

## **Board of Governors**

### **Minutes of the meeting held on 29 November 2023**

#### **Present**

Geoff Donnelly (Chair), Dayo Adedapo, Fajar Ajmal, Dinusha Boteju, Andy Burman, Sue Dutton, Roland Gray, Harriet Jones, Shiv Kaushike, Anne-Marie Kilday to item 151, Bhavya Mohan (except for items 135.3 to 135.10), Jon Scott, Michelle Teo, Vikramaaditya, Suzy Wallace, Paul Wood

#### **Apologies**

Matthew Hanmer, Deborah Parker

#### **In Attendance**

Janet Baines (Director of Finance and Planning) to item 151, Becky Bradshaw (Chief Operating Officer) to item 151, Emma Finlay (Governance Assistant), Matthew Haines (Director of Global Engagement) to item 151, Miriam Lakin (Associate Director of Governance, Compliance and Risk), Shân Wareing (Deputy Vice Chancellor) to item 138

#### **129/23 Welcome, Apologies and Quorum**

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

### **130/23 Declarations of interest**

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

### **131/23 Minutes of the meetings held on 28 September, 6 October, 25 October 2023**

131.1 With changes to item 124/23, the Board approved the minutes of the meetings held on 28 September, 6 October and 25 October 2023 as true records of those meetings.

### **132/23 Action list and matters arising**

132.1 The Board received and noted Paper A, the actions arising from previous meetings.

132.2 It was confirmed that a review of the Whistleblowing Policy and procedure had been added to the action list as an action arising from the previous meeting.

### **133/23 VC's Report**

133.1 The Board received and discussed Paper B, the VC's report.

133.2 With respect to difficulties navigating communications and behaviours in the context of the Israel-Gaza conflict, the VC reported that she had received a petition from students requesting that the University declared that it was pro-Palestine. The VC confirmed that the executive had followed UUK guidance and declined the request. It was noted that the new legislation on freedom of speech in universities added additional complexity in navigating communications of this type. A student governor noted that the Students' Union had taken a similar approach to the student petition. The VC requested a copy of the SU response.

**Action: Student Governor**

133.3 A member suggested that in the context of the current geo-political climate requests of this nature were discussed at Board level to ensure consistency of approach. The VC stated that whilst this would be possible, there was often a need to respond quickly. The member then suggested that the Board should ensure consistent application of an agreed approach, and that the Board should seek assurance about the framework in which the University made decisions on communications. The VC confirmed that the University's approach was that it was apolitical in order to ensure that it was inclusive. The Chair suggested flagging to the Board any statements which deviated from this principle. The VC stated that the University used advice from UUK and agreed to share this with the Board. It was also noted that where a decision was especially difficult, there was always the ability to consult the Chair of the Board in making a response.

**Action: VC**

133.4 A member asked whether Board members should be involved in the event on 12 February 2024 to disseminate the University Strategy to external stakeholders. Board involvement was encouraged.

133.5 The DVC reported on a recent event on the development of a regional engagement strategy. The strategy would be developed over the next year in dialogue with stakeholders. It would influence the University's approach to education, research, knowledge exchange and enterprise and ensure the University was embedded in the region.

133.6 A member commended the decision of the University to work towards the Mental Health Charter accreditation. He noted that student mental health was on the agenda for the Office for Students and could become a condition of registration.

133.7 The VC reported on the ongoing consultation on the future of the Institute of Creative Leather Technologies (ICLT). The VC noted that members of the Board and University Leadership Team had received a counter proposal directly from ICLT staff. The VC noted that the consultation document had set out the reasons for the proposals about the future of the ICLT. The VC confirmed that the University Leadership Team would discuss the counter proposal at its next meeting, and would make a decision.

Minutes 133.8 to 133.13 were in the confidential section of these minutes.

### **134/23 Students' Union report**

134.1 The Board received and discussed Paper C, the report from the Students' Union.

134.2 The President of the SU introduced the paper which reported on the latest findings from the student pulse survey. These included:

- Satisfaction with the quality of courses which reflected the work of the faculties and faculty reps
- Ongoing concern about mental health and wellbeing.

She confirmed that she would be focusing on how the SU could provide more support for students who had external pressures which could affect continuation and completion. The Chair asked if the results of the student pulse survey were presented to the University Leadership Team (ULT). It was confirmed that they were presented to ULT and also the Student Experience Forum and Senate.

- 134.3 A member referred to the frequency of the student pulse survey and noted that over-surveying could risk reducing engagement. It was confirmed that there was a University-wide approach to the effective use of surveys.
- 134.4 A member asked whether there was any opportunity to investigate the reasons behind the scores on mental health and well-being. It was confirmed that there was no way to interrogate the student pulse data further. However, there were multiple ways to gain student feedback.
- 134.5 A member asked about suggestions about more effective timetabling to facilitate student engagement. It was confirmed that this discussion was related to a number of projects such as the Student Records System and a review of the cost base and target operating model. There were also implications for staff workload.

### **135/23 University response to review of partnerships**

- 135.1 The Board received and discussed Paper D, the actions to be carried out in response to the independent review of arrangements for approving, governing, and monitoring academic partnerships.
- 135.2 The Director of Global Engagement introduced the action plan. This was based on the 14 recommendations in the review. Each recommendation had been separated into individual actions with owners and a timeline identified.

Bhavya Mohan left the meeting.

- 135.3 The Chair asked whether there were any hesitations or doubts about implementing the recommendations. It was confirmed that there were not, and that recommendations had been reviewed and fully supported by the University Leadership Team.

- 135.4 Members stated that it was positive to see the report and noted the excellent work of the Deputy Vice-Chancellor and Director of Global Engagement.
- 135.5 A member asked whether there would be a final check by the Audit and Risk Committee or the Board for partnerships that had a greater degree of risk. It was suggested that it should be standard practice to make the Board aware of partnerships with a greater degree of risk, and that it may be possible to identify different tiers of partnership risk, with activities in the highest tier being referred to the Board.
- 135.6 It was noted that several mechanisms had been put in place to reduce the risk and ensure greater scrutiny. A Partnership Committee would review all proposals. A standard reporting system had been put in place. Template Memorandum of Understanding and Memorandum of Cooperation documents had been created and would be used in future. As the Memorandum of Cooperation was legally binding, legal advice would always be sought where there was a proposal to deviate from the template. It was suggested that proposals to amend the Memorandum of Cooperation should be reviewed by the Board.
- 135.7 A member asked about the mechanism to carry out checks to ensure that the control framework continued to be robust in the future. It was reported that a detailed partnership strategy and risk matrix had been put in place. The Partnership Committee would carry out regular reviews of each partnership. It was confirmed that internal audit would be carried out more regularly in this area as a further check on the effectiveness of the controls.
- 135.8 A member asked about the documented process for reporting on partnerships. It was confirmed that the reporting template had been presented at the Board meeting on 6 October. This meant that partnership

reports would be consistent over time. An annual report would be presented to the Board, including an overview and RAG rating. Reports by exception could also be made via the Partnership Committee. It was noted that the Partnership Committee was in a separate line of management to the Director of Global Engagement which provided a further control.

135.9 A member asked whether there was still a restriction on approving new partnerships. The COO confirmed that the restriction would remain in place until the Board had sufficient assurance that the control framework was adequate.

135.10 The Board approved the action plan as set out in Paper D.

Bhavya Mohan re-joined the meeting.

### **136/23 Global Engagement Strategic and Operational Plan**

136.1 The Board received and discussed Paper E, the Global Engagement Strategic and Operational Plan.

136.2 The Director of Global Engagement introduced the strategy. He reported that with the aim of enhancing the student journey, the new Global Engagement directorate combined:

- International student recruitment
- Academic partnerships
- International student support.

136.3 The Director of Global Engagement stated that partnerships would be developed on a collaborative basis and in alignment with University strategy. They may involve research or student exchange alongside academic partnership. Key Performance Indicators focused on delivery that was sustainable. The importance of wider ownership of partnerships by the

faculties was noted, and the Global Engagement directorate would support this. The Director of Global Engagement noted opportunities for future partnership development in larger markets. He also noted that focusing on markets which were more heavily regulated would offer a second level of assurance. The Director of Global Engagement set out plans to enhance the international student experience. He noted the challenges and opportunities for the Global Engagement directorate.

136.4 The Chair asked whether all the necessary resource to carry out the strategy had been identified and would be allocated. The Director of Global Engagement stated that resources were adequate although some realignment may be required.

