted apologies and confirmed that the meeting was quorate.

#### **95/19 Declarations of Interest**

95.1 No declarations of interest were received in addition to those held on file by the Clerk's Office.

#### **96/19 Minutes of Previous Meeting**

96.1 The Board approved the minutes and confidential minutes of the meeting held on 17 April 2019 as a true record of that meeting.

#### **97/19 Action List and Matters Arising**

97.1 The Board received and noted Paper A on actions arising from previous meetings. Additional comments were received on the following:

97.2 'Normalised' Profit and Loss Account (Minute 36.5)

This had been provided as part of the Management Accounts for the current meeting.

Items 97.3 and 97.4 are in the confidential section of these minutes.

#### **98/19 HR Annual Report**

98.1 The Board received and noted Paper B, the HR Annual Report.

98.2 The Board agreed that whilst the status of the report was open, the data on page 13 was confidential due to the low numbers of staff reported.

98.3 The Director of HR, Marketing and International Relations provided an overview of the main points from the report:

Sickness absence reporting was well managed

Staff ethnicity was above the HE sector benchmark, due in part to ensuring that the language used in job descriptions and advertising was inclusive

Staff disclosure of disabilities also exceeded the sector benchmark

There was a low level of staff turnover

The HR Department had maintained a focus on health and wellbeing and equality and inclusion

There had been a steady increase in teaching staff achieving teaching qualifications

Whilst the report covered disciplinaries and grievances, this did not reflect the informal work to resolve issues before they became formal. Disciplinaries and grievances were monitored carefully to identify any trends.

The Director of HR, Marketing and International Relations stated that using data as a measure, the report suggested that the health of the organisation was good.

98.4 Members asked how the University compared with peer institutions in regard to the gender balance of the professoriate. The Director of HR, Marketing and International Relations advised the Board that that there was no sector benchmark data on this. She advised the Board that there was an ongoing review of the University's Associate Professor Development Scheme, which was to be relaunched shortly.

98.5 Members noted that the statistic on BME staff numbers was encouraging, and noted that the diversity of the Board should also improve. Members also

praised the encouragement of staff to disclose mental health issues, and the rate of disclosure, recognising that staff were not always comfortable with this.

98.6 Members asked about a statistic presented in the report from the 2017 Staff Survey which was that 18% of respondents disagreed with the statement that all were treated fairly, regardless of their race, gender age, religion and/or sexual orientation compared to 13% in the previous survey. Members asked if there was any qualitative data with regards to this. The Director of HR, Marketing and International Relations advised the Board that respondents had been given the opportunity to provide free text comments in the staff survey, but that these had not provided any insight into why some staff believed that not all staff were treated fairly. A further Staff Survey was currently being carried out.

98.7 Members asked whether a Higher Education Academy (HEA) teaching qualification was compulsory for new entrants. The Director of HR, Marketing and International Relations advised the Board that a teaching qualification was a desirable criteria for new entrants. She advised the Board that as a qualification could take longer than 12 months to complete and for that reason could not be made a requirement of the probationary period for academic staff. However, it could be included in objectives set as part of the annual Performance and Development Review, and was strongly encouraged.

98.8 The staff governor advised the Board that as academic staff had been encouraged to seek HEA qualifications, there were now more Senior and Principal Fellows in the University to mentor and assess those working towards a qualification. It was noted that there had been a focus by the Staff Development Team to engage academic line managers and raise awareness of professional development programmes so that they could guide staff towards them.

98.9 The Chair congratulated the Head of Staff Development and his team on completing all the additional training specific to the Waterside move.

98.10 Members noted the creation during 2018/19 of a Task and Finish group in relation to Sexual Misconduct, Violence and Harassment (section 8.3). Members commented that the data in the report did not suggest that this was an issue.

The Director of HR, Marketing and International Relations referred to the level of media attention on how the HE sector addressed these issues and stated that the Task and Finish group had been created in response to this.

98.11 Members suggested that the HR Annual Report should include an executive summary of the key issues, and relate these to the action plan.

98.12 Members discussed the option of producing a one-page infographic for staff, to highlight the benefits of working for the University.

98.13 It was noted that the gender profile of academic staff, in section 5.2.9 of the HR Report was covered by the Gender Pay Gap Report. The Director of HR, Marketing and International Relations agreed to remove that section for future reports.

98.14 The Board thanked the Director of HR, Marketing and International Relations for an excellent report and congratulated her results achieved by her HR team.

### **99/19 TEF Preparation**

99.1 The Board received an update on preparation for the next TEF exercise.

Minutes 99.3 to 99.4 are in the confidential section of these minutes.

99.5 The Executive Dean of Student Experience advised the Board that the Academic Assurance Committee had looked at the assumed timetable and metrics for the next TEF submission. The Executive Dean of Student Experience reminded the Board that a TEF submission was mandatory for registration with the Office for Students. As a subject-level TEF assessment would be run for the

first time, 22 individual subject submissions were required, as well as an overall submission for the University. She advised the Board that the TEF methodology had changed since its previous iteration, and was currently subject to an independent review which was due to report in summer 2019. There was likely to be a tight timescale between the publication of the final TEF data and methodology and the deadline for submission. It was expected that the deadline would fall early in 2020.

99.6 The Executive Dean of Student Experience showed the Board the initial hypothesis of the University's TEF performance at both overall and subject levels, and the different individual metrics which contributed to the assessment. She stated that the University's performance was measured against the performance that would be expected of a university of the same profile. It was noted that this was essentially a hypothetical comparator, so that in the TEF methodology, universities were not benchmarked against each other.

Minutes 99.7 – 99.10 are in the confidential section of these minutes.

99.11 The Director of Student and Academic Services reported on a project to consider non-continuation in detail, relating non-continuation to qualifications on entry to the University. For example students entering with some types of HND qualification were statistically less likely to progress. Therefore specific additional support had been added for such students in the first year of study to help them make the transition to university level study.

99.12 Members asked if there was a particular point in their studies at which students tended to withdraw. It was reported that no one particular point had could be identified, as the reasons for non-continuation were varied. Learner analytics would help the University to track students and better understand the points of disengagement.

99.13 The Director of Student and Academic Services advised the Board that the University was flexible and supportive with students who were struggling to make the transition to university level study. For example, it was possible to fail one module and still progress to the next year.

Minutes 99.14 to 99.18 are in the confidential section of these minutes.

### **100/19 Organisation of Student and Academic Services**

100.1 The Board received an update from the Director of Student and Academic Services regarding the following organisational changes to the Student and Academic Services directorate:

The Director of Student and Academic services would retire on 31 July 2019. The role would not be replaced

The Dean of Learning and Teaching and the Head of Library and Learning Services would report to the Deputy Vice Chancellor

Student Administration and Support and the Quality Unit would merge and would report to the new Academic Registrar. This post had been advertised  
A new post was to be agreed and advertised in relation to employability and enterprise. The post-holder would report to the Chief Operating Officer.

### **101/19 Discretionary Spend**

Minutes 101.1 to 101.7 are in the confidential section of these minutes.

### **102/19 Budget Setting for 2019/20**

102.1 The Board received a verbal update on the setting of a budget for 2019/20.

Minute 102.2 is in the confidential section of these minutes.

The Head of the University Centre for Engagement and Employability joined the meeting.

### **103/19 Access and Participation Plan**

103.1 The Board received and noted Paper E, the Access and Participation Plan for 2020/21. It was noted that submission of an Access and Participation Plan was a requirement of the Office for Students (OfS) for institutions wishing to charge higher fees. It ensured that a proportion of these fees was spent on supporting students to access and participate in HE. The Plan replaced the former Access Agreement with OFFA (the Office for Fair Access, which was now part of the Office for Students). It was noted that an earlier draft had been submitted to the Board, and that some changes had been made since.

103.2 The Head of the University Centre for Engagement and Employability advised the Board that the OfS had changed their approach to this area of work. The Plan was now for five years, and the University would be measured against the outcomes it had forecast.

103.3 The Head of the University Centre for Engagement and Employability advised the Board that the University was in a strong position through much of the work that was already in progress. There were eight key indicators which the plan sought to address, and these were set out in the paper.

Jeff Halliwell and John Skelton left the meeting. The meeting therefore become inquorate as there was not a majority of independent members present.

103.4 Members recognised the valuable work of the University and asked how much income the University received for its work in access and participation.



The Head of the University Centre for Engagement and Employability advised the Board that £3m was received from the OfS in Student Opportunities funding. The University was required to spend 15% of fee income above £6k on access and participation, which equated to a further £3.3m.

103.5 The Board approved the Access and Participation Plan for submission to the OfS, subject to any final adjustments at the discretion of the executive.

The Head of the University Centre for Engagement and Employability left the meeting.

#### **104/19 Joint Letter from UCU and UNISON Members**

104.1 The Board received and noted Paper D, a letter to the Chair from UCU and UNISON members about the remuneration of senior staff, and a draft response from the Chair of the Board.

104.2 Members confirmed their support for the position set out in the draft response to UCU and UNISON. The draft response was agreed with one amendment.

#### **105/19 UCAS Applications and Decisions**

105.1 The Board received and noted Paper F, a report on applications through UCAS as at 12 May 2019.

105.2 The Director of HR, Marketing and International Relations advised the Board that whilst the paper measured performance against the University's main competitors, their performance was not consistent. Some competitor institutions had gained ground, whilst others had not.

105.3 The Director of HR, Marketing and International Relations advised the Board that the University continued to monitor student recruitment across the sector. Some institutions had found innovative ways to employ their access

funds, for example by creating scholarships. The University continued to develop plans to respond and to ensure that its offer remained attractive.

