

BOARD OF GOVERNORS

Minutes of the Board of Governors meeting held on Wednesday 16 November 2016.

Present: Gillian Camm (Chair), Jenny Body, Professor John Craven, Ahmd Emara (until G16.11.22), Sandy Forbes, Dr Martin Hagen, Richard Holmes, David Lamb, Clive Lewis, Mark Mason, Jocelyn McNulty, Sonia Mills, Professor Steve Neill (until G16.11.22), Graham van der Lely, Professor Steve West (until G16.11.22), Donna Whitehead (until G16.11.22).

Apologies: Rob Fraser, Simon Moore.

In Attendance: Jodie Anstee, Delia Bean, Richard Bott, Mazars (for G16.11.10 only), Christine Gledhill (Deputy Clerk), Professor Jane Harrington (until G16.11.22), William Liew (until G16.11.22), Bill Marshall (until G16.11.22), Jo Midgley (until G16.11.7), Alison Weeks (for G16.11.5 only).

G16.11.1 MEMBERSHIP

G16.11.1.1 Confirmation of Chair

The election of Sonia Mills as Chair of the Board of Governors, previously undertaken by secret ballot, was **approved**. Formal handover of the role would take place at the end of the meeting.

G16.11.1.2 Confirmation of Deputy Chair

Members noted that one expression of interest in the role of Deputy Chair had been received. The Chair-Elect asked Members to submit any further expressions of interest.

ACTION: Members to express their interest in the Deputy Chair role.

G16.11.1.3 Term of Office Renewals

Following due and careful consideration, the following recommendations of the Nominations and Governance Committee were **approved**:

- i. Professor John Craven, Co-opted Member to serve for a second term of office to 31 December 2019
- ii. Mrs Sandy Forbes, Independent Member to serve for a third term of office to 31 July 2020
- iii. Mr Andrew Martyn-Johns, Co-opted Member of the Audit & Risk Committee, to serve for a third term of office to 31 July 2020.

G16.11.2 Terms of reference

Paper G16/11/01 was received and noted.

G16.11.3 DECLARATIONS OF INTERESTS

None received.

G16.11.4 MINUTES AND MATTERS ARISING

Paper G16/11/02 was received.

G16.11.4.1 Members approved the minutes of the meeting held on 19 July 2016.

G16. 11.4.2 Financial Estimates and Forecast

Members noted that there would be a session on the University's activity in relation to Apprenticeships – including business opportunities and the Apprenticeship Levy – as part of the programme for the Governors' Away Day taking place in March 2017.

G16.11.4.3 UWE Stadium

This item is recorded as a confidential minute.

ITEMS FOR APPROVAL

The Head of Health and Safety joined the meeting.

G16.11.5 Health and Safety

Paper 16/11/03 was received.

G16.11.5.1 Annual Health and Safety Report

Members noted the following in particular:

- i. Construction safety remained a focus, particularly in respect of the resourcing and planning of construction projects and the avoidance of timing different works at the same time;
- ii. Work had taken place to ensure the embedding of health and safety in all of the Strategic Programmes and in Learning 2020 and People & Performance 2020 in particular. Specific areas of focus had been identified to ensure that the requirements of the 'Safe Places, People and Practice Strategy' were included;
- iii. A desktop review of the University's alignment to new sector guidance 'Leadership and Management in Higher Education Institutions' had identified that the University was well advanced in embedding the conditions of the guidance;
- iv. Audit programme –
 - a. Purpose of the programme was of continual improvement and its sustainment
 - b. 7 audits across Faculties and Services had been completed since January 2016 and the programme had also included an audit of the Directorate and Board of Governors
 - c. Audit scores had averaged at 80%, demonstrating the sustainment of management processes;
- v. Health and safety was a corporate risk and a risk description had been developed in line with the University's approach to risk management. Members were assured that whilst its current risk score (9) meant that it had not escalated to the strategic risk register, it was actively monitored;
- vi. Staff engagement with training had improved;
- vii. There had been a decrease in the number of RIDDOR reportable accidents upon the previous year, from 9 to 7. It was confirmed that none of these required further intervention from the Health and Safety Executive;
- viii. The continued high number of reporting of near misses highlighted its significance in the prevention of accidents. These were received in the same manner as the reporting of actual incidents and investigated in the same way;
- ix. 100% achievement of fire evacuation time of 4 minutes, demonstrating staff engagement/devolvement;
- x. The mid-point review of the 'Safe Places, People and Practice Strategy';
- xi. Healthy University Group - a taskforce had been set up focused upon the safeguarding of student health and safety, and their mental wellbeing as well as upon the tackling of aspects such as alcohol misuse, violence, and other high-risk behaviour, in order to mitigate this and begin an educational programme to support and effect a culture change.

