CONFIRMED

BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held on Tuesday 11 July 2023.

Present: David Lamb (Chair), Richard Bacon, Jenny Body, Laura Claydon, Carolyn Donoghue, Professor Marc Griffiths (until G23.07.14.3), Domini Harewood, Priya Kaur, Professor Dame Julie Lydon, Ian MacKenzie, Grant Mansfield, Kolawole Samuel Olure (until G23.07.14.3), Tim Simmonds, Margaret Simmons-Bird, Professor Jim Smith (until G23.07.14.3), Dave Tansley, Professor Steve West (until G23.07.14.3), Kalpna Woolf, Andrea Young.

In Attendance: Dr Jodie Anstee, Clerk, Professor Amanda Coffey, DVC and Provost (until G23.07.14.3), William Liew, Chief Financial Officer (until G23.07.14.3), Jo Midgley, Registrar and PVC Student Experience (until G23.07.14.3), Jessica Wrigley, Governance Officer (until G23.07.14.3), Christine Gledhill, Deputy Clerk (minutes).

INDEPENDENT GOVERNOR SESSION
David Lamb, Chair of the Board of Governors proposed that if Lay Members felt that this session was not required, the full Board would move to the business of the main agenda. This proposal was accepted.

G23.07.1 MEMBERSHIP AND APOLOGIES

G23.07.1.1 No apologies had been received.

Chair of the Board of Governors

G23.07.1.2 Members noted that the nomination of Richard Bacon, Independent Member for the role of Chair of the Board of Governors had been approved by Members via email and was now presented to the Board for formal ratification.

G23.07.1.3 Members **approved** the appointment of Richard Bacon as Chair of the Board of Governors with effect from 1 August 2023.

Confirmation of Appointments

G23.07.1.4 Kolawole Samuel Olure, Student Nominee
On the recommendation of the Nominations and Governance Committee, Members **ratified** the nomination of the new Students' Union (SU) President as Student Nominee, with effect from 1 July 2023. Members welcomed Sam to his first meeting as the Student Nominee.

G23.07.1.5 Jamie Paddon
Members noted that the appointment of Richard Bacon as Chair of the Board of Governors meant that a new Chair of the Audit, Risk and Assurance Committee (ARAC) was required (the Committee's terms of reference precluded the Chair of the Board serving on the Committee).

G23.07.1.6 At its meeting on 24 May 2023, the Nominations and Governance Committee discussed the current ARAC membership and noted that the Co-opted Member, Jamie Paddon was the only ARAC member with the appropriate qualifications (CIPFA). Members had also noted that Jamie had been active and engaged beyond his committee membership, regularly attending and contributing to Away

Days, VC updates and deep-dive sessions; Jamie was also a UWE alumnus. The Committee had felt therefore that a sensible first step was to ask Jamie if he would be willing to serve as ARAC Chair (which would also involve becoming an Independent Board Member). Jamie had signified his agreement, subject to consideration and approval of the Board of Governors.

G23.07.1.7   On the recommendation of the Nominations and Governance Committee, Members **approved** the appointment of Jamie Paddon as Independent Board Member and Chair of the Audit, Risk and Assurance Committee, for a term of office of 3 years from 1 August 2023.

G23.07.2   DECLARATIONS OF INTERESTS
Members were invited to identify any agenda items for which they may be conflicted.

Members noted Kolawole Samuel Olure's interest in relation to the allocation of the 2023/2024 block grant to the Students' Union (to be considered as part of agenda item 7.1).

No other declarations of interest were received at this point in the meeting, but a further declaration was recorded later in the meeting (G23.07.5.16 refers).

G23.07.3   WELCOME AND OPENING DISCUSSION
G23.07.3.1   The Chair invited Members to raise any further matters for consideration at this meeting or for a future meeting of the Board.

G23.07.3.2   Members discussed the various events attended by Governors from time to time (such as observing Academic Board meetings and student lunches) and asked how best to provide feedback on these.

G23.07.3.3   Members noted that feedback on Academic Board observations was provided directly to the People, Culture, Quality and Standards Committee and that for other events, this particular slot on the Board agenda would be appropriate.

G23.07.3.4   Carolyn Donoghue, Independent Member informed Members that she had recently attended an informal lunch with the then SU President, Rania Regaieg and four neurodiverse students. Members noted that a very interesting conversation had taken place in which students' experiences with certain issues were discussed and in which they had shared that they had established a student network. The student-Governor lunches were recommended to Members as opportunities to learn first-hand of the student experience.