136.5 A member asked how the Global Engagement directorate would support the Deans in their ownership of partnerships. The Director of Global Engagement reported that there would be a close working relationship to enable management of the risks, and that this was supported by an overall strategy and by individual faculty plans.

136.6 A member asked about engagement with alumni overseas. The Director of Global Engagement stated that alumni relations was not well-resourced and therefore the database was not as up to date as it could be. He noted that there were relationships with alumni overseas through contacts and those that had stayed in touch. Increased interaction would help to increase the accuracy of the data and therefore ensure that the opportunity to keep in touch was not missed.

136.7 A member noted that some partnerships would be cross-faculty and asked how a consistent approach would be achieved. The Director of Global Engagement reported that the controls would be consistent, as would the



oversight of the Partnership Committee. There would need to be regular conversations between faculty deans, and this was already in place.

136.8 A member asked about the reporting line of the Partnership Committee. It was confirmed that this would be to the executive, with an annual report to the Board.

136.9 A member asked whether there would be an assessment of alignment with University values when considering international partnerships. It was confirmed that there would be a review of the relevant country's human rights record as part of due diligence.

136.10 The Board approved the Global Engagement Strategic and Operational Plan as set out in the paper.

### **137/23 Partnership Critical Incident Group: Review and Closure**

137.1 The Board received and discussed Paper F which reviewed the work of the Critical Incident Group on partnerships and recommended its closure.

137.2 The DVC introduced the paper and reported that the Critical Incident Group had carried out the work in its remit. It was now in a position to be dissolved as part of the transition to business as usual.

137.3 The Board agreed the closure of the Critical Incident Group. The Board thanked the Deputy VC and the members of the Group for their hard work.

137.4 The Board then discussed how to return academic partnerships, and particularly their development and approval, to business as usual. Members noted that it was not yet clear when and how the Board of Governors would have oversight of higher risk developments.

137.5 The Board agreed to lift the restriction on new partnership development.

137.6 It was agreed that a proposal on Board authority on partnerships would be presented to the next Board meeting. At that stage, the Board would decide

whether to lift the restriction on signing new memoranda of understanding and cooperation, consistent with the existing delegations of authority.

**Action: Director of Global Engagement, COO**

### **138/23 Teaching Excellence Framework and National Student Survey**

138.1 The Board received and discussed Paper H, a report on the results of the recent Teaching Excellent Framework (TEF) and National Student Survey (NSS) and plans in response to these.

138.2 The Deputy Vice-Chancellor (DVC) introduced the paper and reported that it contained the next steps to enhance TEF and NSS outcomes including changes to infrastructure, culture and staffing. The DVC reported on several specific projects including the new directorate of Student Futures which would work on student outcomes, the development of the new learning and teaching strategy and projects to improve the student experience. The DVC noted the importance of using accurate and timely data to inform activity.

138.3 The Chair encouraged the University to maintain a high level of engagement, noting the risk that areas which performed well in the NSS in one year did not maintain performance.

138.4 A member noted that the next TEF exercise would consider educational gain in detail and asked about the development of formal strategies on educational gain. The DVC stated that this would be developed through the Teaching and Learning strategy.

The DVC left the meeting.

### **139/23 Report from People, Culture, Quality and Standards Committee**

139.1 The Board received and discussed Paper G, a report from the People, Culture, Quality and Standards Committee.

139.2 The Chair of Committee introduced the paper. He confirmed that the preparation of the Access and Participation Plan (APP) was on track for timely submission. He confirmed that the Prevent data return had been signed by the Chair of the Board. The Chair of Committee referred to the horizon scanning items discussed by the Committee. He noted that a recent civil court judgement on the duty of care of a university towards a student could have wider implications for the sector. He noted that since the meeting, there had been a proposal from the Department of Education about university service level agreements in case of staff strike action. The VC and COO confirmed that they were also aware of this and tracking developments.

139.3 A member asked about the approach the University would take on duty of care towards students. The VC reported that the legal debate on the issue was ongoing and would continue to be monitored.

### **140/23 Report from Infrastructure and Resources Committee**

140.1 The Board received and discussed Paper I, the report from the Infrastructure and Resources Committee.

140.2 The Deputy Chair of Infrastructure and Resources introduced the paper. He stated that the executive had been working with the UK Infrastructure Bank on future investment. A business case on the development of student accommodation had been prepared to validate the University's approach. The business case had the support of the Committee. The Committee had also reviewed the top risks to IT and requested a further report on how initiatives to address the risk were being implemented.

