

BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held on Tuesday 19 March 2024.

Present: Richard Bacon (Chair), Jenny Body, Laura Claydon, Carolyn Donoghue (absent from G24.03.4.17 to G24.03.11.13), Domini Harewood, Priya Kaur, Professor Dame Julie Lydon, Ian MacKenzie (from G24.03.4.4), Grant Mansfield, Professor Elena Marco (until G24.03.10.1), Kolawole Samuel Olure (until G24.03.10.1), Jamie Paddon, Professor Jim Smith (until G24.03.10.1), Tim Simmonds, Margaret Simmons-Bird, Dave Tansley (from G24.03.4.8), Professor Sir Steve West (until G24.03.10.1), Kalpna Woolf (from G24.03.2.2), Andrea Young.

In Attendance: Dr Jodie Anstee, Clerk, Professor Amanda Coffey, DVC and Provost (until G24.03.10.1), William Liew, Chief Financial Officer (until G24.03.10.1), Jo Midgley, DVC and Registrar (until G24.03.10.1), Dan Wood, Chief People Officer (until G24.03.10.1), Jessica Wrigley, Governance Officer (until G24.03.10.1), Christine Gledhill, Deputy Clerk (minutes).

G24.03.1 DECLARATIONS OF INTERESTS

Members were invited to declare any agenda items for which they may be conflicted.

No declarations were received.

G24.03.2 MEMBERSHIP AND APOLOGIES

G24.03.2.1 No apologies for absence had been received.

Confirmation of appointments

G24.03.2.2 Members **approved** the following recommendations of the Nominations and Governance Committee:

- Grant Mansfield, Independent Member to serve for an exceptional third term of office of 3 years, to 14 November 2027.
- Michaela Munro to serve as Co-opted Member of the Audit, Risk and Assurance Committee for an initial term of office of three years, to 19 March 2027.
- Jennifer Whitten to serve as Co-opted Member of the Audit, Risk and Assurance Committee for an initial term of office of three years, to 19 March 2027.
- Ganapathi Supramaniam to serve as a Co-opted Member of the Finance, Estates and IT Committee for an initial term of office of three years, to 19 March 2027.
- Professor Elena Marco to serve as Academic Board Nominee for a term of office of three years, to 19 March 2027.

Kalpna Woolf, Independent Member arrived at the meeting.

G24.03.3 MATTERS RAISED BY LAY GOVERNORS

G24.03.3.1 The Chair shared with attendees that Lay Governors had had an informal discussion with the Vice-Chancellor at their session earlier that morning at which Governors had

stressed their keenness to ensure that throughout all the work being undertaken in response to the issues being experienced across the sector in terms of student recruitment, that a focus be maintained on the continued success of the University for the future.

The Chair invited Governors to share details of any recent University events attended or other visits to the University.

G24.03.3.2 Jenny Body, Independent Member informed the Board that she had presented the Welcome address at the International Women's Day event hosted by the University on 8 March 2024, which had covered the impact of the Alta Mentoring Scheme.

G24.03.3.3 Tim Simmonds, Independent Member shared that as a result of the initiative of fellow Independent Governor Laura Claydon, a collaborative partnership 'UWE Futures' had been established between the University and four law firms, for final year undergraduate Black, Asian and Minority Ethnic students from low income backgrounds. Members commended the partnership and asked whether this could be similarly extended to other areas such as Media, Accountancy, etc.

G24.03.4 MINUTES AND MATTERS ARISING

Paper G24/03/01 was received

G24.03.4.1 Members **approved** the minutes of the meeting held on 28 November 2023.

Matters Arising

G24.03.4.2 Members noted that all actions arising from the last meeting were closed, or were to be considered in the business of this meeting.

G24.03.4.3 University Chancellor (G23.11.8.9 refers)
Paper G24/03/02 was received

G24.03.4.4 Members noted that if the proposed nomination was approved, the University would arrange installation as Chancellor at a July 2024 graduation ceremony, with a dinner to celebrate the installation the evening before, bringing in key individuals from the Creative sector.

