

## **BOARD OF GOVERNORS**

Minutes of the meeting of the Board of Governors held on Tuesday 19 September 2023.

**Present:** Richard Bacon (Chair), Jenny Body, Laura Claydon (via Teams), Carolyn Donoghue, Professor Marc Griffiths, Professor Dame Julie Lydon, Kolawole Samuel Olure, Jamie Paddon, Margaret Simmons-Bird, Professor Jim Smith, Dave Tansley, Professor Sir Steve West, Kalpna Woolf, Andrea Young.

**Apologies:** Domini Harewood, Priya Kaur, Ian MacKenzie, Grant Mansfield, Tim Simmonds, Jo Midgley, Registrar and PVC Student Experience.

**In Attendance:** Dr Jodie Anstee, Clerk, Professor Amanda Coffey, DVC and Provost, William Liew, Chief Financial Officer, Jessica Wrigley, Governance Officer, Christine Gledhill, Deputy Clerk (minutes).

### **G23.09.1 MEMBERSHIP AND APOLOGIES**

G23.09.1.1 Apologies received were noted as set out above.

#### **Confirmation of Chair and Deputy Chair of the Board of Governors**

G23.09.1.2 Members confirmed Richard Bacon as Chair of the Board of Governors.

G23.09.1.3 Members confirmed Jenny Body as Deputy Chair of the Board of Governors.

G23.09.1.4 The Chair welcomed Jamie Paddon, Independent Member and Chair of the Audit, Risk and Assurance Committee, to his first Board meeting.

### **G23.09.2 DECLARATIONS OF INTERESTS**

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

No declarations were received.

### **G23.09.3 MATTERS RAISED BY LAY GOVERNORS**

G23.09.3.1 The Chair summarised the discussions held in the earlier in camera session for Lay Governors.

G23.09.3.2 Members noted in particular the feeling shared by Governors that they were keen to have a better purchase on Strategy 2023, how the Board could focus on that and strategic options within a changing Higher Education market.

G23.09.3.3 Members also noted that notes of the session had been taken by Dr Jodie Anstee, Clerk to the Board of Governors and these would be shared with the Vice-Chancellor to explore how the Board best work with the Vice-Chancellor's Executive (VCE) to make this focus possible in practice.

**ACTION: Chair/Vice-Chancellor/Clerk**

G23.09.3.4 The Chair proposed that the Strategy 2030 Implementation Report agenda item be deferred to the next meeting. This proposal was accepted.

**ACTION: Deputy Clerk**

## **G23.09.4 MINUTES AND MATTERS ARISING**

*Paper G23/09/01 was received*

G23.09.4.1 Members **approved** the minutes of the meeting held on 11 July 2023.

### **Matters Arising**

G23.09.4.2 Members referred to the table of actions at the foot of the agenda and noted that the actions listed were either completed or were due to be considered at this meeting, or scheduled as an agenda item for the Board or a Committee this term.

G23.09.4.3 VC Report - University Chancellor, Appointment Process and Current Nomination (G23.07.5.28 refers)

*Paper G23/09/02 was received*

G23.09.4.4 Members noted the further detail provided in the report on the process that was followed which had led to the current nomination.

G23.09.4.5 Members noted the discussion held by the Nominations and Governance Committee at its meeting on 18 September and **approved** the recommendation that the nomination be deferred.

G23.09.4.6 Members **agreed** that an update on the matter be brought to the next meeting.

**ACTION: Clerk**

G23.09.4.7 Members noted that the current University Chancellor, Sir Ian Carruthers was happy to continue until such time that a successor was secured.

G23.09.4.8 *Revised Process for Chancellor Nomination*  
Members **approved** the revised process.

G23.09.4.9 Members also noted the intention to appoint Professor Paul Olomolaiye, PVC Equalities and Civic Engagement as a University Pro Chancellor, ahead of the November graduation ceremonies. Professor Olomolaiye would be retiring from his PVC role at the end of the month.

The recommendation would be considered by the Nominations and Governance Committee at its meeting on 30 October 2023.