140.3 A member noted that the Committee's level of assurance for IT risks was noted as reasonable, however the report referred to serious issues. It was reported that a number of risks on the IT risk register were still regarded as critical. However, the Committee had taken reasonable assurance about the plans and measures in place to reduce the risks.

### **141/23 Business case for student accommodation**

141.1 The Board received and discussed Paper J, a business case for building further student accommodation on the Waterside campus.

141.2 The Chair confirmed that the Board was asked to approve the business case in principle to enable the executive to discuss the project with the UK Infrastructure Bank (UKIB). The COO introduced the paper. She reported that the project was a result of the Estate Development Framework which contained the priority ranking for developments. The project was also built into the long-term financial model which had been discussed with UKIB.

141.3 The COO reported that the document was a new approach to business cases which was comprehensive and considered alignment to strategy. The COO confirmed that the Green Book guidance from HM Treasury had been used to meet the requirements of UKIB. She confirmed that discussions with UKIB would begin once the Board had approved the business case in principle.

141.4 The COO noted that Benefit Cost Ratio on the cover sheet should read 1.31 not 1.21.

141.5 The COO reported that additional student accommodation had been envisaged as part of second phase of Waterside development, and drew the attention of the Board to the analysis of supply and demand in the paper.

Minute 141.6 was in the confidential section of these minutes.

141.7 A member asked about alternative uses, should the accommodation not be filled with students. It was reported that the Infrastructure and Resources Committee had explored the same question and concluded that the likelihood of the accommodation not being used was very low. The COO stated that the risk grew if student recruitment did not continue at the current trajectory. There would therefore be a review of the student recruitment position and pipeline before the project began.

141.8 The COO noted that there would be a significant lag between approval and completion of the project. The project could take 2 to 3 years to deliver.

141.9 A member asked whether there had been a discussion about the prioritisation of capital projects and whether this was the right project to present to UKIB. The COO confirmed that the Infrastructure and Resources Committee had discussed the long-term financial strategy and outline capital projects. She noted that there would be further estates decisions in the future and suggested that the Board reviewed the full plan at a future meeting.

**Action: COO**

141.10 The Deputy Chair of Infrastructure and Resources Committee stated that the student accommodation project had stood out in terms of the balance of risk and reward, the benefits to the student experience and the predicted return on investment.

141.11 A member noted that 1% of the rooms would be accessible and asked whether this reflected the current estate. The COO confirmed that it did but

noted the need to refine the proposal based on a the most current information about the student body.

141.12 The Board approved in principle the draft business case for development of further student accommodation at Waterside campus.

### **142/23 Finance report**

142.1 The Board received and discussed Paper M, the period three management accounts.

142.2 The Director of Finance and Planning stated that student tuition figures were reported to budget pending a change in the invoicing process which would produce more accurate figures. She confirmed that the number of Home fee status undergraduate students had dropped by around 200. However, the loss of income would be absorbed through the performance of income from investments which had increased by £600k. Whilst the immediate shortfall in student numbers was not an issue, the Director of Finance and Planning noted the need for plans to increase student numbers, as the downturn was a sector-wide issue.

142.3 The Director of Finance and Planning reported on the reasons for adverse variances in the paper.

142.4 The Chair noted that the Board would consider the half year forecast at the next meeting.

142.5 The Director of Finance and Planning advised the Board that the University had two bank accounts in addition to the main account with Lloyds. She noted that both the signatories had left the institution and this was preventing the receipt of bank statements. She asked the Board to approve a change to the authorised signatories.

142.6 A member asked about the reason for having multiple bank accounts. It was confirmed that additional accounts had been opened in 2014 to see which accounts yielded the best interest rates.

142.7 A member suggested keeping one of the accounts as a contingency from an operational perspective. The Director of Finance and Planning stated that the University had same day access to funds in its investment portfolio with Kingswood.

