

Board of Governors

Minutes of the meeting held on 27 March 2024

Present

Andy Burman (Chair), Dayo Adedapo, Fajar Ajmal, Dinusha Boteju, Sue Dutton, Roland Gray, Harriet Jones, Anne-Marie Kilday, Deborah Parker, Jon Scott, Michelle Teo, Suzy Wallace, Paul Wood

Apologies

Vikramaaditya

In Attendance

Janet Baines (Director of Finance and Planning), Becky Bradshaw (Chief Operating Officer), Judy Chandler (Observer), Emma Finlay (Governance Assistant), Miriam Lakin (Associate Director of Governance, Compliance and Risk), Rachel Nash (Observer), James Seymour (Director of Marketing and Student Recruitment), Shân Wareing (Deputy Vice Chancellor)

26/24 Welcome, apologies and quorum

26.1 The Chair welcomed those present, noted apologies and confirmed that the meeting was quorate. In particular he welcomed Judy Chandler and Rachel Nash who were attending as observers. The Chair also welcomed the Director of Marketing and Student Recruitment as a guest member of the University Leadership Team in attendance for the meeting.

26.2 The Chair congratulated Fajar Ajmal on her election as President of the Students' Union for 2024/25. He advised the Board that Bhavya Mohan had stepped down as President of the Students' Union as of 18 March 2024 was therefore no longer a Board member.

27/24 Declarations of interest

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

28/24 Vice Chancellor's report

28.1 The Board received and discussed Paper A, the VC's report.

28.2 In respect of changes to the senior team, the Vice Chancellor noted that information about arrangements following the departure of the Deputy Vice Chancellor had been circulated to the Board on 11 March 2024. This advised that the COO would be appointed as deputy to the VC.

28.3 A member asked whether the changes had been communicated to the University. The VC confirmed that the University Leadership Team had been advised, and agreed to ensure that all staff were informed.

Action: VC

28.4 In respect of a reference in the VC's report to new measures announced by the Minister of State to tackle antisemitism on campus, a member asked whether there had been any incidents of antisemitism or hate crime on the University's campus. The VC reported that there had been a very small number of incidents which were not antisemitic. The VC gave assurance that there were robust processes in place to deal with hate crimes, and that action was taken. She noted that security on campus was kept under review.

- 28.5 It was reported that the Chief Information Officer had recently left the University. It was confirmed that recruitment for a replacement would start after Easter.
- 28.6 A member asked whether the risks of not having a Chief Information Officer in place were appropriately covered. The COO reported that the Student Records System project was of most concern. A new Project Sponsor would be appointed. There was also third-party support to cover the key risks and activities. The COO reported that as necessary an interim CIO appointment could be considered.

29/24 Update on Resilience and Institutional Sustainability Exercise

- 29.1 The Board received and discussed Paper B, a presentation on the progress of the Resilience and Institutional Sustainability Exercise (RISE) project.
- 29.2 The COO advised the Board that the first phase of the project to define the financial baseline had been completed and the high-level findings had been received which were reported in the presentation.

Minutes 29.3 and 29.4 are in a confidential section of these minutes.

- 29.5 The Deputy Vice-Chancellor (DVC) gave an overview of the academic portfolio review and introduced the balanced scorecard approach to be taken. She reported that the Dean of Health, Education and Society and the Dean of Business and Law would take over the review on her departure.
- 29.6 A member asked about the potential impact of the academic portfolio review on the course offer. The DVC reported that the review would take into account the data and comparative factors and form the basis for conversation.

- 29.7 A member asked whether courses could be analysed based on the amount of debt they generated, as this could be a consideration. The Director of Finance and Planning reported that this level of detail could not be provided.
- 29.8 The Director of Finance and Planning reported that the debt management part of the current finance system made this type of analysis difficult. Some reports were available currently but the transfer of student debt management to the new Student Records System would improve reporting and efficiency.

Minutes 29.9 to 29.16 are in a confidential section of these minutes.

- 29.17 A member asked whether the University's competitors were facing similar challenges. It was noted that current issues were sector wide and caused by changes to international student recruitment. It was noted that the University and College Union had produced data on cuts across the HE sector and this would be distributed after the meeting.
- 29.18 The Chair stated that there may need to be a separate Board meeting before the planned meeting in July to discuss further.