Members commended the comprehensive nature of the annual report and the inclusion of broader health-based issues in its considerations.

G16.11.5.2 Health and Safety Policy Statement

Members **approved** the policy statement for signature by the Chair and the Vice-Chancellor.

G16.11.5.3 Health and Safety Audit – Directorate and Board of Governors

The Head of Health and Safety thanked Governors and members of the Directorate who had taken part in the audit and then led Members through the contents of the report. Members noted the following in particular:

- i. This was the first audit of the Directorate and the Board of Governors to establish how well health and safety was being driven and embedded at the strategic level of the University. The audit score was 73%, with no areas of concern or non-conformance identified and only very minor process improvements for the Directorate were required;
- ii. Health and safety was appropriately discussed, monitored and reviewed at this level of the organisation;
- iii. For Governors, proposed action required related to improving the provision of appropriately targeted and balanced information through inclusion in training and improved reporting.

G16.11.5.4 Members further noted the finding of the audit that there was a good and positive health and safety culture at the senior level of the University, underpinned by a good working relationship with the University's Head of Health and Safety.

The Head of Health and Safety left the meeting.

G16.11.6 Compliance with the Prevent Duty 2015-2016

Paper 16/11/04 was received.

G16.11.6.1 Annual Report on Prevent Compliance activity

The Pro Vice-Chancellor, Student Experience reminded Members that they held ultimate responsibility as the Governing Body, for the University's compliance with the Prevent Duty and that the annual report, risk assessment, action plan and confidential safeguarding report were provided to give assurance to the Board of that compliance. She then outlined the contents of the report.

G16.11.6.2 Members noted the following in particular:

- i. The University had adopted a pragmatic approach to the Duty and had met with colleagues from Avon and Somerset police to track progress;
- ii. Positive feedback received signified that the University:
 - a. was taking the duty seriously
 - b. had delivered significantly more than other public authorities and
 - c. was regarded as an exemplar in the South West and nationally;
- iii. the Pro Vice-Chancellor was engaging at a national level and sharing the University's activity as good practice;
- iv. Information from the Home Office and the police indicated that whilst the risk level was relatively low in the South West, there was a perceived threat from the Far Right rather than any other area;
- v. The comprehensive and interactive Prevent Duty session that took place at the Governors' Away Day in March 2016, co-facilitated by the Prevent Regional Co-ordinator;
- vi. Following submission in April 2016 to HEFCE, the Prevent monitoring authority for HE, HEFCE had uniquely approved without further recommendations the University's approach;
- vii. Senior staff and all student-facing professional staff had been asked to complete the LFHE e-training Prevent module and at the time of reporting 230 of 505 staff (46%) had done so (completion target: 95%);

- viii. The Committee of University Chairs (CUC) and the Leadership Foundation for Higher Education (LFHE) had recently published a practice note on the Duty;
ACTION: Deputy Clerk to circulate the CUC/LFHE Practice Note to Board Members
- ix. Details of 3 Prevent-related concerns about individuals raised during the year, as provided in the report;
- x. The NUS President had been unable to attend a recent debate on the Prevent Duty and it was anticipated that this would be rescheduled. It was clarified that the debate was on the national stance, not UWE's approach;
- xi. A significant amount of work had been done with all UWE's UK franchised partners who either provided students to the University or who awarded UWE degrees, to ensure that they had appropriate welfare, safeguarding and student conduct, policies, procedures and services in place to deal with student vulnerability and allegations of bullying, harassment and hate speech/crimes.

G16.11.6.3 Revised Prevent Risk Assessment and Action Plan

Members noted that:

- i. The risk assessment was shorter than that of the previous year as risks had either been eliminated or reduced;
- ii. Consideration would be given to transferring Prevent lead responsibilities from Student Services to a central team;
- iii. There had been no "serious issues" that required reporting to HEFCE.