Ian MacKenzie, Independent Member arrived at the meeting.

G24.03.4.5 Members were reminded that the University also had a number of Pro Chancellors, including the recently retired Professor Paul Olomolaiye and that their role was to support the Chancellor in whichever ways they might require (e.g. substituting for the Chancellor, particularly at award ceremonies but also at other events and as an ambassador for the University).

G24.03.4.6 Members **approved** the recommendation that Sir Peter Bazalgette be appointed as University Chancellor.

Dave Tansley, Independent Member arrived at the meeting.

G24.03.5 COMMITTEE ASSURANCE REPORTS

Paper G24/03/03 was received

G24.03.5.1 People, Culture, Quality and Standards (PCQS) Committee

Jenny Body, PCQS Chair, summarised the discussions held by the Committee at its meeting on 22 January 2024. Members noted the following in particular:

G24.03.5.2 *Annual Academic Quality Report*

- i. The report had been reviewed extensively through the academic governance process, including Academic Board, prior to consideration by the Committee.
- ii. The value of Board Members attending Academic Board meetings as observers and providing feedback on discussions to the PCQS Committee.
- iii. The RAG rating in relation to the Student Voice and Engagement had dropped to Amber; the University was aware that issues existed but was confident that the ongoing collaborative work with the Students' Union on reimagining student representation, would resolve these.
- iv. All other RAG ratings remained unchanged.
- v. The Committee's endorsement of the report, for confirmation of assurance to the Board of Governors; this to be considered as a separate agenda item later in the meeting.

G24.03.5.3 Members referred to the RAG rating (Green) for 'Personal developments, employability and graduate outcomes' on page 19 of the report, commenting that two of the three bullet points on the next page appeared to contradict this rating, and asked if this could be explained.

G24.03.5.4 Professor Amanda Coffey, DVC and Provost advised that the University was monitoring this closely and it was felt unwise to adjust the rating to Amber based upon only one year of data. Members noted that the Board would consider this again in the next annual report.

G24.03.5.5 *Annual Research Integrity Report*

- i. The Committee's endorsement of the report, for confirmation of assurance to the Board of Governors and for publication in line with external requirements; this to be considered as a separate agenda item later in the meeting.

G24.03.5.6 *Board Assurance and Escalation Process for Partnerships and Collaborative Provision*

The Committee had discussed and endorsed for Board approval the enhanced mechanism for assurance for the Board as new partnerships and collaborative provision were developed in new to UWE overseas territories.

G24.03.5.7 Members **approved** the enhancements to Board assurance on Partnerships and Collaborative Provision.

G24.03.5.8 *People Performance and Risk*

- i. This was a standing agenda item, presented by the Chief People Officer, Dan Wood. The Committee was now gaining an understanding of how these risks were being managed and reported.
- ii. There had been a particular focus on the Anti-Racism Strategy which was in development.

G24.03.5.9 The Chief People Officer informed Members that SUMS (a sector-specific consulting firm concerned with the capabilities of organisations) had examined the University's own HR/People capabilities and the results of that would be shared in due course. The results would form part of a wider dataset used to inform the Transformation Programme work, and the PCQS Committee would be briefed as this progressed.

G24.03.5.10 Members enquired as to a general People Strategy and noted that the Committee recognised that the Transformation journey ahead would be pivotal for the development of this Strategy and for Strategy 2030 too. The Committee wanted more assurance with the roadmap and the People Strategy would be key to that in terms of culture, EDI and the Anti-Racism Strategy.