## **G23.09.5 COMMITTEE ASSURANCE REPORT**

G23.09.5.1 Richard Bacon, Chair of the Nominations and Governance Committee informed Members that at its meeting the previous day, in addition to the consideration of the University Chancellor paper, the Committee had reviewed the Governance Effectiveness Self-Assessment Report (SAR).

G23.09.5.2 Members noted that the report was broadly positive and that Governors had provided some very useful comments regarding future oversight. An action plan had been prepared by the Clerk, which was approved by the Committee.

G23.09.5.3 Terms of Reference

Members noted that the Committee had considered the terms of reference for the Board and its Committees. Subject to minor amendments made by the Committee, on its recommendation Members **approved** the following terms of reference:

- Board of Governors (including the Statement of Primary Responsibilities), subject to one small amendment.
- Audit, Risk and Assurance Committee.

- Finance, Estates and IT Committee, subject to endorsement by the FEIT Committee Chair, Ian MacKenzie, who had been absent from the Nominations and Governance Committee and this Board meeting.
- People, Culture, Quality and Standards Committee.
- Remuneration Committee, subject to clarification of HR attendees.
- Nominations and Governance Committee.

## STRATEGIC ITEMS FOR DISCUSSION

### G23.09.6 VICE-CHANCELLOR'S REPORT

*Paper G23/09/03 was received*

G23.09.6.1 Members noted the content of the report and received an update from the Vice-Chancellor. Members noted the following in particular:

G23.09.6.2 to *Student Recruitment – Projection against target*

G23.09.6.18

This item is recorded as a confidential minute.

G23.09.6.19 *Industrial Action*

- i. The University continued to engage with the 3 recognised Trade Unions: UCU, Unison and Unite.
  - ii. Unison and UCU were in dispute with the University and were currently or had been recently taking industrial action.
  - iii. UCU – marking and assessment boycott (MAB) had caused significant distress in some parts of the University, with some issues still ongoing with regard to catching up on marking (affecting all years) and the progression of students.
  - iv. A reminder of the University's decision to progress final year students as a priority and that the Psychology cohort had been unable to graduate with a degree classification. There had been no disruption at the graduation ceremonies.
  - v. The University was now trying to progress students to their next year and this was being monitored through the Silver and Gold Command Teams. Concerted effort was being put into ensuring effective communications; however there had been some issues, particularly on social media.
  - vi. UCU had recently called off the MAB and work was being allocated for marking/catch up.
  - vii. Recognition of the efforts of colleagues across the University that had worked hard to mitigate the impact of the MAB. Most students had graduated with their degree classification or progressed to their next year.
  - viii. Unison – strike action had impacted on the start of the year and students' moving-in days (14, 15 and 16 September), with further action notified for 2 and 3 October.
  - ix. UCU National had signalled to local branches that they were able to make a local decision with regard to 5-day strike action of the week commencing 25 September. It was unclear if the branch local to the University would engage with its members, although it was anticipated that this would be notified in the next few days.
- G23.09.6.20
- x. Industrial action had had a significant impact on staff at all levels and signs of the impact on wellbeing were beginning to show. The University was doing as much as possible to support staff.
  - xi. The University had continued to engage with the Joint Union Forum (JUF) through the setting-up of meetings, but the Trade Unions had chosen not to attend and therefore engagement had not been possible.