G23.07.3.5   Members also commented on the very positive joint Staff Awards/UWE 30th Anniversary celebrations, the 'If I were an engineer' event and the Health and Clinical Research showcase.

G23.07.3.6   Priya Kaur, Associate Board Member reported that at the University's invitation she had attended the Bristol Young Heroes Awards ceremony, which had been an enjoyable event that highlighted the University's impact on the community.

G23.07.3.7   The Chair reminded Members of the Board's previous discussions about celebrating the University's successes and encouraged them to take up these opportunities.

No further matters were raised.

G23.07.4 **PRESIDENT OF THE STUDENTS' UNION – INTRODUCTION AND PRIORITIES**

G23.07.4.1 Kolawole Samuel Olure, UWESU President and Student Nominee introduced himself to the Board and shared with Members his priorities for the year.

G23.07.4.2 Members noted the following:
   i. Student accommodation:
      a. This remained a key priority and there was an intention to meet with landlords and agents, to work together to ensure that UWE Bristol students were prioritised.
      b. Private developers were building houses that then did not sell – the SU would explore the opportunity to partner with them with a view to potentially provide student accommodation.
   ii. The Students' Union at UWE:
      a. Some students were not aware that the SU existed or of the services it was able to provide; there was an intention therefore to provide a SU that was closer to all students, at their time of need.
   iii. Mental health support:
      a. The excellent quality of support provided by the University was recognised, and there was an aspiration to improve this even further, particularly for those students who were too shy to come forward.

G23.07.4.3 Members acknowledged the very live issue of student accommodation, particularly in Bristol where demand was so high. Members also endorsed the emphasis on student mental health and wellbeing.

G23.07.4.4 The Chair thanked the Student Nominee and invited him to use the Board as a supportive resource to help him and his team in their endeavours during the year.

STRATEGIC ITEMS

G23.07.5 **VICE-CHANCELLOR'S REPORT**
Paper G23/07/01 was received

G23.07.5.1 The Vice-Chancellor highlighted the key features of the paper. Members noted the following:

G23.07.5.2 *Industrial Action*
   i. The University continued to work very hard to mitigate the impact of the current marking and assessment boycott and to protect the experience and outcomes of its students.
   ii. Whilst the impact across the student population was very small, results for some students were delayed.
   iii. A reportable event submission had been made to the Office for Students (OfS) due to the delay created for some students (Psychology) in not being able to graduate with a classified degree when expected (there is a requirement to report to the OfS where there is a potential risk of non-compliance with a condition of registration; in this case condition B3). No response from the regulator had been received at the time of the meeting.
   iv. Mitigations included the prioritisation of final year students, then progressing students (Year 2 to 3).
   v. Mixed responses had been received from staff in relation to whether they were participating in the boycott, although a clearer picture was emerging as the weeks progressed.
   vi. Psychology students:
      a. Graduation ceremonies were progressing, with the vast majority of students being able to graduate.

> b. The University had been engaging with the Psychology students who were impacted significantly by the boycott with marking delayed beyond graduation; the Psychology cohort is c.250 students, approx.. 0.02% of the full graduating cohort.
> c. The University had offered its full support and had given them the choice of attending either the July ceremony or wait until the November ceremony when they would have their degree classification.
> d. For international Psychology students in this situation, the University had offered mitigation in relation to travel costs.
>
> vii. There had been a very low number of complaints.
> viii. Additional staff would be in place at the ceremonies to support students and their families.
> ix. The University was now preparing for the continuation of industrial action during the resit period (end July/August).
> x. The Vice-Chancellor had been clear to staff about the intention to dock pay and this would continue into the resit period.
> xi. UCU had a mandate to continue the boycott until September and it was possible that Unison may add further to the industrial action.
> xii. Nationally, UCEA had agreed with the trade unions to continue talks, but UCEA was not prepared to reopen negotiations about the 2023/24 pay award (as was sought by the trade unions).
> xiii. Communications both locally and nationally were becoming increasingly difficult, but the University was trying to ensure that it continued to engage.
> xiv. Both academic and Professional Services staff had worked incredibly hard to mitigate the impact of the boycott, but it was recognised that it was having a detrimental effect on them.
> xv. A few universities had issued joint statements with their unions about the importance of 'getting back round the table' and one had moved to a local agreement, thereby breaking the collective pay bargaining. As a result that institution had been ejected from UCEA for 3 years.

G23.07.5.3 Amanda Coffey, Deputy Vice-Chancellor and Provost informed Members that because a relatively small number of final year students had been impacted, the University had been able to work with them directly. The University was now working through the second and first year undergraduates and there was reasonable confidence that marking would be completed. Contingencies would be put in place for the resit period.

G23.07.5.4 Members recognised the collective impact that Covid, the cost of living crisis and industrial action would have had on this cohort of students and asked how the University mitigated this, both in terms of the students' mental health and the quality of award they achieved.

G23.07.5.5 Members noted that the University's academic and assessment regulations acknowledged such disruption without impacting the quality of awards, and that academic judgement would be used at Exam Boards. The University had communicated this consistently to students, and their mental health and wellbeing had been supported by reaching out to them and encouraging them to come forward.

G23.07.5.6 The relatively small number of complaints received fell into three categories: the first consisted of individual and group student complaints written on the UCU letter/email template, the second group consisted of students outraged that the University would not increase the pay award to staff and a third group of students who were anxious about the impact on them as individuals and how their degrees would be viewed by employers.

G23.07.5.7 Members enquired as to the likelihood of there being demonstrations at the graduation ceremonies.

G23.07.5.8 Members noted that this had been an area of discussion for the University's Major Incident Gold Command team. The Cathedral and College Green were owned by the Dean and Chapter of Bristol Cathedral and the ceremonies themselves were ticket-only events, therefore any disruption was likely to be on College Green, a public space. The ceremonies would continue as normal.

G23.07.5.9 Members asked as to the practical help being given to international students; would it be possible for example, to extend their student accommodation for 3 months. Members noted that the industrial action taking place was as a result of national, not local negotiations and that UUK was currently engaging with the Government in relation to international student visas.

G23.07.5.10 Members also noted that UUK was also working on an individual basis with students and across universities as students transitioned from Undergraduate to Postgraduate study, and the requirement to demonstrate that the appropriate level of study had been achieved, thereby not delaying take-up at PG level.

G23.07.5.11 Members were informed that 6 of the affected 250 students were international students and were receiving individualised support.

G23.07.5.12 Members further noted that the University leadership had been clear throughout its communications that the marking and assessment boycott was unacceptable; the disputed matter was not within students' control and was disadvantaging their prospects. This would continue to be strongly communicated.

G23.07.5.13 Board Members wished to record their thanks to University staff and the students for the manner in which this was being handled. Members also expressed their hope that the graduation ceremonies that would be taking place over the following two weeks, went smoothly and well.

G23.07.5.14 *University Chancellor*
Members received an update from the Vice-Chancellor as to the current position in progressing a successor to Sir Ian Carruthers as the University Chancellor.

G23.07.5.15 Members noted the following:
   i. Sir Ian Carruthers had been Chancellor since July 2011. Sir Ian had a background in Health (NHS) and his predecessor, Baroness Elizabeth Butler-Sloss, GBE had a background in Law.
   ii. Discussions with Sir Ian, Dr Gillian Camm, Pro Chancellor (and former Chair of the Board of Governors) and the current Chair, had concluded that an appropriate candidate from the Creative Industries be sought and Sir Peter Bazalgette was proposed as the next University Chancellor.
   iii. The University was also signalling an intention to grant Sir Ian the honorary award of Chancellor Emeritus and that Professor Paul Olomolaiye, currently Pro Vice-Chancellor, Equalities and Civic Engagement, be appointed as a University Pro Chancellor. If approved, all three titles would be conferred at the Civic Graduation Ceremony in November 2023.
   iv. The appointment of University Chancellor would have a maximum tenure of 5 years.
   v. The Nominations and Governance Committee had considered this proposal at its meeting on 24 May 2023.

G23.07.5.16 Grant Mansfield, Independent Member declared as an interest that he knew Sir Peter Bazalgette in a professional capacity.

G23.07.5.17 Members noted that the Nominations and Governance Committee, whilst supporting the proposal, was cognisant of the need for diversity and had discussed whether the process should be paused to widen the search. The Committee had considered the risks in doing so in terms of the existing nomination and what they would bring to the University, as well as the potential extension that would be needed to Sir Ian's tenure.

G23.07.5.18 Members noted that some due diligence had been undertaken showing some details of Sir Peter's individual engagement and leadership on EDI, and no areas of concern had been identified.

G23.07.5.19 Members noted Sir Peter Bazalgette's impressive background and the extent of his achievements within the Media and Arts industry over the last few decades. Members also noted that a set of principles and characteristics was in place for the next Chancellor, which Sir Peter had matched.

G23.07.5.20 Members asked if Sir Peter had been offered the role and noted that he had been asked explicitly if he could commit the time and if he was able to personally uphold the values of the University, including within his own professional activity. Members noted that currently there were no other nominations.

G23.07.5.21 Members requested further details of the nomination process used and noted that this had been facilitated through a sub-group of the Board, the membership of which was identified through the Chair of the Board of Governors, with the addition of a current and active Pro Chancellor who was familiar with the Chancellor role.

G23.07.5.22 Members also noted that the Chancellor was the ceremonial head of the University and a source of counsel to the Vice-Chancellor and the Chair of the Board of Governors. The role carried no remuneration or executive powers, and had no bearing on the governance of the University, or the Strategic Plan. The role was, however, emblematic to the sector in terms of the industry it represented.

G23.07.5.23 Members accepted that a process had been gone through and a candidate was identified, but that for the future, greater visibility of the process be given to the Board so that all Board Members could have a conversation about potential candidates. Members recognised that the maximum 5-year tenure was a good step in terms of maintaining a regular 'refresh' of the role-holder and the industry that was represented.

G23.07.5.24 Members enquired as to the connection of the Chancellor role with that of Pro Chancellor and noted that a Pro Chancellor may or may not preside at graduation ceremonies, and the position was often offered to retired Chairs of the Board of Governors, to act in support of the Chancellor (for example, at degree ceremonies in the Chancellor's absence) and as an advocate of the University. The proposal of a candidate for the role often came from the existing Chancellor.

Members also noted that the Lord Mayor of Bristol was a Pro Chancellor, ex officio, which also meant this role-holder would change on an annual basis.

G23.07.5.25 Members further noted that appointing Professor Olomolaiye as a Pro Chancellor would bring some balance and given his role and experience in terms of EDI, could also support local, national and international matters pertinent to his area of interest.

G23.07.5.26   Members expressed unease with the lack of visibility of the membership of the sub-group during the process.

G23.07.5.27   Members noted that the Nominations and Governance Committee had considered the nomination in detail, including any risks, at its meeting on 24 May 2023. The Committee had concluded that Sir Peter was the right candidate for the role, and that the Board needed to be made aware of the risks that were discussed, and this had been done.

G23.07.5.28   The Chair summarised the discussion in that Members were unfamiliar with the process followed and the nature of the Chancellor role. He requested that the Clerk provide a briefing to outline both matters, and strengthen the information on what Sir Peter Bazalgette would bring to the Chancellor role.

ACTION: Clerk

G23.07.6   STRATEGY 2030 IMPLEMENTATION

Papers G23/07/02 'Strategic Planning Strategic Risk Descriptor', G23/07/03 'Strategy 2030 Implementation Report' and G23/07/04 'Corporate Scorecard Assurance Report' were received

G23.07.6.1   The Chair proposed that the three reports above be considered together, which Members accepted.

G23.07.6.2   During discussions, Members noted the following in particular:
  i.   Purpose, People and Place:
    a.   The University was seeking to design a way of describing the programmes of work that were happening across these three pillars, some of which were being reported to the Finance, Estates and IT (FEIT) Committee and some to the People, Culture, Quality and Standards (PCQS) Committee.
    b.   The Board of Governors would have oversight across all three domains in terms of progress, any areas of concern, where risks existed and how the University was mitigating those risks.
    c.   The University's programmes of work would impact across the commitments made for Purpose, People and Place, therefore a reporting framework based on these pillars was too restrictive.
  ii.   Corporate Scorecard:
    a.   This was the primary means of tracking at Board level the key performance indicators against Purpose, People and Place. The scorecard included identified senior accountable officers.
    b.   The scorecard summary was RAG-rated and there were two key areas of significant concern: the Black-White awarding gap, and non-continuation. Action plans sat alongside and progress was monitored by the PCQS Committee.

G23.07.6.3   Members were invited to share their reflections on how information was being presented. Members commented that whilst the Corporate Scorecard was digestible, it was disappointing that there remained some critical KPIs for which the measures were yet to be determined.

