

Board of Governors

Minutes of the meeting held on 29 March 2023

Present

Sue Dutton (Chair), Matthew Hanmer, Richard Horsley from item 26.6, Harriet Jones, Shiv Kaushike, Anne-Marie Kilday, Deborah Parker, Ivna Reic, Jon Scott, Michelle Teo, Vikramaaditya, Suzy Wallace, Paul Wood

Apologies

Dayo Adedapo, Zoe Boyer, Beth Garrett

In Attendance

Janet Baines (Interim Director of Finance), Becky Bradshaw (Chief Operating Officer) to item 39.22, Emma Finlay (Governance Assistant), Karen Jones (Dean Faculty of Business and Law) to item 35.3, Miriam Lakin (Clerk to the Board), Chris Powis (Director of Library and Learning Services) to item 35.3, Shân Wareing (Deputy Vice Chancellor) from item 25.1 to 39.22

21/23 Welcome, Apologies and Quorum

21.1 The Chair welcomed those present, noted apologies and confirmed that the meeting was quorate. In particular, the Chair welcomed the Dean of the Faculty of Business and Law and the Director of Library and Learning Services as guest members of the University Leadership Team in attendance for the meeting.

22/23 Declarations of Interest

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

23/23 Minutes of the meeting held on 25 January 2023

23.1 With an amendment to minute 08.8, the Board approved the minutes of the meeting held on 25 January 2023 as a true record of that meeting.

24/23 Matters Arising from the Minutes

24.1 The Board received Paper A, the actions arising from previous meetings.

24.2 In respect of minute 22/149.4, the Clerk noted that a date for the Board open session for students was still to be planned. She suggested seeking the views of the student governors to identify effective methods to engage with students.

24.3 The Chair reported that the Board open session for staff had been well attended. Participants were enthusiastic and suggested further sessions. The Chair asked governors who had participated to provide feedback to the Clerk.

The Deputy Vice Chancellor joined the meeting.

25/23 Vice Chancellor's Report

25.1 The Board received and discussed Paper B, an update from the Vice Chancellor (VC).

25.2 The VC introduced the paper which included the programme of events for the Festival of Waterside. This was being updated regularly and she agreed to

circulate the latest version. The VC encouraged members to attend any event of interest to them.

Action: VC

26/23 Dean's Report on Faculty of Business and Law

- 26.1 The Board received and discussed Paper C, a report on the recent successes and challenges for the Faculty of Business and Law.
- 26.2 The Dean Faculty of Business and Law (DFBL) introduced the report.
- 26.3 A member asked about the challenges of managing growth in international student numbers at a faculty level. The DFBL noted that the increase had been rapid for some programmes, and the market was volatile, which posed challenges for resource management. The member asked if quality had suffered as a result. The DFBL provided assurance that care had been taken to maintain quality.
- 26.4 A member asked whether the Faculty was able to attract good quality staff. The DFBL reported that this was easier in some subjects than others.
- 26.5 A member asked for further details about the extension of specialist space which was reported in the paper. The DFBL reported that she was working closely with Estates and Campus Services to identify ways to use existing space more efficiently. She reported on two examples where plans were in progress.

Richard Horsley joined the meeting.

- 26.6 A member asked whether the number of postgraduate students in the faculty was sustainable. The DFBL confirmed that there were circa 3,500 postgraduate students. The DFBL reported that recruitment of postgraduate students tended to be cyclical as programmes rose and fell in popularity.

Minute 26.7 was in the confidential section of these minutes.

26.8 The VC reported that sector-level modelling predicted that the current trend in international student numbers would last for around three years. She noted that a change in government policy on visa requirements could have a detrimental impact on international student recruitment. Therefore, the Faculty should continue to view the market as volatile.

27/23 Director's Report on Library, Learning and Student Services

27.1 The Board received and discussed Paper D, a report on the recent successes and challenges for Library, Learning and Student Services.

27.2 The Director of Library and Learning Services (DLLS) introduced that paper and in particular reported on the library as an innovative sector leading service. For example, e-first delivery had been adopted prior to the pandemic, all staff were encouraged to research and innovate, and the library was a key contributor to sector-leading fully integrated learner support.

27.3 A member asked whether the results of the National Student Survey had revealed any challenges for the service. The DLLS noted that there was no NSS question which directly covered library services. He reported on how the directorate received feedback from users. For example, the learning and teaching area held a series of student panels on particular topics.