142.8 The Board resolved that the authorised signatories of the University's account with Royal Bank of Scotland, Account no: 1014432 be changed as follows:

The following persons to be appointed as new signatories:

- Janet Baines, Director of Finance and Planning
- Scott Freeman, Deputy Director of Finance and Planning

The following persons to be removed as authorised signatories:

- Mark Hall
- Damian Pickard
- Jeremy Weeks

142.9 The Board resolved that the authorised signatories of the University's account with Virgin Money, Account no: 41148304 be changed as follows:

The following persons to be appointed as new signatories:

- Janet Baines, Director of Finance and Planning
- Scott Freeman, Deputy Director of Finance and Planning

The following persons to be removed as authorised signatories:

- Mark Hall
- Damian Pickard
- Jeremy Weeks

142.10 The Board resolved that these changes would take effect upon each bank's receipt of this resolution.

### **143/23 TRAC return**

143.1 The Board received and discussed Paper N, a report on how the University complied with Transparent Approach to Costing (TRAC) requirements in 2021-22, and the TRAC return to be submitted to the Office for Students.

143.2 The Director of Finance and Planning noted that the report would normally be presented during January but had been delayed due to the delayed financial statements. The Chair noted that it would normally be reviewed by the Infrastructure and Resources Committee but had been referred to the present Board meeting for expediency.

143.3 Based on the information in the paper, the Board confirmed the University's compliance with the requirements of TRAC in 2021-22.

### **144/23 Report from Nominations and Governance Committee**

144.1 The Board received and discussed Paper Q, a report from the Nominations and Governance Committee on its last meeting.

144.2 The Chair of Committee stated that there were three items on which the Committee had received medium assurance, one of which was the completion of mandatory training. The Chair of the Board thanked members for their progress to date in completing training. The Chair encouraged members to complete training by the end of the calendar year.

144.3 The Chair of the Nominations and Governance Committee confirmed that the process to identify a new Deputy Chair and Senior Independent Member was progressing.



144.4 The Chair of the Nominations and Governance Committee confirmed that succession planning for the role of Chancellor and Pro-Chancellor was ongoing.

### **145/23 Any Other Business**

#### **Artificial Intelligence (AI)**

145.1 A member asked about the University's work on AI and in particular about the University's view on AI study tools for students. The VC confirmed that there was a group working on the University's approach to AI. The project was at the early stages, but there had been guidance to students about how to engage positively with the use of AI and what to avoid. The group was also looking at AI from a strategic perspective, for example its use to develop systems to improve efficiency and enhance the student experience.

#### **Ofsted Inspection of Apprenticeships**

145.2 The COO confirmed that an Ofsted Inspection of apprenticeship provision was ongoing.

### **146/23 Ratification of signatures under seal**

146.1 The Board ratified the signature of documents under seal as set out in Paper R.

### **147/23 Reportable Events**

147.1 The Board received and noted Paper S, a summary of the reportable events made to the Office for Students since the previous meeting.

### **148/23 Forthcoming Events**

148.1 The Board received and noted Paper T, a summary of forthcoming events. Members were encouraged to attend the staff Christmas Quiz on the evening of 12 December.

## **149/23 Stakeholder Power/Interest Matrices**

149.1 The Board received and noted Paper U, the results of an exercise to develop stakeholder power/interest matrices carried out by the Board and University Leadership Team.

## **150/23 Confirmation of availability of papers**

The following papers were confirmed as confidential to the meeting:

Paper B – VC's report

Paper D – HCR Review Action Plan

Paper E – Global Engagement Strategic and Operational Plan

Paper F – Partnerships Critical Incident Group: Review and Closure

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

Paper I - Report from Infrastructure and Resources Committee

Paper J - Business case for student accommodation

Paper K – Period 3 Management Accounts

Paper L – TRAC Compliance

Paper P - Report from the Remuneration Committee

Paper Q – Report from Nominations and Governance Committee

Paper R – Ratification of signatures under seal

## **151/23 Dates of future meetings**

Wednesday 24 January, 4-7pm T-Pod A

Wednesday 27 March, 4-7pm T-Pod A

Wednesday 22 May, 4-7pm T-Pod A

The VC, COO, Director of Finance and Planning and the Director of Global Engagement left the meeting.

## **152/23 Report from the Remuneration Committee**

- 152.1 The Board received and discussed Paper P, a report from the last meeting of the Remuneration Committee.
- 152.2 The Chair of Committee reported that it had reviewed the VC's objectives, terms and conditions and remuneration. He reported that the Committee had agreed to increase the VC's salary from 1 September 2023.

Minutes 152.3 to 152.11 were in the confidential section of these minutes.

Andy Burman

Approved by Chair

24/01/2024

Date