

BOARD OF GOVERNORS

Minutes of the Board of Governors meeting held on Thursday 4 July 2019.

Present: Sonia Mills (Chair), Richard Bacon, Jenny Body, Sandy Forbes, Martin Hagen, Richard Holmes, David Lamb, Clive Lewis, Mark Mason (until G18.07.23.4), Jane Roscoe (until G19.07.23), Precious Onyenekwu Tatab (until G19.07.23), Professor Steve West (until G19.07.23), Kalpna Woolf, Denis Woulfe.

Apologies: Professor John Craven, Rob Fraser, Grant Mansfield, Jocelyn McNulty.

In Attendance: Jodie Anstee, Clerk (until G19.07.23), Christine Gledhill, Professor Jane Harrington (until G19.07.23), William Liew (until G19.07.23), Joanna Wallis (until G19.07.23).

G19.07.1 MEMBERSHIP

Governor Appointments

G19.07.1.1 Student Nominee

Members received the nomination of the new Students' Union (SU) President and welcomed Precious Onyenekwu Tatab to her first meeting.

G19.07.1.2 Academic Board Nominee

Members noted that Donna Whitehead's term of office would end on 31 July 2019.

G19.07.1.3 Members received the Academic Board's nomination of Aylwin Yafele, Subject Associate Head of Department (Accounting and Finance), Faculty of Business and Law for membership to the Board of Governors.

G19.07.1.4 The nomination was **approved**.

G19.07.2 DECLARATIONS OF INTERESTS

No interests were declared.

G19.07.3 MINUTES AND MATTERS ARISING

Paper G19/07/01 was received.

G19.07.3.1 Members approved the minutes of the meeting held on 19 March 2019.

G19.07.3.2 Proposed Regional Partnerships Strategy (G19.03.5 refers)

This item is recorded as a confidential minute.

G19.07.3.3 Financial Update (G19.03.8.8 refers)

Members noted that the Chief Financial Officer (CFO) had provided reports on student debt recovery to both the Finance, Estates and IT (FEIT) Committee and the Audit Committee, at their respective meetings held in June 2019.

G19.07.3.4 Members also noted that the Audit Committee had requested that the Internal Auditors review the process as part of their 2019/2020 programme of work.

- G19.07.3.5 Members further noted that returning students with an outstanding debt were not permitted to register for their next year of study until either the debt was paid or a payment plan to clear it was in place.

ITEMS FOR DISCUSSION

G19.07.4 Vice-Chancellor's Report

Paper G19/07/02 was received.

- G19.07.4.1 Members noted the content of the report and received an update from the Vice-Chancellor on the following:
- G19.07.4.2 *Student Recruitment*
- i. Home/EU Undergraduate –
 - a. Applications and offers remained at a comparable level to the previous year within the demographic downturn and an increasingly competitive and challenging market
 - b. Improvements in terms of acceptances, declines and conversion;
 - ii. Home/EU Postgraduate – increases in applications, offers and acceptances although it was still very early in the recruitment cycle;
 - iii. International – increase in numbers for undergraduate and postgraduate applications, offers and acceptances.
- G19.07.4.3 Members noted the details of the Confirmation and Clearing period and the process undertaken during that time by which the Directorate considered the University's recruitment position.
- G19.07.4.4 Members also noted the comments made by the Chair, who had observed the University's Clearing operations the previous summer and her encouragement for other Governors to take the opportunity to do the same this year.
- G19.07.4.5 Members were requested to notify the Deputy Vice-Chancellor and Provost, via the Governance Team, if they wished to observe the Clearing operations.
- G19.07.4.6 *Augar Review*
Members noted that the outcomes of the review were currently in abeyance, due to other more pressing governmental concerns.
- G19.07.4.7 Members noted that Further Education (FE) funding would remain an issue should the recommendations of Augar not materialise.
- G19.07.4.8 *NSS*
Members noted the University's excellent result and the intention to continually strive for further improvement.
- G19.07.4.9 *Access and Participation Plan*
Members noted that the University's Plan had been submitted to the Office for Students (OfS) ahead of the 1 July 2019 deadline.
- G19.07.4.10 Members also noted that OfS guidance had been issued in late June 2019 setting out the responsibilities of governing bodies in relation to the oversight and monitoring of Access and Participation Plans; an alignment of reporting and oversight of the

University's Access and Participation Plan through to the Board, would be established.

G19.07.4.11 Members noted that an extended seminar session focused on Equality, