

## **Board of Governors**

### **Minutes of the meeting held on 30 November 2022**

#### **Present**

Sue Dutton (Chair), Dayo Adedapo, Zoe Boyer, Beth Garrett, Matthew Hanmer, Harriet Jones, Shiv Kaushike, Anne-Marie Kilday, Deborah Parker, Michelle Teo, Vikramaaditya, Suzy Wallace, Ivna Reic, Jon Scott

#### **Apologies**

Damilola Akhigbe, Richard Horsley, Paul Wood

#### **In Attendance**

Maggie Anderson (Academic Programme Manager) from item 137.7 to 137.19, Joel Arber (SUMS Consulting) for item 136, Emma Finlay (Governance Assistant), Suzanne Forster (Interim Director of Finance) from item 137.13 to 137.19, Miriam Lakin (Clerk to the Board), Thomas Owen-Smith (SUMS Consulting) for item 136, Hayley Tomlin (Academic Partnerships Office Manager) from item 137.7 to 137.19, Shân Wareing (Deputy Vice Chancellor)

#### **134/22 Welcome, Apologies and Quorum**

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

### **135/22 Declarations of Interest**

135.1 There were no declarations of interest in addition to those held on record.

### **136/22 Strategy Development**

136.1 SUMS Consulting gave an overview of their work with the University on the development of a new strategy, and their findings to date. They presented a draft strategic narrative and confirmed the next steps for work on the creation of the strategy.

136.2 Members commented that the vision or aim for 2035 was not apparent and should be an output of the strategy development process. Further information was given about how the vision would be developed. This would include defining the best offer to students, staff, partners and the local community and the mechanisms that would deliver this.

136.3 Board members participated in an exercise to identify themes which could unite the University's work and be used to develop the vision.

136.4 A member asked about the external consultation process and how the views of stakeholders who were not already linked to the University would be sought. It was reported that this work was to be planned, and members were encouraged to make suggestions on this.

Joel Arber and Thomas Owen-Smith left the meeting.

### **137/22 Academic Partnerships**

137.1 The Board received and discussed Paper A, the findings of a review of the University's academic partnerships.

137.2 The VC introduced the paper and advised the Board that this was the first step in a process to review academic partnerships. A strategy for academic

partnerships would be developed, which would be aligned with University strategy and would focus on quality and the effective management of risk.

137.3 A member asked about the timeline to resolve any issues and mitigate the risks posed by academic partnerships. The VC reported that the present report was part of work in progress and therefore she was unable to provide an exact timeline. The VC reported that the ongoing review process was highlighting risks, and she was unable to provide greater assurance at the present time.

137.4 Members commented that this was an area where the risk did not appear to be well managed, making issues more likely, and therefore swift mitigation was needed. Members also commented that the process of mapping and understanding the academic partnerships was a step towards mitigating the risks, and assurance could be taken that it was being carried out.

Minutes 137.5 to 137.6 are in the confidential section of these minutes.

137.7 The VC confirmed that there would also be an audit of the processes to take on new partnerships, to ensure that robust due diligence took place.

137.8 A member asked whether there was a freeze on setting up new academic partnerships. The VC confirmed that new partnerships were still being explored but were subject to a robust review process by the University Leadership Team.

137.9 A member noted that the University's strategy was still being developed and asked about the level of confidence that any new partnerships developed in the interim would be aligned to strategy. The VC confirmed that where new partnerships were being considered, memoranda of association had been

signed, and these would enable further investigation before any firmer commitments were made.

The Academic Programme Manager and the Academic Partnership Office Manager joined the meeting.

137.10 The Board thanked the Academic Programme Manager and the Academic Partnership Office Manager for a thorough and helpful paper, and for their responsiveness to subsequent questions from Board members.

137.11 A member commented that it would be useful to know the nature of each partnership as there was a greater level of risk attached to sub-contract and franchise arrangements than to articulation agreements. The Academic Partnership Office Manager (APOM) reported that the partnerships in the remit of the Academic Partnership Office (APO) were either:

- Sub-contract – the student was both registered and enrolled at the University
- Enrolled only – the student was registered by the partner and enrolled at the University

The APOM agreed that this information could be added to the partnership review paper for future reference. She confirmed that where the University had articulation agreements, these were managed by the International Office rather than APO.