30/24 Student Recruitment Update

- 30.1 The Board received and noted Paper B, a report from the Director of Marketing and Student Recruitment covering the student recruitment market, current performance and measures to improve the position. An accompanying presentation also gave information about the development of the University's brand strategy.
- 30.2 A member asked for further information about applicants who accept offers but do not then progress. The Director of Marketing and Student Recruitment reported that they typically fell into distinct groups, and that

targeted intervention was being put in place depending on the group. This may be a better use of resources than spending on a clearing campaign.

- 30.3 A member asked if this was the first time the University had put such interventions in place. It was reported that there was a more focussed and concerted approach based on data and analysis. For example, academic and professional services colleagues across the University would be encouraged to help. There was also more focus on encouraging offer-holders to take up their places.
- 30.4 A member asked if the University carried out research about the approach of universities with better rates of conversion of offers. It was reported that the University carried out its own surveys of applicants and also subscribed to a UCAS service which produced rich data. This informed consideration of what the University could offer to applicants.
- 30.5 A member noted that large employers in the region may offer a recruitment opportunity and asked what relationships the University would leverage with employers. The Vice Chancellor reported that the University had embarked on a new stakeholder engagement strategy. This aimed to ensure that the University capitalised fully on the relationships it had and the businesses around it. The Vice Chancellor would bring a further report on this to the Board in due course as it was key to the University's strategy.
- Action: Vice Chancellor**
- 30.6 It was noted that there was a role for governors to play in introducing their networks and contacts to the University.

31/24 Key Performance Indicators 2023-25 – Confirmation and Progress Update

- 31.1 The Board received and discussed Paper D. The paper gave an update on the Key Performance Indicators (KPIs) first approved by the Board in October 2023 as a number of data points had not been available at that time. The paper also gave an update on those KPIs for which a mid-year review could be given.
- 31.2 The COO reported that the format of reporting to the University Leadership Team would be changed to ensure a greater focus on KPI performance and risk monitoring.
- 31.3 A member asked if the gender pay gap was relative to staff grades or across them. It was reported that the gap was across grades. It was reported that the full gender pay gap report had recently been published on the University's website and included a breakdown by grade. It was agreed that the report would be circulated for information.

Action: Clerk

- 31.4 In respect of the two KPIs on first time pass rates it was noted that the target was less than 10 percentage points. This would be corrected in future versions.

Action: COO

32/24 Financial performance – Period 7 Management Accounts

- 32.1 The Board received and discussed Paper A, the management accounts to 29 February 2024.

Minute 32.2 is in a confidential section of these minutes.

32.3 A member asked about the reason for the significant budget variance in the Faculty of Business and Law. It was reported that the reduction in international student numbers had had a particular impact on this faculty which typically recruited a high number of international students.

32.4 A member asked if the University's MBA courses were professionally accredited. It was reported that there were not currently, but that professional accreditation was being sought.

33/24 Students' Union Update

33.1 It was reported that Paper F had been withdrawn. It was therefore not considered at the meeting.

34/24 Report from Audit and Risk Committee

34.1 The Board received and discussed Paper G, a report from the meeting of the Audit and Risk Committee held on 7 March 2024.

34.2 The Chair of the Audit and Risk Committee introduced the paper. The Chair of the Committee reported that the Committee currently had a low number of members and advised the Board to moderate the amount of assurance it took from the Committee accordingly.

34.3 The Chair of the Committee noted that the Committee had agreed to:

- ensure that the Infrastructure and Resources Committee was aware of the result of a recent internal audit of IT
- Raise concerns about the finances of the Students' Union with Board members from the SU so that they could feed back to the SU

Action: Student governor

35/24 Report from People, Culture, Quality and Standards Committee

- 35.1 The Board received and discussed Paper H, a report from the meeting of the People, Culture, Quality and Standards Committee held on 8 February 2024. This included the Human Resources Annual Report as Appendix 1.
- 35.2 In reference to the Human Resources Annual Report, a member noted that rates of long-term sickness had increased and asked if there was any reason for this. The COO agreed to request more information.

Action: COO

36/24 Pro Chancellor

- 36.1 The Board noted the sad passing of David Laing, the University's first Pro Chancellor on 3 March 2024.
- 36.2 The Board acknowledged David Laing's immense contribution to the University over many years of involvement, in his appointment as Pro Chancellor since 2015, and his service as an external member of the Nominations and Governance Committee.
- 36.3 The Board passed its condolences to David Laing's family. It was reported that there would be a memorial service and the date would be distributed to Board members. The University was waiting to speak to the family about the best way for the University to memorialise David Laing.