27.4 A member noted that two staff had been awarded the National Teaching Fellowship (NTF) in 2022, but there had been a gap of 15 years since the last award at the University. The DLLS confirmed that this was due to a change in

focus at the University. The DLLS highlighted the value of the recognition given by the NTF, alongside other mechanism for reward and recognition, for example the introduction of associate professorships in learning and teaching. The VC stated that raising the University's profile on excellent teaching, learning and research would make attracting talented staff easier, and support the quality of provision.

27.5 A member asked about the challenges of dealing with disinformation, misinformation and information pollution and how to help students and staff navigate their way to accurate and appropriate resources. The DLLS confirmed the following approaches:

- Guidance was embedded in programmes and modules
- The directorate could provide support for academic staff with materials and ideas
- Integrated learner support meant that all students would have intervention from the library service during the course of the year.

27.6 A member asked about the benefits of the dedicated Safeguarding Advisor post, as the paper reported that it was unusual in the sector. The DLLS reported that the post was part of providing an enhanced service to students. He reported that the approach generally was to embed this type of service rather than using sessional staff. This provided greater control and enabled the University to be responsive to the needs of students. The University had been a sector-leader in having an embedded mental health team. A member noted the importance of promoting the value of the services the University provided to students.

27.7 A member asked if there were issues attracting staff to the directorate, especially if pay did not compare favourably with the sector. The DLLS

reported that there were factors other than pay which helped to attract staff. These included the working environment and team, and development opportunities.

- 27.8 A member asked about the challenges of supporting academic partners and managing their expectations of what would be provided. The DLLS confirmed that there had been issues previously, but there was ongoing work with the Academic Partnership Office to renegotiate agreements with partners. The DVC reported that in future memoranda of cooperation with partners would be checked by a legal team before signature.

28/23 Approval of capital payment

- 28.1 The Board received and discussed Paper E, a request for capital expenditure for the refurbishment of Spencer Perceval halls of residence. It was noted that this had been brought to the Board in accordance with the Financial Regulations as the expenditure was above £750k.
- 28.2 The COO advised the Board that the halls of residence at Scholars Green needed to be retained to accommodate the increase in student numbers, and therefore some refurbishment was necessary.
- 28.3 A member asked whether there were any health and safety implications, or resident complaints due to the current condition of the facilities. The COO confirmed that there had been some student complaints and it had been necessary to take some flats out of commission. However, all current University-owned residences were compliant with the UUK/Guild HE Code of Practice for the Management of Student Housing, as evidenced by a recent internal audit report.

- 28.4 A member asked whether the work provided any opportunity to contribute to the University's sustainability targets, and whether there was confidence that there was no compromise from choosing the best value quote. The COO confirmed there was confidence in the contractors who had carried out work for the University previously and no unnecessary compromises would be made. The refurbishment would be used to bring the accommodation up to standard which included some more sustainable improvements such as LED lighting.
- 28.5 A member asked whether there had been the opportunity to complete the refurbishment earlier. The COO confirmed that the original plan had been not to retain the halls of residence at Scholar's Green. However, the growth in student numbers and the need to maintain accommodation at a range of price points meant that this had been reconsidered.
- 28.6 The Board approved the request for capital expenditure associated with the refurbishment of Spencer Perceval halls of residence.

29/23 Appointment of Chair of the Board

- 29.1 The Board received and discussed Paper F, a recommendation to appoint Geoff Donnelly as Chair of the Board of Governors.
- 29.2 The Chair of the Search Committee reported that Geoff Donnelly had previous experience of chairing Boards at two other universities and was available to start immediately. She confirmed that the Interim Chair would resume her role as Deputy Chair.
- 29.3 The Board approved the appointment of Geoff Donnelly as an independent governor and as Chair of the Board of Governors with a term of office from 3 April 2023 to 31 March 2026.

- 29.4 The Board agreed to delegate responsibilities for oversight of the new Chair's probation to the Senior Independent Member.

30/23 Appointment of independent governor

- 30.1 The Board received and discussed Paper G, a recommendation to appoint Andrew Burman as an independent governor.
- 30.2 The Board approved the appointment of Andrew Burman as an independent governor with a term of office from 3 April 2023 to 31 March 2026.

31/23 Suspension of Board membership

- 31.1 The Board received and discussed Paper H, which reported on the suspension of Damilola Akhigbe's board membership on compassionate grounds.
- 31.2 A member asked about access to IT systems during the suspension period to ensure that there was no legal exposure or obligation on either side. The Clerk agreed to follow up on this.

Action: Clerk

32/23 Infrastructure and Resources Committee

- 32.1 The Board received and discussed Paper I, a report from the Infrastructure and Resources Committee.
- 32.2 The Chair of the Infrastructure and Resources Committee reported that the Committee had a heavy workload and had not therefore covered the financial items on the agenda. The Committee would be reconvened to discuss these.