137.12 A member asked if the University kept a full register of arrangements, including articulation agreements. It was confirmed that registers were kept by the Quality Office.

137.13 A member commented that it would be useful to know which partnerships would be included in the University's student continuation and

progression data under the Office for Students' Conditions of Registration, Condition B3. It was confirmed that the review process had prioritised partnerships that would be included in the University's data.

The Director of Finance joined the meeting.

137.14 A member stated that it was important to understand the true cost of partnerships and whether these were efficient when all the relevant costings were included. The VC confirmed that an understanding of the true costs and an articulation of the value, including the social value, of partnerships would be part of partnership approvals in future.

Minute 137.15 is in the confidential section of these minutes.

137.16 The APOM advised the Board that business plans for all new partnerships included a review of all the direct costs, which were based on the current work-load allocation model for academic staff. She reported that all of the costs were understood in order to arrive at a percentage contribution of income from the partnership. The aim was for a 50% contribution. The APOM reported on a planned project with the Finance team to standardise the template for business plans for academic partnerships. All partnerships would then be assessed against this, so that comparisons could be made. The Chair of the Infrastructure and Resources Committee stated that it would be helpful to understand the findings of this work, and requested to see this reflected in the management accounts, or via a report from the Director of Finance.

**Action: Clerk**

137.17 A member asked whether there would be a set of minimum requirements for academic partnerships in future. The APM confirmed that the approval process was very extensive. She noted that financial contribution had previously been a key focus and in future it was planned to consider alignment of values and the growth of high-quality partners.

Minute 137.18 is in the confidential section of these minutes.

137.19 A member asked for regular updates on the academic partnership review. The VC confirmed that ULT would review academic partnerships each semester, and members commented that the Board should do the same until a good level of comfort about risk mitigation was reached.

**Action: Clerk**

137.20 The Director of Finance gave a verbal update about the preparation of the University's Annual Financial Statements. She reported that the signature of the Financial Statements by the auditors had been delayed. She reported that the delay was due to the need to understand the level of the University's liability in respect of a partnership it had terminated.

Minutes 137.21 to 137.23 are in the confidential section of these minutes.

137.24 The DoF reported that she hoped for signature of the Financial Statements by the auditors by the end of January 2023, and noted the activities which should help the auditors reach a conclusion.

137.25 The University had requested an extension from the Office for Students to the deadline for submission of financial statements. The UKIB would also

be advised. The potential liability would have an impact on the financial covenants between the University and HMT.

- 137.26 A member asked whether the potential liability was recoverable if it materialised. The DoF advised the Board that the University had liability insurance, however there were some exclusions which were being investigated.

The Academic Programme Manager, the Academic Partnership Office Manager and Director of Finance left the meeting.

### **138/22 Minutes of the meeting held on 30 September 2022**

- 138.1 The Board approved the minutes of the meeting held on 30 September 2022 as a true record of that meeting.

### **139/22 Matters Arising from the Minutes**

- 139.1 The Board received Paper B, the actions arising from previous meetings. This included a report on student entry requirements as a matter arising.
- 139.2 A member noted that 50% of home students were accepted with entry qualifications lower than those originally stated. The VC confirmed that a higher percentage of students that met the entry requirements was desirable, but that it was important to balance this with the University's ability to add value for students. She noted that the University had a track record of serving these students well.
- 139.3 The Board agreed that outstanding actions 21/187.4 and 22/29.7 which related to academic partnerships were superseded by a partnership strategy update during the second semester.

## **140/22 Vice Chancellor's Report**

140.1 The VC gave a verbal update which included the following:

### **VC Business**

1. Getting to know the institution and its staff through a number of different mechanisms including weekly surgeries, Q&A sessions at faculty development days and a 'talk with ULT' event which had been positively received by colleagues, and would be repeated each semester
2. Changes to University Leadership Team membership, frequency and operation of meetings. A post-meeting update to all staff had increased transparency
3. Changes to the remit and membership of the Senate to ensure it was more inclusive of all parts of the University which contributed to the student experience, and restructuring of the agenda to give more time for discussion
4. Reviewing partnerships to gain a better understanding of the complexities of the different relationships. Meeting and negotiating with former, new and potential local partners interested in working with the University

### **University Business**

1. Recruitment of a new Chief Operating Officer and Chief Financial Officer was ongoing. Filling these positions permanently would facilitate key aspects of the University's strategic development
2. The mini-budget round which had been previously discussed had been postponed until January. This was due to rising costs, unexpected



expenses, and the instability of student numbers. Clear communication had helped to address concerns expressed by colleagues

3. Initial planning for a Festival of Waterside in the summer of 2023. The aim of the project was to reinvigorate the campus and the University's place in the county and beyond. A series of events were planned, including the launch of the new strategy.