- G24.03.5.11 Members referred to the extensive remit of the PCQS Committee compared to others and asked whether the Board's committee structure was fit for purpose. Dr Jodie Anstee, Clerk to the Board of Governors advised that structures varied across the sector, with some having separated these areas to HR committees and Quality and Standards committees. Members were reminded that the PCQS Committee was previously the Strategic Planning and Performance Committee, which had not had a People focus.
- G24.03.5.12 The Clerk advised the Board of the external Governance Effectiveness Review being planned for this year and that the question around the committee structure would be covered through that review, whilst also accepting that every additional committee would require membership and servicing.
- G24.03.5.13 **Nominations and Governance Committee**
The Committee Chair, Richard Bacon referred to the four membership recommendations made by the Committee, approved earlier in the meeting.
- G24.03.5.14 *Mandatory Training for Board Members*
Members noted that the Committee had considered the proposal for mandatory training for Board Members, in line with the provision for staff within the University. Committee Members had determined that certain aspects of that provision in particular (as listed in the assurance report) would ensure Members were familiar with the University's approach and requirements in critical areas for assurance purposes, and in fulfilling their role as a Governor.
- G24.03.5.15 Members **approved** the recommendation that Board Members undertake the following mandatory training: EDI Briefing, Information Security, Data Protection, Health and Safety, Prevent Duty in HE and Safeguarding at UWE Bristol.
- Carolyn Donoghue, Independent Member left the meeting.
- G24.03.5.16 **Finance, Estates and IT (FEIT) Committee**
Ian MacKenzie, FEIT Chair informed Members that the Committee had met on 28 February 2024 and had had a timely discussion of the University's financial situation. Members noted the following:
- i. The recruitment challenges associated with PGT students. The Committee supported the extension of payment date and plans from September 2024 onwards.
 - ii. The Committee's approval of the change to the University's retail and transactional banking from NatWest to Lloyds.
 - iii. The improvement in the completion of mandatory staff training.
- G24.03.5.17 The remainder of this item is recorded as a confidential minute.
-G24.03.5.21
- G24.03.5.22 **Audit, Risk and Assurance Committee (ARAC)**
Jamie Paddon, Chair of ARAC provided Members with a summary of discussions that had taken place at the Committee meeting held on 6 March 2024. Two recommendations were being made to the Board:
- G24.03.5.23 *Internal Audit Service*
The Board **approved** the recommendation to appoint KPMG LLP as the University Internal Auditors from 1 August 2024 for an initial period of 3 years plus two extension periods of one year each.

G24.03.5.24 *External Audit Service*

The Board **approved** the recommendation to reappoint Mazars LLP as the University External Auditors for the year ending 31 July 2024. A tender process for a new provider would commence following sign-off of the accounts in November 2024.

G24.03.5.25 Members also noted the following:

- i. Risk Management – ARAC had focused its attention on the good progress being made, but had acknowledged that the University needed to be better at action-centred risk management and in particular pinning down what was needed to improve controls and actions, including the names of those responsible and dates for completion. The Committee would continue its focus on this.
- ii. Business Continuity – the Committee’s discomfort with the level of Business Continuity planning; whilst good high-level processes were in place, that which sat below that level were not robust.
- iii. Fire Safety Assurance – despite readvertisement in January, no appointment had been made to the Fire Safety Adviser vacancy. ARAC appreciated the challenges faced in recruiting to this role and expressed its assurance that there was sufficient internal oversight to ensure any challenges would be quickly identified.
- iv. Outstanding Student Debt – the Committee had looked at arrangements to help some international students who were requesting extended payment plans.
- v. Internal Audit Recommendations – ARAC Members were keen to ensure that management provided responses to Internal Audit draft reports and recommendations in a timely manner. Individuals would be held to account by the Committee to ensure that actions were delivered as agreed.

STUDENT VOICE

G24.03.6 **UPDATE FROM THE PRESIDENT OF THE STUDENTS’ UNION**

Paper G24/03/04 was received

- G24.03.6.1 The Chair thanked Kolawole Samuel Olure, UWESU President and Student Nominee for the comprehensive report and in particular the detailed update with regard to the work of the other Presidents. He invited Sam to share any particular highlights with the Board.
- G24.03.6.2 Members noted the results of the recent UWESU elections. Members congratulated Sam on his re-election. There had been a 17% turnout, which was above the national average of c.10%.
- G24.03.6.3 Jo Midgley, DVC and Registrar informed Members that each year there were partnership projects shared between the University and the SU and that the project for this year was student representation and student leadership. The project involved looking at campaigns and how best to improve awareness of student representation – both in terms of the value in voting and in putting oneself forward to stand as a representative.
- G24.03.6.4 Members commented upon whether the low turnout national average reflected a general apathy towards voting among young people and noted that in fact students in university cities had been particularly mobilised during the Brexit referendum.
- G24.03.6.5 Members also noted that the SU both nationally and locally, was failing to capture the imagination of students and for those that it did, this tended to be in terms of clubs or societies, particularly sports.