G16.11.6.4 Safeguarding Cases for 2015-2016

The confidential report was received and noted.

G16.11.6.5 Declaration of Compliance to the Funding Council

Following full and careful consideration of the Prevent Duty Compliance Annual Report, the Risk Assessment and Action and the confidential Safeguarding Report Members **approved** the following declaration:

Throughout the academic year and up to the date of approval, the University of the West of England:

- has had due regard to the need to prevent people from being drawn into terrorism (the Prevent duty)
- has provided to HEFCE all required information about the implementation of the Prevent duty
- has reported to HEFCE in a timely way all serious issues related to the Prevent duty, or now attaches any reports that should have been made, with an explanation of why they were not submitted.

The Pro Vice-Chancellor, Student Experience left the meeting.

G.16.11.7 Annual Provider Assurance

G.16.11.7.1 Report of Academic Board to the Board of Governors
Paper G16/11/05 was received.

The Deputy Vice-Chancellor and Provost led Members through the contents of the report in detail. Members noted in particular:

- i. The primary function of Academic Board on behalf of the Board of Governors, was to establish and monitor the University's systems that assure the quality and standards of the UWE awards;
- ii. A number of sub-committees of Academic Board had delegated responsibilities that supported operationally the deliberations of Academic Board;

- iii. The data provided related to student performance and how the University was supporting them to move to the workplace – this data was closely tracking and at times exceeding national standards;
- iv. External validation through the external examiner system, and through professional and statutory bodies, including the Quality Assurance Agency (QAA). The QAA Higher Education Review (HER) conducted in October 2015 found that:
 - a. The setting and maintenance of the academic standards of awards meet UK expectations.
 - b. The quality of student learning opportunities meets UK expectations.
 - c. The quality of the information about learning opportunities meets UK expectations.
 - d. The enhancement of student learning opportunities meets UK expectations.
- v. The finding that the University “meets UK expectations” for the setting and maintenance of academic standards was the highest level of confidence that could be expressed as part of the HER;
- vi. This externality extended across University activity, including the initial stages of the curriculum approval process involving individuals external to the University and student representation;
- vii. The University underperformed the market in the area of the proportion of graduates that went on to further study either at UWE or elsewhere;
- viii. Standards of awards – the University’s Quality Management and Enhancement Framework (QMEF) used the UK Quality Code for Higher Education to define the framework for HE qualifications and adopted descriptors – for both level and discipline – to ensure learning outcomes were distinct and consistent;
- ix. Academic Regulations – in response to staff and student concerns, Academic Board had expressed a wish to fundamentally change the University’s approach to regulations, which had resulted in a number of small updates taking effect in this current academic year. More major changes were being discussed as part of the wider review, although there was a limit to how much further this could proceed as the regulations were tightly connected to the student information system;
- x. Complaints and appeals –
 - a. The Annual Report of Complaints and Appeals was presented to the Strategic Planning and Performance Committee each year;
 - b. Improvement in student satisfaction evidenced in the results of the NSS, Postgraduate Research Experience Survey (PGES) and Postgraduate Taught Experience Survey (PTES) – the work of the NSS Task Force continued into a second year, to further improve performance and address any areas of decline;
- xi. Classification of awards was in keeping with the sector;
- xii. The content of the report presented to SPCC at its meeting on 5 October 2016, outlining the new requirement for governing bodies to provide assurance to HEFCE and how this married with the University’s approach to quality assessment;
- xiii. The key roles of committees within the academic governance structure.

G.16.11.7.2 Members noted the comprehensive Annual Report of the Academic Board and **agreed** that section 1.2 detailing the key responsibilities of Academic Board should include its responsibility for the conferment of awards to individuals on behalf of the Board of Governors and the reporting of trends in relation to the classification of awards to the Board.

ACTION: Deputy Vice-Chancellor and Provost

G.16.11.7.3 Governors' Responsibilities: Annual Statement of Assurance
Paper G16/11/06 was received.