105.4 The Director of HR, Marketing and International Relations referred to page 3 of the paper which highlighted the main factors that influenced the choice of applicants about where they chose to study. This was based on a survey of 10,000 applicants to the University. It did not currently show the University's social impact agenda as an influencing factor.

105.5 It was noted that the conversion rate of applicants to acceptances was improving. This was due to the attractiveness of the Waterside environment, and a competitive student benefits package.

#### **106/19 Senate Minutes from 27 March 2019**

106.1 The Board received and noted Paper G, the minutes of the Senate Meeting held on 27 March 2019.

#### **107/19 Health and Safety Management Policy**

107.1 The Board received and noted Paper H, an update of the University's Health and Safety Management Policy.

107.2 The Chief Operating Officer advised the Board that the update reflected changes in responsibility in the University and had been subject to the appropriate communication and consultation. The Board approved the updated Health and Safety Management Policy.

#### **108/19 Board and Committee Dates and Indicative Agendas for 2019-2020**

108.1 The Board received and noted Paper I, draft Board and Committee dates and indicative agendas for 2019-2020.

108.2 It was noted that the dates for Board meetings moved between weeks 3 and 4 of the month, which could be challenging for governors who worked.

108.3 It was noted that there should be a strategy discussion early in the academic year, and this would be addressed through the away day in September.

108.4 Members referred to the agreement earlier in the meeting to hold a finance briefing before each Board meeting until the DSCR returned to 1.5. The Clerk agreed to review the proposed dates and indicative agendas in light of the points raised.

Action: Clerk

### **109/19 Innovation Committee**

109.1 The Board received and noted Paper J, recommendations with regards to the Treasury Committee and the new Innovation Committee.

109.2 Members agreed to disband the Treasury Committee with immediate effect and approved terms of reference for the new Innovation Committee as set out in the paper.

### **110/19 Audit Committee**

110.1 The Board received and noted Paper K, the minutes of the meeting of the Audit Committee held on 3 April 2019, and noted the need to temporarily co-opt additional independent members to the Audit Committee.

110.2 The Board approved the temporary appointment of Mark Mulcahey to the Audit Committee until 30/06/2019.

110.3 It was noted that the Nominations Committee in June would consider committee membership overall, with the membership of the Audit Committee the most urgent item.

### **111/19 Risk Register**

111.1 The Board received and noted Paper L, the University's overall Risk Register.

111.2 The Chief Operating Officer advised the Board that the seriousness of the potential impact of the risks of breach of the HMT covenant and Brexit had been increased.

111.3 Members asked the Vice Chancellor if there were further items which were not currently on the Risk Register which caused him serious concern. The Vice Chancellor confirmed that there were not.

### **112/19 Appointment of Chair and Deputy Chair Designate**

112.1 The Board received Paper M, recommendations with regards to the appointment of the Chair and Deputy Chair Designate.

112.2 The Board approved the appointment of:

Mark Mulcahey as Chair

Sue Dutton as Deputy Chair

To take office on 1 August 2019.

### **113/19 Appointment of External Committee Members**

113.1 The Board received Paper N, recommendations with regards to the appointment of an external member of the Remuneration Committee and the reappointment of an existing external member of the Audit Committee.

113.2 The Board approved the following;

The appointment of Michael Nadin as an external member of the Remuneration Committee for a first term of office from 01/07/2019 to 31/07/2021

The reappointment of John Eves as an external member of the Audit Committee from 01/08/2019 to 31/07/2021.

### **114/19 Management Accounts**

114.1 The Board received and noted Paper O, Management Accounts for the period ending 30 April 2019.

### **115/19 Prevent Duty Monitoring**

115.1 The Board received and noted Paper P which presented the conclusions of the Office for Students with regards to the University's observation of the Prevent Duty. The OfS had concluded that the University: demonstrated due regard to the Prevent Duty was not at higher risk of non-compliance with Prevent.

### **116/19 Ratification of Signatures Under Seal**

116.1 The Board received Paper Q and ratified the signature of documents under seal as set out in the paper.

### **117/19 Confirmation of Availability of Papers**

117.1 The following papers were confirmed as confidential to the meeting:

Confidential Board Minutes of the Meeting held on 17 April 2019

Paper B, page 13 – selected data in the HR report

Paper C – Discretionary Spend Lock Up Event

Paper D – Letter from UCU and UNISON Members

Paper F – UCAS Applications and Decisions

Paper G – Minutes of the Senate Meeting held on 27 March 2019

Paper K – Audit Committee

Paper N – Appointment of External Committee Members

Paper P – Prevent Duty Monitoring

### **118/19 Dates of Forthcoming Meetings**

- Audit Committee – 12 June 2019
- Board Financial Assurance and Board of Governors – 19 June 2019
- Working Lunch with SEMLEP Chair – 19 June 2019
- Nominations Committee – 19 June 2019

Clerk's Note: Decisions taken whilst the meeting was inquorate were ratified by the remaining independent members on 11 June 2019