37/24 Report from Nominations and Governance Committee

- 37.1 The Board received and discussed Paper I, a report from the meeting of the Nominations and Governance Committee held on 7 February 2024.
- 37.2 In addition to the paper, the Chair of the Board reported the following appointments made by the Committee since the meeting:
- Harriet Jones as Chair of the Audit and Risk Committee

- Dayo Adedapo as Chair of the Infrastructure and Resources Committee
- Daniel Lister as a new external member of the Infrastructure and Resources Committee.

The Chair of the Board reported that this meant potentially some movement of committee membership. In particular, the Audit and Risk Committee was depleted.

38/24 Appointment of new governors

38.1 The Board noted that it had approved by circulation the appointment of three new independent governors, subject to them meeting all the conditions of offer.

39/24 Appointment of Deputy Chair of the Board

Paul Wood left the meeting

39.1 The Board received Paper J, a proposal to appoint Paul Wood as Deputy Chair of the Board.

3.2 The Board approved the appointment of Paul Wood as Deputy Chair of the Board. The appointment would take effect from 1 August 2024 for a three-year term of office.

Paul Wood returned to the meeting.

40/24 Appointment of Senior Independent Member

Deborah Parker left the meeting

40.1 The Board received Paper K, a proposal to appoint Deborah Parker as Senior Independent Member of the Board.

- 40.2 The Board approved the appointment of Deborah Parker as Senior Independent Member of the Board. The appointment would take effect from 1 August 2024 for a three-year term of office.

Deborah Parker returned to the meeting

41/24 Appointment of Pro Chancellors

- 41.1 The Board received Paper L, a proposal to appoint two Pro Chancellors.
- 41.2 The Board approved the appointment of Mark Lawson and Morcea Walker as Pro Chancellors of the University, each for a three-year term of office from 1 April 2024.

Clerk's note: The term of office began on 1 May 2024 in order to align with investiture events at the graduation ceremonies on 7-9 May.

42/24 Report from Remuneration Committee and Remuneration Committee Annual Report

- 42.1 The Board received Paper M, a report from the meeting of the Remuneration Committee held on 7 February 2024.
- 42.2 The Board received and noted the Remuneration Committee's annual report for 2022-23.

43/24 Minutes of the meeting held on 24 January 2024

- 43.1 The Board approved the minutes of the meeting held on 24 January 2024 as a true record of that meeting.

44/24 Action list and matters arising

- 44.1 The Board noted Paper N, a list of the actions arising from previous meetings.
- 4.2 It was reported that plans to invite governors to a student open meeting were being made. The Board agreed to hold an open meeting with staff at 3-4pm on Wednesday 22 May.

Action: Clerk

45/24 Proposed meeting dates for 2024-25

- 45.1 The Board received Paper O, the proposed Board meeting dates for 2024-25. The Board approved the dates.

46/24 Departing staff

- 46.1 As it was her final meeting, the Board thanked Shan Wareing for her hard work and very significant contribution to the University in her time as Deputy Vice Chancellor and wished her every success in her new role.
- 46.2 As it was her final meeting, the Board thanked Emma Finlay for her hard work and contribution to the smooth running of the Board during her time as Governance Assistant and wished her success in her new role.

47/24 Confirmation of availability of papers

The following papers were confirmed as confidential to the meeting:

Paper A – VC’s Report

Paper B – Update on RISE

Paper C – Student recruitment update and accompanying presentation

Paper D – Key performance indicators confirmation and progress update

Paper E – Financial performance

Paper G – Report from Audit and Risk Committee

Paper H – Report from People, Culture, Quality and Standards Committee, including Appendix 1, the HR Annual Report

Paper I – Report from Nominations and Governance Committee

Paper J – Appointment of Deputy Chair of the Board

Paper K – Appointment of Senior Independent Member

Paper L – Appointment of Pro Chancellors

Paper M – Report from Remuneration Committee. Appendix 1, the Remuneration Committee Annual Report will be published

Paper N – Action list

Paper P – Reportable events

Paper R – VC's 360 degree feedback

48/24 Dates of future meetings

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

Wednesday 17 July, 4-7pm T-Pod A

49/24 Reportable events

49.1 The Board received and noted Paper P, a summary of the reportable events submitted to the Office for Students since the previous meeting.

50/24 Forthcoming events

50.1 The Board received Paper Q, a list of forthcoming events. Board members were encouraged to attend graduation ceremonies which were taking place

7-9 May. Board members reminded about the University People Awards on the evening of 10 July.

51/24 VC's 360 Degree Feedback

51.1 The Board received Paper R, the results of the VC's recent 360 degree feedback exercise and the resulting actions.

Approved by Chair

Date: 22 May 2024