Following full and careful consideration of the Academic Board Annual Report, Members **approved** the following statement of assurance:

That for the 2015-16 academic year and up to the date of signing the return:

- i. The governing body has received and discussed a report and accompanying action plan relating to the continuous improvement of the student academic experience and student outcomes. This included evidence from the provider's own periodic review processes, which fully involve students and include embedded external peer or professional review.
- ii. The methodologies used as a basis to improve the student academic experience and student outcomes are, to the best of our knowledge, robust and appropriate.
- iii. The standards of awards for which we are responsible have been appropriately set and maintained.

ACTION: Vice-Chancellor to sign the declaration on behalf of the Board for submission to HEFCE

G.16.11.8 Annual Report of the Remuneration Committee
Paper G16/11/07 was received.

- G.16.11.8.1 Members endorsed the Committee's approach to remuneration detailed in the annual report.

G.16.11.9 Modern Slavery and Human Trafficking Statement
Paper G16/11/08 was received.

- G.16.11.9.1 Members approved the University's Modern Slavery and Human Trafficking Statement 2015-2016 for signature by the Vice-Chancellor and publication on the University's website.

ACTION: Vice-Chancellor/Deputy Clerk to the Board

Mr R Bott, Partner, Mazars, joined the meeting.

G.16.11.10 Annual Report and Financial Statements for Year Ended 31 July 2016 and Auditors' Completion Report
Paper G16/11/09 was received.

- G.16.11.10.1 Members received a report from the Director of Finance and Planning in which he highlighted that:
- i. cash generated from operations was £31.2m for the year compared with £29.7m in 2015 and the underlying cash flow was delivering the required target per annum for the Masterplan investment programme, as well as for the strategic programmes and loan repayments;
 - ii. the results showed that three faculties have performed well against their budgets. Extra resources (including additional academic posts were allocated to faculties particularly HAS and FET, reflecting additional student numbers. The reported shortfall in recruitment by FBL and hence their adverse financial performance was offset by the postponing of recruitment of additional staff awarded in the budget and the release of University's recruitment contingency;
 - iii. bad debt provision was improving although non-student debt had increased;
 - iv. EU Grants – £1.8m had been set aside for repayment to the European Commission;
 - v. the significant increase in the pension deficit from £77.3m in 2015 to £132.7m. A pension strategy was in development and would be presented to

the Board of Governors in March 2017 outlining the University's position in terms of these costs, its pension schemes, and the mitigation of risk.

ACTION: Director of Finance and Planning

- G.16.11.10.2 Members noted the comments of the Chair of the Audit and Risk Committee that the Committee had received a very detailed presentation of the financial statements from the Director of Finance and Planning at its fully-attended meeting on 3 November 2016, was entirely comfortable with the assurance received and endorsed the accounts to the Board of Governors from its perspective for approval.
- G.16.11.10.3 The External Audit Partner thanked University staff for their co-operation and noted that the audit had progressed well. He led Members through the document and highlighted the following:
- i. The outstanding audit matter indicated on page 2 of the report was now closed and Mazars would be issuing an unqualified opinion;
 - ii. Significant findings included:
 - a. Grants – the inclusion of an accrual in the financial statements of the amount expected to be repaid in clawback to the European Commission. Members noted that a Project Compliance Officer had been recently appointed to tighten the handling of these matters going forward;
 - b. Student Loan Company (SLC) – the significant amount of work put into reconciling the monies due from the SLC had led to a continued significant reduction in the SLC debtor balance at the year-end. This risk was therefore deemed as closed;
 - c. Pension costs – the External Auditors' actuaries were satisfied with the assumptions used;
 - d. Wallscourt Foundation – the External Auditors were assured of the independence of the members of the Foundation. Members noted that the Audit and Risk Committee had requested and been assured by an internal review document which demonstrated that the Wallscourt Foundation was not controlled by the University;
 - e. Bristol Polytechnic Enterprises Limited (BPE), a subsidiary entity of the University, rented a property to the University and therefore met the definition of an investment property. However, management has chosen not to account for it as an investment property. Whilst this had no impact on the University's consolidated accounts, as it would be treated correctly as a non-investment property, there would be a qualification on the audit opinion of the BPE accounts. Members noted the intended proposal that the Director of Finance and Planning join the BPE Board in the Spring term;
 - iii. Based upon the work performed, confirmation of the management's assertion that the University was a going concern.
- G.16.11.10.4 Members further noted that:
- i. The Chair of the FEIT Committee had met with the Director of Finance and Planning and the Pro Vice-Chancellor, Commercial Director and Company Secretary before each of the Committee's meetings during the year and was satisfied that there was nothing deficient in the reports presented;
 - ii. Pension Costs – confirmation that advice was being taken from a specialist actuary firm;
 - iii. UWE Students' Union (SU) Accounts – Members tasked the Director of Finance and Planning to refer the various comments raised on the draft SU Accounts back to the SU. The Board requested that the final signed SU Accounts be presented to the FEIT Committee, who would report to the Board via its minutes.

ACTION: Director of Finance and Planning

- G.16.11.10.5 The Board thanked the Director of Finance and Planning and the External Auditors for their work, and the members of the FEIT Committee and the Audit and Risk Committee and **approved** the annual report and financial statements, representation letter and the annual assurance return for signature by the Chair and the Vice Chancellor, on behalf of the Board.

Mr Bott left the meeting.

G.16.11.11 Annual report of Audit Committee 2015-2016

Paper G16/11/10 was received.

- G.16.11.11.1 Members welcomed an update from the Chair of the Audit and Risk Committee confirming that in the Committee's opinion assurance could be taken that there were appropriate arrangements in place for:
- i. risk management, control and governance;
 - ii. economy, efficiency and effectiveness (value for money)
 - iii. the management and quality of data submitted to HESA and HEFCE.

Members **approved** the report for submission to the Funding Council.

G.16.11.12 Risk Policy and Risk Management Procedures

Paper G16/11/11 was received.

- G.16.11.12.1 Members noted that the revised policy and procedures had been considered by the Audit and Risk Committee at its meeting on 3 November 2016 and were recommended by the Committee for approval.
- G.16.11.12.2 Members also noted that work was on-going to determine a strategic steer from the Directorate of the University's appetite for different categories of risk. This would be communicated to risk owners and referenced in the revised Risk Policy, once agreed.
- G.16.11.12.3 Members **approved** the revised Risk Policy and Risk Management Procedures, subject to the reference to risk appetite being incorporated.

ITEMS FOR DISCUSSION

G.16.11.13 Academic Case for Investment in Engineering

- G.16.11.13.1 Members received a presentation 'Supporting Success in Engineering and Science' from the Vice-Chancellor outlining the context behind the proposal to invest ahead of the business case being finalised. Members noted the following:

G.16.11.13.2 *Engineering*

- i. recognition by the Engineering Industry and the Government of the need to diversify the UK's service-dominated economy and that there was a national imperative to double the number of UK engineering graduates in the next 3-5 years; engineering skills therefore would be at a premium;
- ii. Engineering was an attractive option to potential students with graduates going on to employment within that sector and the University had good relations with Engineering sectors across the region. However, the standard of facilities did contribute to the reason why some potential students did not opt for UWE as their university of choice;
- iii. There were increasing numbers of applicants from non-traditional backgrounds and student numbers had grown from 600 to 1100 in 6 years, although these numbers were starting to tail off, highlighting the fact that the University facilities were not meeting current needs and the University's ability to compete against other providers able to invest – and who had invested – in Engineering in terms of infrastructure;
- iv. The proposal of a step-change to future-proof the area to address the needs of an industry that required more of graduates – the 'hybrid engineer' – knowledge and skills, project management, engineering with simulation,

- computer modelling and design, mechanics, robotics – and the need for new facilities and curricula to blend this together;
- v. The challenge of the current facilities – N Block – which was last invested in in 1985 and were no longer fit-for-purpose for current or future needs; utilisation of the space was maximised, cramped and uninspiring and the University was now operating in a marketplace where its competitors had invested heavily.

Science

- i. Science at UWE was very successful – student recruitment targets were being exceeded, teaching and learning was excellent and research was world-class – but it was hidden and difficult to showcase;
- ii. The University was chasing in the wake of other universities with state-of-the-art facilities and there was a need to remodel the facilities – a “Laboratory Zone” which would also include social learning space.

G.16.11.13.3 Members further noted that:

- i. Business cases would be developed by March 2017 for both Engineering and Science and these may propose a need for further borrowing;
- ii. Proposals had always been within the overall 25-year Masterplan but the current market had created the need to consider accelerating the plans: refurbishment of vacated space, options for a new build for Engineering and a refurbishment/model for Science, or a mix of the two facilities. Some refurbishment work could be undertaken fairly swiftly and a new build would take in the region of 12-18 months to complete;
- iii. It would be 3 to 4 years for the impact of the changes to be visible. Members acknowledged that changes to curricula could happen quickly and degree apprenticeships could hold a good deal of appeal;
- iv. There were no big capital grants available; the University would encourage the Local Enterprise Partnership (LEP) for as long as possible to use its European Growth funding creatively. It was anticipated however that the plans would be financed mostly through borrowing and philanthropic donations;
- v. Staff resource was constantly being refreshed in Engineering and in Science the profile was one of young staff working alongside the more experienced, blending research with excellent teaching;
- vi. Science at UWE was innovative:
 - a. over 100 of the increased student numbers were in this area
 - b. the introduction of a new MRes. in Conservation Biology, operating in partnership with Bristol Zoo; 60-70 students currently enrolled
- vii. UWE was at its best when securing partnerships that would deliver its objectives, although there was further strengthening required of partnership relations in the area of Aerospace;
- viii. The proposals were fully aligned with Strategy 2020 and were a continuation of academic education already applied: i.e. practice-oriented and working within the city region;
- ix. Growth in additive manufacturing, new energies and carbon manufacturing, all of which interfaced across a number of Engineering disciplines, apprenticeship routes (these ranged to level 7, Masters) and programmes;
- x. New product development was already underway and extended beyond the UK;
- xi. There was a time imperative in bringing the proposals to fruition but these needed to be achievable within a financial envelope the University could afford.

G.16.11.14 Staff Voice Group

- G.16.11.14.1 Members noted that discussions that took place at the meeting on 21 September 2016 had been generally very positive.

- G.16.11.14.2 The Chair reminded Members that the Staff Voice Group meetings were open to all Governors and encouraged attendance when possible.
- G.16.11.15 Capital and Major Projects Programme**
Paper G16/11/12 was received and noted.
- G.16.11.15.1 The Chair thanked the Pro Vice-Chancellor, Commercial Director and Company Secretary for his work in relation to campus and other developments.
- G.16.11.16 Vice-Chancellor's Report**
Paper G16/11/13 was received and noted.
- G.16.11.16.1 Members noted with pleasure the decision to reduce the cost of tickets for the University's graduation ceremonies from £35 to £15 for July 2017 onwards.
- G.16.11.17 Feedback from CUC Plenary, 20-21 October 2016**
- G.16.11.17.1 Members received an update from the Chair-Elect and noted that topics of discussion had included:
- i. the challenge in creating hybrid curricula – particularly relevant in relation to Engineering and Science;
 - ii. appraisal and development of vice-chancellors and the need for good performance management and good support;
 - iii. the Autumn Statement and its expected focus on regionalisation.
- G16.11.18* Governor Attendance**
Paper G16/11/14 was received and noted.
- G16.11.19* Minutes of Board Committees and Academic Board**
Paper G16/11/15 was received and noted.
- G16.11.20* Corporate Seal**
Paper G16/11/16 was received and noted.
- G16.11.21 Nominations and Governance Committee**
Paper G16/11/17 was received.
- The Chair left the meeting for this item.
- G16.11.21.1 Members unanimously **approved** the recommendation of the Nominations and Governance Committee that the out-going Chair of the Board of Governors, Gillian Camm, be appointed as a Pro Chancellor of the University for an initial 3-year term of office to 30 November 2019.
- The remainder of this item is recorded as a confidential minute.
- The Chair returned and University staff and the Student Governor left the meeting.
- G16.07.22 RESERVED BUSINESS**
- This item is recorded as a confidential minute.
- G16.07.23 FORMAL HANDOVER TO THE NEW CHAIR**
- University staff and the Student Governor returned to the meeting.
- G16.07.23.1 The out-going Chair expressed her thanks to the Board, the Vice-Chancellor and Senior Management Team for their support and formally handed over the role of Chair of the Board of Governors to the Chair-Elect.
- G16.07.24* Date of Next Meetings**
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| Wednesday/Thursday | 22-23 March 2017 | inc. Away Day |
| Wednesday | 6 July 2017 | 15:00 – 18:00 |