G23.07.6.4   Members noted that these were areas where the University wished to use the same measures used by the Office for Students (OfS) and that the OfS had taken significant time in determining what these would be. Members noted that this was helpful, but that the University would have its own measures currently, and sought assurance on the current position.

G23.07.6.5   The DVC and Provost advised that in terms of the NSS, the University was tracking 'overall satisfaction' and was currently modelling some reporting options

based on the new survey questions, which would be presented to the PCQS Committee in the autumn.

ACTION: DVC and Provost

G23.07.6.6 Members asked when the Board could expect standardised reporting and noted that this was currently being worked on, with the first such report anticipated to be ready for September 2023.

G23.07.6.7 Members referred to the supporting strategies to Strategy 2030 and asked for clarity on what was still being developed. Members noted that all of the following were published:
  i. Transforming Futures (TF) Learning and Teaching Strategy
  ii. TF Research Strategy
  iii. TF Community and Business Engagement Strategy
  iv. TF People Strategy
  v. TF Equality, Diversity and Inclusivity Strategy
  vi. TF Health and Wellbeing Strategy
  vii. TF Climate Action and Sustainability Strategy.

G23.07.6.8 Members encouraged the University to undertake a rescoping to determine whether any gaps existed and were informed that this was planned. Members were also advised that a stakeholder mapping exercise was being undertaken in respect of the Community and Business Engagement Strategy and that the new CPO was currently reviewing the People Strategy.

G23.07.6.9 Members asked whether the Board was confident that it would know if there were significant blocks to Strategy 2030 and noted that challenges would be captured in the relevant risk descriptors and would be highlighted if they were presenting a threat to delivery of the Strategy. This would involve the appropriate committee and full engagement of its Chair, with escalation to the Board if needed; such matters would also be highlighted to Governors through the regular VC Updates, which were recorded.

G23.07.6.10 Members discussed whether there was value in providing a summary of the principal large projects to the Board, as not all Members served on the relevant committees, so would be less familiar with these.

G23.07.6.11 Members noted that such considerations would be covered in the committees' minutes and assurance reports to the Board.

G23.07.6.12 The VCE would take this matter outside of the meeting to find a consistent way for the Board to have line of sight.

ACTION: Vice-Chancellor

FINANCE, ESTATES AND IT MATTERS

G23.07.7 FINANCIAL ESTIMATES AND FORECASTS
Paper G23/07/05 was received

G23.07.7.1 Ian MacKenzie, Chair of the Finance, Estates and IT (FEIT) Committee, summarised the discussion held by the Committee at its meeting on 13 June 2023, and in particular the forecast deficit for the next two years if no action were taken. The Committee received details of the work that was in progress to address this and assurance that the proposed savings activity would not impact negatively on the student experience.

William Liew, Chief Financial Officer was invited to present the key features of the report.

G23.07.7.2   Members noted the following:
    i.   2023/24 draft budget –
        a.   Delivered 10.1% EBITDA and the required cash generation for investment of the University's strategic projects, within reasonable limits.
        b.   Each VCE lead had been charged with delivering the equivalent of a 5% saving or increase in income generation, which had already gone some way to achieving the required savings.
        c.   The reduced contingency.
    ii.   Student recruitment – the University was forecasting this to be on target +3%. Whilst there had been an increase in students holding UWE Bristol as their second choice, it was anticipated that the conversion rate would be higher than previous years as other universities were halting student number growth. The University would continue to monitor this closely.
    iii.   Teachers Pension Scheme (TPS) – the position for 2024/25 did not take into account any further increases in the employer's contributions over and above the 2% already included.
    iv.   There continued to be a requirement to build in staff pay awards whilst the tuition fee remained static. The Chief Financial Officer was working with the Chief People Officer to explore how operations could be run in a different way whilst maintaining a good student experience.
    v.   Whilst the forecast deficit for 2024/25 was not a significant figure, the projected position would become more challenging if no action were taken.
    vi.   Assurance that UWE Bristol was a successful university and there was confidence that the required savings and/or increased income would be achieved.
    vii.   The 5% uplift to the Students' Union block grant. The University and the SU had worked together to support students with the current cost of living crisis and it was anticipated that the crisis would continue over the next year; additional funding for this would be given to the SU over and above the core budget.

G23.07.7.3   Members also noted the proposal to consolidate services and to close some buildings during the summer, which would not only support savings, but would also help to reduce carbon emissions.

G23.07.7.4   Members remarked that taking more out of the budget may create problems in delivery against Strategy 2030 and urged the VCE to give the Board early notification if this were to be the case.

G23.07.7.5   Members also referred to the key areas of concern mentioned earlier (Black-White awarding gap, non-continuation, etc.) and asked whether there was sufficient in the budget for these. Members noted confirmation from the Chief Financial Officer that this was the case and that the University's capital investment plan would be brought for the Board's consideration in September 2023.
ACTION: Chief Financial Officer

G23.07.7.6   Members asked how staff were able to highlight business development opportunities and noted that these would be discussed as part of the strategic planning round, and the development of such opportunities would be undertaken in liaison with the University's Research, Business and Innovation (RBI) department.

G23.07.7.7   Members also asked whether considerations such as the effect on the student/staff ratio and the impact on the student experience, were taken into account when exploring savings opportunities.

G23.07.7.8   The Chief Financial Officer confirmed that the identified position in relation to Colleges (as stated in the report) would be achieved through increasing income (growth against target), rather than reduction in expenditure.

G23.07.7.9   On the recommendation of the FEIT Committee, Members **agreed** to:
- **Approve** the draft Budget for 2023/24.
- **Approve** the allocation of 2023/24 block grant to the Students' Union, and
- **Note** the preliminary financial forecasts for the years to 2025/26 as a baseline to build on a financially sustainable budget plan for the financial return for OfS in December 2023.

G23.07.8   **STUDENT ACCOMMODATION PROJECTS (SAP3, SAP4, SAP5 AND SAP6)**
Paper G23/07/06 was received

G23.07.8.1   The Chief Financial Officer summarised the student accommodation development updates. Members noted the following in particular:

G23.07.8.2   *SAP3 – (900 beds)*
The developer, Vinci was consistent in reporting that 345 rooms would be ready for September 2023 (the University needed 350). However, the University could not be certain that this would be achieved and therefore would allocate students to nomination agreements in Bristol, with the caveat of not having to sign up to these until much later than usual. If SAP3 rooms did then become available, the University could then allocate these and the nomination agreements would be used for Clearing.

G23.07.8.3   Of the remaining two accommodation blocks, one was anticipated to be available 3 weeks later, and the other on 1 October; these would be used for Clearing and the January 2024 intake.

G23.07.8.4   Members referred to Appendix A 'Procurement strategy for SAP5' and asked how common it was to use an existing supplier for a project of this size, noting the possible lack of leverage and the inability to withdraw if an agreeable deal could not be negotiated.

G23.07.8.5   Members noted that this procurement approach was fully compliant with Public Contract Regulations 2015 and that external quantity surveyors benchmarked costs against other schemes elsewhere. Members were given assurance that if the University were dissatisfied with the costs, it would withdraw.

G23.07.8.6   The FEIT Committee Chair informed Members that the Committee had had a long discussion at its meeting on 13 June 2023 and that the Board's feedback would be relayed. Members were reminded that the Committee was recommending that the Board support its endorsement of the direction of travel of the student accommodation development programme, rather than approve anything specifically for sign-off.

G23.07.8.7   On the recommendation of the FEIT Committee, Members **endorsed** the direction of travel of the student accommodation development programme.

G23.07.9   **GLENSIDE RELOCATION**
Paper G23/07/07 was received

G23.07.9.1   Members noted the discussion held at the FEIT Committee meeting of 13 June 2023, and on the Committee's recommendation, **approved** the following:
i.   The Vice-Chancellor to approve the continuing development of design,
-    to move to RIBA Stage 3 and 4, to allow the project to get to the end of full technical design including planning approval, and

- to instruct a review of design specifications with a proposal to postpone the New Build to a later date.

G23.07.10   **STUDENT JOURNEY PROGRAMME**
Paper G23/07/08 was received

G23.07.10.1   The FEIT Committee Chair reminded Members of the issues presented so far in the project and the Committee's monitoring of the matter, and challenge to the Executive to find a way forward.

G23.07.10.2   Members noted that the Committee had considered the new Business Case and the proposed January 2026 Go Live date, and was assured that this was the best solution. The Committee had suggested that breaking down the project would enable the team to see progress being made and would help the supplier and their relationship with the University team. Members noted that the Committee felt that this was the right approach and the right way to support the Executive.