## **Sector Business**

1. The implications and ongoing negotiations about industrial action by UCU members were being discussed in the sector. The VC stated that she understood colleagues' frustrations with the pay award in the context of the cost-of-living crisis, and that ultimately the solution lay with the funding model in which universities operate. The VC had written to local MPs to encourage them to put pressure on the government to revisit the fee model in the light of changes to the economic environment. Plans were also being made to minimise disruption caused by industrial action, and there was increased communication with the trade unions
2. The sector was concerned about political attitudes to international students, and potential restrictions being placed on the number of students universities could attract. The VC highlighted the importance of growth in undergraduate home recruitment. Her letter to local MPs had included a note about the different ways international students brought added value to the University and the community
3. Concern about the maintenance of academic freedom and debate alongside about the rights of universities to set the content of their own programme-level curricula. This was in light of a recent QAA benchmarking statement which recommended that specific content on

critical race theory be provided to all students across all subject areas.

The University would need to consider its position on such matters in due course, potentially as part of the work on the new strategy.

140.2 A member asked about how feedback from staff about Senate discussion items was compiled and categorised. The VC confirmed that papers for discussion were sent out two weeks prior to the Senate meeting to enable faculty representatives to consult with colleagues and provide feedback at the meetings. She noted that the new process provided staff with a voice and agency as the papers for discussion included a decision.

140.3 A member asked about the VC's plans to engage with the local community. The VC referred to the relaunch of the Court, and the Festival of Waterside and confirmed that this was one aspect of how she was seeking to engage with businesses and partners in the local community.

140.4 A member asked whether the UCU industrial action had caused disruption for students. The VC confirmed that she had received around 40 emails from students about disruption, and acknowledged that the impact could be significant. She noted that some subject areas were more affected than others, and that the full impact of the industrial action was still to be seen.

140.5 A member asked about Universities UK's position on tuition fees and student finance. The VC confirmed that tuition fees were not on the agenda for the upcoming UUK conference, but she expected there to be discussions about funding. She noted that the letter she had written to local MPs encouraged them to bring forward a review of the university funding model, which was currently due to take place in 2024/25.

### **141/22 Report from Search Committee**

- 141.1 The Board received and discussed Paper C, an update on the recruitment process for a new Chair of the Board.
- 141.2 The Chair of the Search Committee reported that Peridot Partners had been selected as consultants for the exercise. It was expected that advertising would open in December and run through January 2023, with interviews during February 2023.
- 141.3 The Board approved the revised terms of reference for the Search Committee.

### **142/22 Report from People, Culture, Quality and Standards Committee**

- 142.1 The Board received and discussed Paper D, a report from the People, Culture, Quality and Standards Committee of the business covered in its most recent meeting.
- 142.2 The Chair of the PCQS Committee noted the wide scope of the Committee and advised the Board that there would be a review after one year to establish whether the workload was sustainable.
- 142.3 It was noted that one governor could attend each Senate meeting, and this would help governors to understand and engage with the management and assurance of academic quality and standards. Two members each agreed to attend a meeting. Other governors wishing to attend were asked to contact the Clerk.
- 142.4 A member asked about the timeline for receiving the results of the Teaching Excellence Framework. The Chair of the PCQS Committee confirmed that the results would be received in late summer 2023.

142.5 A member asked if there was an assessment of the impact of a drop in the Teaching Excellent Framework rating for the University. It was confirmed that no modelling had been carried out. However, a drop would have a greater impact on international student recruitment.

142.6 The Board approved the revised terms of reference for the People, Culture, Quality and Standards Committee.

### **143/22 Report from Audit and Risk Committee**

143.1 The Board received and discussed Paper E, a report from the Audit and Risk Committee of the business covered in its most recent meeting.

143.2 The Board noted the most recent analysis of the core risks to the University. The Chair of the Audit and Risk Committee reported that academic partnerships had been added to the core risks.

143.3 It was noted that the Committee had received a low level of assurance about the finances of the Students' Union. A member asked about the degree of material risk from this. It was reported that the University Finance team would do further work with the SU team to seek assurance. A particular issue regarding the financial implications of ending the lease for the nightclub was noted.

143.4 The Board approved the following:

- The revised terms of reference for the Audit and Risk Committee
- The Risk Management Policy
- The Anti-Bribery, Fraud and Corruption Policy.

## **144/22 Report from Infrastructure and Resources Committee**

- 144.1 The Board received and discussed Paper F, a report from the Infrastructure and Resources Committee of the business covered in its most recent meeting.
- 144.2 A member asked about committee responsibility for cyber-security. It was reported that the Audit and Risk Committee would consider the risk and controls, and the Infrastructure and Resources Committee would take a more forward-looking view of cyber-security as part of IT strategy.
- 144.3 A member asked about the increase in the number of external members in the revised terms of reference for the Infrastructure and Resources Committee. The Chair of the Infrastructure and Resources Committee stated three external members gave the opportunity to have an additional specialist in each area of the committee's portfolio.
- 144.4 The Board approved the revised terms of reference for the Infrastructure and Resources Committee.

## **145/22 Report from Remuneration Committee**

- 145.1 The Board received and discussed Paper G, a report from the Remuneration Committee of the business covered in its most recent meeting.
- 145.2 The report included a proposal to change the wording of one of the University KPIs previously approved by the Board, as follows:
- Number of newly ~~enrolled~~ recruited full-time Undergraduate Home fee status students recruited as of 31<sup>st</sup> July
  - Total number of newly ~~enrolled~~ recruited full time postgraduate taught (PGT) students recruited as of 31<sup>st</sup> July.

It was explained that the reason for the proposed change was to ensure that the KPI measured student numbers rather than recruitment activity, as enrolment was the point at which the University received funding. Prior to enrolment students could decide to decline an offer.

145.3 The Board approved the amendment to the University KPI as set out above.

145.4 The Board received and noted the final version of the VC's objectives for 2022-23, and the Remuneration Committee's Annual Report.

### **146/22 Report from Nominations and Governance Committee**

146.1 The Board received and discussed Paper H, a report from the Nominations and Governance Committee of the business covered in its most recent meeting.

146.2 In respect of succession planning for the Chancellor, the VC advised the Board that the Chancellor was keen to continue in his role at the University. The Clerk agreed to draft a formal letter of acknowledgement and thanks from the Board for the Chancellor's continued involvement. It was noted that the Chancellor had expressed a wish to be involved in University activities besides graduations, and it was important to seek opportunities.

**Action: Clerk**

146.3 A member asked whether it was correct to refer to the membership of the Head of Staff Development on the Nominations and Governance Committee as an external membership, since this was a member of staff. The Clerk agreed to consider how best to describe this membership.

**Action: Clerk**

146.4 The Board approved the revised terms of reference for the Nominations and Governance Committee.

### **147/22 Proposal for attendance of ULT members at Board**

- 147.1 The Board received and discussed Paper I, a proposal for the attendance of members of the University Leadership Team at Board meetings.
- 147.2 The Board agreed that the Deputy Vice-Chancellor and Chief Operating Officer, once appointed, should always be in attendance at Board meetings.
- 147.2 A member suggested that the Chief Financial Officer should also be in attendance at Board meetings to assist the Board in its fiduciary responsibility, to ensure the Board's visibility of the financial status of the University, and the flow of information between the Board and the senior team. It was noted that the other designated 'Chief Officer' role, the Chief Information Officer would not always be in attendance. Members noted that most items had a financial risk element, whereas they did not necessarily have a technological element. It was also noted that it was common practice for Boards to have the CFO in attendance. The Board therefore agreed that the Chief Financial Officer, and Director of Finance in the interim, would be included as an attendee at all Board meetings.

#### **Action: Clerk**

- 147.3 In respect of the proposal to include one Dean and one Director at each Board meeting, and to receive a presentation from each, a member queried whether this was practical in terms of the Board's existing agenda. The VC reported that there would be a reporting template and a time limit for the presentations. It was reported that the approach would be tried and assessed. The Board approved the proposal for attendance of ULT members at Board meetings.