- G24.03.6.6 Members recognised that increasingly, there was less of a focus on socialising and that for many students the 'being a student' was less important than earning the money to be able to study; others also may have caring responsibilities.

ITEMS FOR APPROVAL (ACADEMIC ASSURANCE)

G24.03.7 ANNUAL ACADEMIC QUALITY REPORT

Paper G24/03/05 was received

- G24.03.7.1 Members noted the detailed summary given by the Chair of the PCQS Committee earlier in the meeting.
- G24.03.7.2 Members confirmed their assurance that:
- (i) the necessary methodologies and processes are in place to ensure that the University provides a high quality academic experience to students that aligns with sector academic standards.
 - (ii) these methodologies and processes operated effectively during the 2022/23 academic year.
 - (iii) appropriate plans are being taken forward during 2023/24 to address any areas of risk identified and to further enhance quality, standards and the student experience.

G24.03.8 RESEARCH INTEGRITY ANNUAL REPORT

Paper G24/03/06 was received

- G24.03.8.1 As reported earlier in the meeting, this report had been considered by the PCQS Committee at its meeting on 22 January 2024 and was endorsed for confirmation of assurance to the Board and for publication in line with external requirements.
- G24.03.8.2 Members confirmed their assurance and **approved** its publication on the University website.

REPORTS

G24.03.9 CLERK'S REPORT

Paper G24/03/07 was received and noted.

G24.03.10 ANY OTHER BUSINESS

G24.03.10.1 Priya Kaur, Associate Board Member

The Chair reminded Members that this was Priya's last Board meeting. On behalf of the Board, the Chair thanked Priya for her contribution, questions and comments to the Board during her two years as the first Associate Board Member, and wished her well for the future.

G24.03.11 ITEMS FOR WIDER COMMUNICATION

- G24.03.11.1 The Chair remarked that items for wider communication would be identified following the Away Day activities that afternoon.

University staff, Staff and Student Nominees left the meeting. The Clerk and the Deputy Clerk remained for the next item.

G24.03.12 RESERVED BUSINESS

Paper G24/03/08 was received

This item is recorded as a confidential minute.

ITEMS TO NOTE

- *G24.03.13 PEOPLE, CULTURE, QUALITY AND STANDARDS COMMITTEE MINUTES**
*Paper *G24/03/09 was received and noted.*
- *G24.03.14 NOMINATIONS AND GOVERNANCE COMMITTEE MINUTES**
*Paper *G24/03/10 was received and noted.*
- *G24.03.15 FINANCE, ESTATES AND IT COMMITTEE MINUTES**
*Paper * G24/03/11 was received and noted.*
- *G24.03.16 AUDIT, RISK AND ASSURANCE COMMITTEE MINUTES**
*Paper *G24/03/12 was received and noted.*
- *G24.03.17 FINANCIAL UPDATE AND FORECAST OUTTURN FOR 2023/2024**
*Paper *G24/03/13 was received and noted.*
- *G24.03.18 PLANNING AND BUDGETING PROCESS AND TIMELINE FOR 2024/2025 to 2028/2029**
*Paper *G24/03/14 was received and noted.*
- *G24.03.19 HONORARY DEGREES REPORT**
*Paper *G24/03/15 was received and noted.*
- *G24.03.20 CORPORATE SEAL**
Members noted that there had been no requirement to apply the Corporate Seal since the last meeting.
- *G24.03.21 ACADEMIC BOARD MINUTES, 6 DECEMBER 2023**
*Paper *G24/03/16 was received and noted.*

DATES OF FUTURE MEETINGS

9 July 2024 13:00 – 18:00 Starting with a joint strategic seminar with Academic Board