Minutes 32.3 to 32.8 were in the confidential section of these minutes.

33/23 Nominations and Governance Committee

- 33.1 The Board received and discussed Paper J, a report from the Nominations and Governance Committee.
- 33.2 The VC confirmed that she had had a meeting with the Pro-Chancellor to discuss his role and term of office. The VC confirmed that the Chancellor had agreed to a further term of office and was keen to enhance his role at the University.

34/23 Remuneration Committee

- 34.1 The Board received and noted Paper K, a report from the Remuneration Committee.

35/23 People, Culture, Quality and Standards Committee

- 35.1 The Board received and discussed Paper L, a report from the People, Culture, Quality and Standards Committee.
- 35.2 The Chair of the People, Culture, Quality and Standards Committee noted that the OfS had released an update on the data dashboards to be used in the preparation of Access and Participation Plans. He recommended that governors reviewed commentary on these from the OfS Director of Fair Access and Participation. He noted that it was important for universities to consider how they would meet the challenge of the increasing attainment gap between different groups of students.

35.3 A member asked about the outcome of the TEF submission. The DVC confirmed that the University would receive the results during July 2023 and they would be published during September 2023.

The Dean Faculty of Business and Law and the Director of Library, Learning and Student Services left the meeting.

36/23 Update on completion of annual accounts

36.1 The Board received a verbal update on the completion of the annual accounts from the Interim Director of Finance (IDF).

Minutes 36.2 to 36.10 were in the confidential section of these minutes.

37/23 Report from Audit and Risk Committee

37.1 The Board received and discussed Paper M, a report from the Audit and Risk Committee.

Minute 37.2 was in the confidential section of these minutes.

37.3 A member asked for further information about the classification of investments. It was reported that in accordance with the advice of the auditors, funds held with an investment manager were now being classified as investments rather than cash. The IDF reported that the implications of this had been modelled. There was no risk that covenants would be triggered in future as a result of the accounting change. A breach of covenants occurred in November 2021, however a waiver had been in place at that point. The Chair of the Infrastructure and Resources Committee noted that

there was an outstanding action for the Infrastructure and Resources Committee to discuss the investment policy.

38/23 Partnerships Update

38.1 The Board received and discussed Paper N, an update on academic partnerships.

Minutes 38.2 to 38.17 were in the confidential section of these minutes.

38.18 A member noted that an overall report on the University's partnerships and a reiteration of the heat map for partnerships was an open action from a previous meeting. It was agreed that a report would be brought to the next meeting.

Action: DVC

The Interim Director of Finance and the Clerk left the meeting.

39/23 Reorganisation

39.1 The Board received and discussed Paper O, a business case for senior level reorganisation.

39.2 The VC introduced the paper and noted that the development of a high-performing and effective University management team was one of her objectives for 2022/23.

39.3 The VC reported that the CFO had decided to leave shortly after being permanently appointed, and that this was not related to the proposal in Paper O. The previous Executive Director of Finance had agreed to return on

a short-term basis for two days a week as Interim CFO. The Deputy Director of Finance had agreed to take on the role of Interim Director of Finance.

Minutes 39.4 to 39.11 were in the confidential section of these minutes.

39.12 In respect of Paper O, the COO reported that it set out the first stage of a potentially broader reorganisation and related predominantly to the senior management. She noted that the proposal resulted in very few redundancies. It separated directorates that were too broad or were unusual in their remits. The principles of the business case had been informed by the ongoing exercise to develop a new University strategy.

Minute 39.13 was in the confidential section of these minutes.

39.14 A member asked about the changes to the University Leadership Team as a result of the reorganisation. The VC confirmed the proposed addition of the following posts:

- Director of HR
- Director of Marketing and International Recruitment
- Director of Enterprise
- Director of Student Futures.

It was reported that the lead on academic partnerships would report to the Director of Enterprise.

39.15 The COO confirmed that the executive were using legal advice and external HR support to support the reorganisation.

39.16 A member asked whether the purpose of the reorganisation was to broaden and deepen the leadership team. The VC confirmed that the reorganisation would:

- Provide greater transparency and improved flow of information
- Give greater importance to certain parts of the University which needed more prominence
- Address structures that were not functioning adequately.

39.17 A member asked when staff who were affected by the reorganisation would be advised. The COO confirmed that the business case would be presented to ULT on 18 April 2023 and would be announced more widely on the following day.