- xii. Unite and Unison representatives had however attended the most recent JUF meeting. UCU representatives had not attended and had given notification that there was business they wished to pick up outside the JUF.
  - xiii. The meeting was conducted in a professional manner, allowing both management and staff to express their respective positions. A piece of work was underway to determine what the financial implications of the unions' requests would be. These were expected to be significant. UCU requests were as yet still unknown.
- G23.09.6.21
- xiv. The Universities and Colleges Employers Association (UCEA) was holding a number of meetings that week to determine next steps in relation to supporting the management position of universities.
  - xv. UCEA was able only to negotiate in terms of pay (unions were still in dispute for the 2022/23 pay award) and was constrained by the finances of the sector, that is: fixed tuition fees, pressures in terms of pension costs and the impact of those on some institutions.
- G23.09.6.22
- Members observed that these financial pressures were in addition to the challenges presented in terms of student recruitment and a competitive market, and noted the imperative for the University to have quality staff in place to progress Strategy 2030. Members remarked that this was perhaps the time at which it was recognised that some of the previous ways of working were no longer effectual and that it would be helpful for the Board to see some examples of radical thinking (e.g. with regard to terms and conditions of employment) to ensure that the University secured the best people.
- G23.09.6.23
- Members noted the confirmation that such discussions were already taking place; the sector and system were no longer fit for purpose, and the business model no longer worked (group structures, subsidiary companies and different contracts across the board); many institutions were likely to fall over. There were different business models that could be shared with Board Members.
- ACTION: Vice-Chancellor**
- G23.09.6.24
- Members also noted that a key question for the University could be whether to withdraw from UCEA and collective bargaining; being part of that prevented the capacity for radical action. However, it was critical to be clear about the implications of withdrawal and how risks would be mitigated, as finances were competing with the demands of staff. Members commented upon the intellectual and emotional challenge of that consideration, and the importance of remaining mindful of the University's values.
- G23.09.6.25
- Members noted that when the current employment contracts were formed, international business (Transnational Education – TNE) was not as significant as it was currently.
- G23.09.6.26
- Members further noted:
- i. Some Independent Schools and Multi Academy Trusts were adopting a phased approach in that new staff had different terms and conditions. Radical but differing business models were being used and it would be interesting to see how palatable those were.
  - ii. The drivers for staff recruiting and leaving were different: Academic staff were concerned with better conditions, not more money; this was different for Professional Services staff.
  - iii. Increasing International student recruitment may better favour those institutions of higher ranking and the University may wish to see what would happen if International recruitment were to drop by e.g. 5% over the next 5 years.

- G23.09.6.27 Members noted that the University was currently balanced in terms of its student recruitment and that its International profile was comparatively low. Government had expressed concern about other, more highly ranked institutions' exposure in this regard.
- G23.09.6.28
- iv. Tuition fee for Home UG would remain unchanged for the foreseeable future. A Government announcement was expected of a cross-party/cross-House review to look at what the devolved nations' governments were doing in the tertiary education space.
  - v. It was anticipated that any funding would go to schools, colleges and maintenance fees.
  - vi. The need for the University to look at its ways of working and inefficiencies (in terms of programmes and processes). This exercise would not be solely focused on teaching, but about how students were supported, whether it was possible to release some capacity to focus on different things such as Personal Tutorship, different and better use of time, etc. (e.g. digital).
- G23.09.6.29 Members asked whether it would be possible to provide short online courses for International students, given that recruitment numbers were likely to fall due to the Government's new rules about bringing dependants into the UK.
- G23.09.6.30 Members noted the confirmation that this activity was one of the focuses of a working group concerned with International recruitment and the impact of the global environment.
- G23.09.6.31 Members also noted that the University was working with Skilled with regard to provision that would be delivered entirely online; this would entail short programmes – either credentialled, or access-only and non-assessed. A similar early conversation had also started with FutureLearn. The University was not able to deliver this sort of provision alone.
- G23.09.6.32 Members urged the Executive to remain mindful of the impact on the University's Research ambitions.
- G23.09.6.33 Members referred to the agreed cost reduction target and whether any modelling had been undertaken as to what the trigger points may be, how a faster timeframe would look, etc.
- G23.09.6.34 Members noted that the VCE was having these discussions and had relayed the position in terms of the University's finances, and the finances of the sector, to the Trade Unions. These positions were also being set out very clearly in communications to the University as well as to the Board of Governors.
- Members noted that the Trade Unions had requested quarterly meetings with the Chief Financial Officer.
- G23.09.6.35 Members commented that the Away Day in March 2024 seemed too late for the Board to be sensitised to those considerations and asked whether this timeframe could be shortened.
- G23.09.6.36 Members noted that some modelling would be undertaken and the Board would then need to engage with the scenarios arising from that exercise and that this would be done in the run-up to the March Away Day.
- G23.09.6.37 Members were reminded that the financial forecasts would be filed to the OfS on 1 December 2023, having first been considered by the FEIT Committee and approved by the Board. Members noted that the Pensions and Financial Sustainability Sub-Committee would meet the following week to consider these and to determine the level of comfort with the sense of direction being taken.

G23.09.6.38 Members noted that the sector appeared to be drifting in the wrong direction, with a significant number of universities having been in deficit for the last two years. No assumption was being made that the Government would intervene to help.

**G23.09.6 STRATEGY: STRATEGY 2030 IMPLEMENTATION**

*Paper G23/09/04 was received*

G23.09.7.1 As noted in G23.09.3.4 above, this agenda item was deferred to the next Board of Governors meeting on 28 November 2023.

**STUDENT VOICE**

**G23.09.8 UPDATE FROM THE PRESIDENT OF THE STUDENTS' UNION**

*Paper G23/09/05 was received*

G23.09.8.1 The Chair thanked Kolawole Samuel Olure, UWESU President and Student Nominee for the comprehensive report and shared the Board's appreciation for his work in supporting the University's students.

G23.09.8.2 In particular, Members noted the following with gratitude:

- i. The measures being put in place to help student with the cost-of-living crisis, which the Board was pleased to support financially.
- ii. The SU's efforts in helping students find accommodation.
- iii. SU support for students during the periods of industrial action.

G23.09.8.3 Members noted the SU's success in having been awarded Excellent ranking for Green Impact Students' Union (GISU) 2022-23, for the eighth consecutive year, and for winning the GISU Special Award for 'The Highest Scoring Students' Union' for the seventh year in a row.

G23.09.8.4 Members noted with interest the reference to undertaking consent work and noted that the SU had engaged with staff from the University of Bristol in relation to managing culture and behaviours at the start of the academic year.

G23.09.8.5 Members noted that the consent work with student groups referred to in the report had yet to start and that initial feedback on this would be given at the next meeting.  
**ACTION: SU President and Student Nominee**

G23.09.8.6 Members noted the reference in the report to the challenge experienced by students in terms of accessing technology (little to no access to a device of their own, low-spec devices, slow and/or unstable internet connection). Members enquired as to the nature of support being provided by the University to vulnerable students.

G23.09.8.7 Members noted that during the Covid-19 period, the University's Hardship Fund had been used to provide such support; for example, providing access to PCs and laptops, or dongles to access the internet. During that time over a third of students had been supported by the University in relation to digital poverty. The Hardship Fund was still in place and considerations for support were undertaken on a case-by-case basis.

G23.09.8.8 Members also noted that the University was fully open and students were able to access its facilities.

G23.09.8.9 Members welcomed the Vice-Chancellor's invitation to discuss with the SU President and Student Nominee outside of the meeting, the issues being reported by students.  
**ACTION: Vice-Chancellor/SU President and Student Nominee**

- G23.09.8.10 Members who had had an opportunity to walk around the Frenchay Campus commented favourably on the QR codes posted across the site, to signpost new students to help and information.

## REPORTS

### G23.09.9 CLERK'S REPORT

*Paper G23/09/06 was received*

- G23.09.9.1 Members noted the content of the report. Dr Jodie Anstee, Clerk to the Board of Governors highlighted the following in particular:
- G23.09.9.2 General Counsel  
The appointment of Aman Hart as the University's General Counsel and the extent of the role's remit.
- G23.09.9.3 Annual Modern Slavery and Human Trafficking Statement 2022-2023  
Members were reminded that the University's annual Modern Slavery and Human Trafficking Statement was considered for approval by the Board in September each year, for publication on the website and inclusion in the University's Annual Report. The progress made in the 2022/2023 academic year, changes to the risk environment and plans for 2023/2024 were noted by the Board.
- Subject to the figures in the opening section being updated in line with the 2022-23 Annual Report, Members **approved** the annual statement for signature by the Vice-Chancellor and publication.
- G23.09.9.4 Board Business Planning  
The Board and Committee business plan had been reviewed in light of the priorities highlighted by Board Members in the Governance Effectiveness self-assessment exercise and subsequently confirmed by the Chairs at the Clerk's Business Planning meeting held the previous day, where the need for agility within the plan was recognised.
- G23.09.9.5 Members requested that the plan include a piece on projections and scenario modelling, and consideration of the measures for the University. Members endorsed the view that the March 2024 Away Day would be an appropriate opportunity to consider these matters, and should be picked up where possible through the Board's business in the build up to this.
- ACTION: Clerk**
- G23.09.9.6 Members also noted that the business plan also included details of opportunities for Board Members to further engage with University activity, the insights from which would be fed back to the Board. The Chair remarked that there would also be opportunities for meeting with people in Colleges and Schools and that he may have particular requests to make to one or two Members in this regard.
- G23.09.9.7 The Clerk requested that Board Members contact her with their targeted areas of interest.
- ACTION: Board Members to contact the Clerk**
- G23.09.9.8 Members referred to the OfS's Sexual Misconduct pilot survey and asked as to why the University had not participated; had it not, for example, been asked to do so. Members noted that the Clerk would make enquiries to find out.

**ACTION: Clerk**

## G23.09.10 ANY OTHER BUSINESS

### G23.09.10.1 Bus Travel Issues

The Student Nominee highlighted the local bus issue that was affecting both students and staff, and asked whether any action could be taken by the University to address this.

G23.09.10.2 Members noted that a significant amount of work had already been undertaken and suggested that a briefing opportunity be arranged for the Student Nominee to discuss what had been done with regard to this issue, with a view to focusing on aspects that were able to be progressed.

**ACTION: Governance Team**

## G23.09.11 ITEMS FOR WIDER COMMUNICATION

G23.09.11.1 Members **agreed** that the tour by Board Members of the A-N Blocks be shared with the wider University community.

**ACTION: Deputy Clerk**

G23.09.11.2 Members remarked that the tour of the A-N Blocks had provided a welcome opportunity and requested that a similar occasion be provided at future meetings, where possible. Members noted that a tour of the new SAP3 accommodation was being arranged for 28 November 2023.

### \*G23.09.12 **RECURRENT FUNDING FOR 2022-2023 (PREVIOUSLY OFFICE FOR STUDENTS' GRANT LETTER)**

*Paper \*G23/09/07 was received and noted.*

### \*G23.09.13 **CORPORATE SEAL**

*Paper \*G23/09/08 was received and noted.*

### \*G23.09.14 **ACADEMIC BOARD MINUTES**

*Paper \*G23/09/09 was received and noted.*

## **DATES OF FUTURE MEETINGS**

28 November 2023	13:00 – 18:00	Frenchay
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

<b>OUTSTANDING ACTIONS</b>			
Meeting	Minute	Action	Lead
19 Sept 2023	G23.09.3.3	Notes of the Lay Governors in camera session to be shared with the VC, to explore how best the Board work with the VCE to ensure a better purchase on Strategy 2030, including focus on strategic options within the changing HE market.	Chair Vice-Chancellor Clerk
19 Sept 2023	G23.09.3.4	Strategy 2030 Implementation Report agenda item to be added to the 28 Nov Board agenda.	Deputy Clerk
19 Sept 2023	G23.09.4.6	Update on the University Chancellor nomination to be brought to the 28 Nov Board meeting.	Clerk
19 Sept 2023	G23.09.6.23	Business models to be shared with Board Members.	Vice-Chancellor



19 Sept 2023	G23.09.8.5	Initial feedback on the SU's consent work with student groups to be given at the 28 Nov Board meeting.	SU President and Student Nominee
19 Sept 2023	G23.09.8.9	Discussion of the IT issues being reported by students.	Vice-Chancellor SU President and Student Nominee
19 Sept 2023	G23.09.9.5	Financial projections, scenario modelling and measures for the University to be added to the March 2024 Away Day programme and at other opportunities in the Board's business in the run up to this.	Clerk
19 Sept 2023	G23.09.9.7	Areas of specific interest to individual Board Members for engagements with staff and students to be shared with the Clerk.	Board Members
19 Sept 2023	G23.09.9.8	Enquiries to be made as to whether the University had been asked to participate in the OfS Sexual Misconduct pilot survey.	Clerk
19 Sept 2023	G23.09.10.2	Briefing to be arranged for the Student Nominee to discuss work already undertaken with regard to bus travel issues.	Governance Team
19 Sept 2023	G23.09.11.1	Tour of the A-N Blocks to be shared with the wider University community.	Deputy Clerk