## **148/22 Revised Statement of the Board's Responsibilities**

148.1 The Board received and discussed Paper J, a revised statement of the Board's Responsibilities.

148.2 A member asked the Board's agenda plan would cover all of the Board's duties and responsibilities as set out in the Statement of Responsibilities. The Clerk stated that the agendas and the organisation of the committees was designed to do so. She suggested that a review at the end of the year would be a useful exercise to confirm assurance, and the Board agreed to receive this.

**Action: Clerk**

148.3 In respect of responsibility L, 'Ensure that adequate and effective arrangements are in place to provide transparency about value for money for students and taxpayers', a member asked whether this responsibility was discharged effectively through the publication of the annual financial statements, and noted that other universities publish more information. A member suggested a Board deep dive on value for money to provide assurance on efficiency and how value is driven from resources. The VC reported that she had requested a public facing version of the University's Social Impact report, and suggested that this could be combined with an economic impact report.

148.4 The Board approved the revised Statement of the Board's Responsibilities.

## **149/22 Board team working and review of the meeting**

149.1 The Board received and discussed Paper K, a report from a Board exercise on the identification of team values, expectations and ways of working.



- 149.2 The Chair asked members for their feedback on the current meeting. A member commented that it had been constructive and allowed focused time on significant issues.
- 149.3 A member asked whether health and safety should be a standing item for the Board. It was noted that health and safety were covered at the Infrastructure and Resources Committee, which would report to the Board on its findings. Any exceptional items which required Board attention could be reported directly to the Board as necessary.
- 149.4 The Chair suggested 'Meet the Governors' sessions for staff and students, prior to a Board meeting, and suggested that a session for staff could be held before the meeting in January. The Chair stated that this would be an informal drop-in session. It was reported that January was a busy period for academic staff and may not be the best time. It was noted that providing some structure may be helpful. The Chair and Clerk agreed to work on a plan for drop-in sessions.

**Action: Chair and Clerk**

### **150/22 Board agenda plan**

- 150.1 The Board received and discussed Paper L, the Board's agenda plan for the rest of the academic year.
- 150.2 Members suggested further topics which could be covered in depth at future meetings.
- 150.2 The Board approved the agenda plan.

### **151/22 Court Re-launch**

151.1 The Board received Paper M, which made a proposal for a re-launch of the University Court.

151.2 A member asked how the University would make contact with those who did not currently have a connection with the University, particularly local businesses. It was reported that Court membership would be drawn from the existing members, and from suggestions from members of the University Leadership Team and the Board. It was not intended to be the opening of a relationship, but rather to strengthen and deepen relationships which had already been made.

151.3 Members were asked to give further feedback to the Clerk.

## **152/22 Any Other Business**

### **Quiz Night on 14 December**

152.1 The Chair encouraged Board members to attend the quiz night. She noted that it would be a good opportunity for Board members to meet members of staff.

### **Societal Travel CIC**

152.2 In its capacity as the shareholder of Societal Travel CIC (Company Number: 10829206), it was reported to the Board that an application for dissolution of the Company had been accepted by Companies House.

### **Student Complaint**

152.3 It was reported that several Board members had received a complaint made on behalf of a student. The Clerk reiterated that it was not the role of Board members to be involved in individual complaints. She agreed to seek assurance that the matter was being handled appropriately by the University.

**Action: Clerk**

### **153/22 Confirmation of Availability of Papers**

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

Paper A – Academic Partnership Review

Paper B – Action List and Matters Arising

Paper C – Report from Search Committee

Paper D – Report from People, Culture, Quality and Standards Committee

Paper E – Report from Audit and Risk Committee

Paper F – Report from Infrastructure and Resources Committee

Paper G – Report from Remuneration Committee

Paper H – Report from Nominations and Governance Committee

Paper I – Proposal for ULT Attendance at Board Meetings

Paper M – Re-launch of University Court

### **154/22 Dates of Forthcoming Meetings**

Board meeting - 25 January 2023, 4-7pm, T-Pod A

People, Culture, Quality and Standards – 9 February 2023, 3.30-5pm, Senate 404

Infrastructure and Resources – 22 February 2023, 3.30-5.30pm, Senate 405

Audit and Risk – 16 March 2023, 3-5pm, Senate 405



Approved by Chair

25/01/2023

Date