39.18 The COO drew the attention of members to the separate appendix in Paper O, which set out a proposed change to the role of the Clerk to the Board. The COO reported that there could be greater co-ordination of areas in compliance, risk and governance, and this had been identified by internal audits. Therefore, the proposed change was a dual role. The Clerk would lead compliance, risk and governance in addition to the current responsibilities of the role, reporting to the Chair of the Board for Board work and the COO for other work. The COO noted that such dual roles were common but presented challenges, especially around independence. The dual reporting line was proposed to mitigate this. The COO noted the following benefits:

- Better information flow between ULT and the Board
- Focus on governance, risk and compliance, bringing additional protection
- The role would have greater leverage and authority.

39.19 A member noted that there was a new Chair of the Board starting on 3 April 2023 and suggested that his agreement to the changes should be sought.

39.20 A member asked what would happen if conflict between the dual roles could not be balanced. It was reported that this could be referred to the Chair, and potentially to the Board.

39.21 The COO noted that the paper had been brought to the Board for approval in principle to continue developing the role, and there were still practicalities to be addressed. The COO noted that the HE Code of Governance stated that dual reporting was an acceptable model.

39.22 A member noted that there was a dotted line from the Clerk to the Chair on page 23 of Paper O. The COO agreed to change this to dual reporting.

Action: COO

39.23 A member noted the benefits of changing the role of the Clerk, but confirmed that the primary responsibility should sit with the Chair of the Board, not the COO. If there was conflict the Clerk should have the security of knowing they had the support of the Board.

39.24 A member noted the need for a clear mechanism between the Chair and the COO to have interaction to ensure that the arrangement worked. There should be clear reporting lines and clarity on which duties and responsibilities fell to whom.

39.25 A member asked if the current Clerk had sufficient experience of risk management. The COO confirmed that the current Clerk had experience, and specialist resource would be allocated and recruited to enhance the risk management function.

39.26 A member asked about arrangements for performance management. It was confirmed that the role would be under the University's usual performance

management and probationary policies and procedures. It was noted that approving the proposal may mean there was no opportunity to return to the previous arrangement. It was agreed that the mechanism for the Board to feed back on how well the new arrangements were working would be via the Chair of the Board.

39.27 The Board approved in principle the proposed changes to the role of the Clerk to the Board, subject to the approval of the new Chair. The COO agreed to work through the practicalities of the dual role and report to the next meeting.

Action: COO

The COO and the DVC left the meeting. The Clerk joined the meeting.

40/23 Risk Assurance

Minutes 40.1 to 40.2 were in the confidential section of these minutes.

40.3 The Board discussed risk management across the University, and whether it was confident that risk was being proactively managed. It was noted that the Board was not currently receiving a risk register, but that the reasons for this were understood. It was confirmed that the risk register was in the process of being updated to make it fit for purpose. The most serious risks could then be referred to the Board to ensure that the Board had sight of how risks were being managed. The Chair of the Audit and Risk Committee reported that the Committee discussed a report on the key risks to the University at each meeting.

41/23 Mid-point review of new committee structure

41.1 The Chair asked members to feed back to the Clerk their views on the new committee structure.

42/23 Review of the meeting

42.1 The Chair asked members to feed back to the Clerk any comments about the meeting.

43/23 Forward agenda plan

43.1 The Board received and noted Paper P, the forward agenda plan.

44/23 Any Other Business

Interim Chair

44.1 The Board thanked the Interim Chair for covering the role of Chair for the last 10 months. The Board acknowledged the Interim Chair's contribution to the Board and to the University and thanked her for the outstanding job she had done.

45/23 Availability of Papers

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

Paper B – Vice Chancellors Report

Paper E – Spencer Perceval Halls of Residence Refurbishment

Paper F – Appointment of Chair of the Board

Paper G – Appointment of Independent Governor

Paper H – Suspension of Board Membership

Paper I – Report from Infrastructure and Resources Committee

Paper J – Report from Nominations and Governance Committee

Paper K – Report from Remuneration Committee

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

Paper M – Report from Audit and Risk Committee

Paper N – Partnerships Update

Paper O – Confidential Item

Paper P – Board Agenda Plan

46/23 Dates of Forthcoming Meetings

Board meeting - 24 May, 4pm – 7pm, T-Pod A

Remuneration Committee – 7 June, 3pm – 4.30pm, Senate 405

Nominations and Governance Committee – 7 June, 4.45pm – 6.15pm, Senate 405

Audit and Risk Committee – 8 June, 3pm – 5pm, Senate 401

Infrastructure and Resources Committee – 15 June, 3.30pm – 5.30pm, Senate 405

People, Culture, Quality and Standards Committee, 29 June, 3.30pm – 5.30pm,
Senate 404



Approved by Chair

24/05/2023

Date