G23.07.10.3   Jo Midgley, Registrar and Pro Vice-Chancellor Student Experience shared that maintaining the University's legacy system ISIS was increasingly problematic, with only a very small number of staff fully familiar with it and that licensing costs had risen significantly.

G23.07.10.4   Members noted the example of the system having generated erroneous automatic notification of resit dates, which now required manual rectification as switching off the function would also deactivate other functions behind it.

G23.07.10.5   The Registrar and Pro Vice-Chancellor Student Experience assured the Board that all indications had been positive since the reengagement with the supplier Ellucian.

G23.07.10.6   Members fully supported the project and requested a breakdown of the financial information, including contingency.
                          ACTION: Registrar and PVC Student Experience and CFO

G23.07.10.7   On the recommendation of the FEIT Committee, Members **approved** the updated Student Journey Programme Business Case and the January 2026 Go Live date.

REPORTS

G23.07.11   **COMMITTEE ASSURANCE REPORTS**
Paper G23/07/09 was received

G23.07.11.1   **Nominations and Governance Committee**
David Lamb, Chair of Governors and Chair of the Committee Chair referred to the three Board Membership recommendations made by the Committee, which had been approved by the Board earlier in the meeting, namely:
     i.   Appointment of Richard Bacon, Independent Member as Chair of the Board of Governors.
     ii.   Appointment of Kolawole Samuel Olure as Student Nominee.
     iii.   Appointment of Jamie Paddon as an Independent Board Member and Chair or the Audit, Risk and Assurance Committee

G23.07.11.2   <u>Amendment to Standing Orders</u>
On the recommendation of the Nominations and Governance Committee, Members **approved** the following additional clause to Section 6: 'Attendance at meetings':

     6.2   Members who are unable to attend for good and sufficient reason should send their apologies and reason for absence, in writing, to the Chair and

the meeting secretary as soon as possible, and normally not less than 24 hours before the meeting.

G23.07.11.3 **People, Culture, Quality and Standards (PCQS) Committee**
Jenny Body, PCQS Committee Chair, briefly outlined the key areas of business that were discussed at the meeting of 6 June 2023.

G23.07.11.4 Members were referred in particular to the Committee's recommendation that the University's Degree Outcomes Statement for 2023 be approved by the Board.

G23.07.11.5 Members **approved** the Degree Outcomes Statement for 2023.

G23.07.11.6 **Finance, Estates and IT (FEIT) Committee**
Ian MacKenzie, FEIT Committee Chair, provided Members with a summary of discussions that had taken place at the FEIT Committee meeting held on 13 June 2023, including a detailed discussion of the University's draft budget for 2023/2024 (approved earlier in this meeting) and its preliminary financial forecasts for the years to 2025/2026.

G23.07.11.7 Members noted the following:
  i.   The FEIT Committee had also endorsed the direction of travel for the student accommodation development programme, as supported by the Board earlier in the meeting.
  ii.   Glenside Relocation – the Committee's recommendation that the project progress to Stage 3 and 4 (planning and procurement), as approved by the Board earlier.
  iii. Student Journey Programme – the recommendation to the Board that the updated business case and January 2026 Go Live date be approved.
  iv.   ECC – the Committee noted the proposal to demolish the building, which was currently mothballed. The Board **endorsed** this proposal.

G23.07.11.8 The FEIT Chair also brought to the Board's attention the Committee's discussion of the challenge presented by the non-completion of mandatory training for Data Protection and Information Security. Members noted that if there were to be a significant information security breach, the Information Commissioner's Office (ICO) would look to the training and the governance around it.

G23.07.11.9 Members noted that the issue of non-completion of mandatory training had also arisen at the Audit, Risk and Assurance Committee (ARAC) and asked at what point this would be addressed – for example, as part of performance reviews.

G23.07.11.10 Members noted the Vice-Chancellor's assurance that the completion of mandatory training would be embedded in performance reviews and also noted the potential consequences for failing to complete the training.
ACTION: Clerk/Chief People Officer

G23.07.11.11 Members further noted that there was a glitch in the system in that it did not record completion of the training, if the training had been accessed via a link in the reminder email, and that the email needed to be reworded to specify the correct route to the training (i.e. through the MyLearning site).

G23.07.11.12 **Audit, Risk and Assurance Committee (ARAC)**
Richard Bacon, ARAC Chair, highlighted to Members the assurance received by the Committee that UKRI had undertaken a desktop exercise to review the actions the University had taken to address the recommendations of the UKRI funding audit, and had removed the 'special measures' status placed on the University and had raised the funding assurance rating from "Limited" to "Moderate".

G23.07.12   **CLERK'S REPORT**
Paper G23/07/10 was received and noted.

G23.07.13   **MINUTES AND MATTERS ARISING**
Paper G23/07/11 was received

G23.07.13.1   Members noted the correction required to G23.03.5.11 to read "…December 202**2**".

G23.07.13.2   Subject to this correction, Members **approved** the minutes of the meeting held on 21 March 2023.

G23.07.13.3   **Matters Arising**
Members noted that the deep-dive session on Intellectual Property (G23.11.3.1 refers) would be arranged as part of the schedule of sessions currently being developed for 2023/2024.

G23.07.14   **ANY OTHER BUSINESS**

G23.07.14.1   <u>David Lamb, Chair of the Board of Governors</u>
David expressed his thanks to fellow Board Members and the VCE for the privilege of serving on the Board of Governors over the last 10 years and as Chair for the last 3 years.

G23.07.14.2   Members thanked David for his contribution and excellent chairing of the Board, and were invited to join a celebratory gathering following the conclusion of the meeting.

G23.07.14.3   University staff, Staff and Student Nominees left the meeting. The Clerk and the Deputy Clerk remained for the next item.

G23.07.15   **RESERVED BUSINESS**
Paper G23/07/12 was received by Independent Members via protected email.
This item is recorded as a confidential minute.

ITEMS TO NOTE

*G23.07.16   **NOMINATIONS AND GOVERNANCE COMMITTEE MINUTES**
Paper *G23/07/13 was received and noted.

*G23.07.17   **PEOPLE, CULTURE, QUALITY AND STANDARDS COMMITTEE MINUTES**
Paper *G23/07/14 was received and noted.

*G23.07.18   **FINANCE, ESTATES AND IT COMMITTEE MINUTES**
Paper *G23/07/15 was received and noted.

*G23.07.19   **AUDIT, RISK AND ASSURANCE COMMITTEE MINUTES**
Paper *G23/07/16 was received and noted.

*G23.07.20   **SUMMARY OF COMMERCIAL ACTIVITIES**
Paper *G23/07/17 was received and noted.

*G23.07.21   **UNIVERSITY COMPANIES AND DIRECTORS**
Paper *G23/07/18 was received and noted.

*G23.07.22   **OFFICE FOR STUDENTS (OfS) GRANT LETTER**
The Grant Letter (Paper *G23/07/19) was yet to be received from the OfS.

*G23.07.23   **CORPORATE SEAL**
Paper *G23/07/20 was received and noted.

*G23.07.24   **ACADEMIC BOARD MINUTES, 1 MARCH 2023 AND 17 MAY 2023**
Paper *G23/07/21 was received and noted.

DATES OF FUTURE MEETINGS

19 September 2023	09:00 – 13:00	Governor Development
	13:00 – 18:00	Lunch, Strategic Seminar and Board meeting (15:00)
28 November 2023	13:00 – 18:00	
19-20 March 2024	inc. Away Day	Hare and Hounds, Tetbury
9 July 2024	13:00 – 18:00	Starting with a joint strategic seminar with Academic Board

OUTSTANDING ACTIONS			
Meeting	Minute	Action	Lead
21 March 2023	G23.11.3.1	ACTION REMAINS: Deep dive item on intellectual property to be arranged.	Governance Team
11 July 2023	G23.07.5.28	A briefing outlining the University Chancellor nomination process followed, restating the nature of the role and what Sir Peter Bazalgette would bring to it, to be provided to Board Members.	Clerk
11 July 2023	G23.07.6.5	Reporting modelling options for the NSS KPI to be presented to the PCQS Committee in the autumn.	DVC and Provost
11 July 2023	G23.07.6.12	VCE to find a consistent way for the Board to have line of sight on strategic programmes/projects, their risks and their management.	Vice-Chancellor
11 July 2023	G23.07.11.10	Discussion as to how best the Board gets assurance that mandatory training is being progressed.	Clerk, Chief People Officer
11 July 2023	G23.07.12.6	A breakdown of the financial information, including contingency, for the Student Journey Programme Business Case to be provided.	Registrar and PVC Student Experience and CFO.
11 July 2023	G23.07.7.5	University's capital investment plan to be brought for the Board's consideration in September 2023.	CFO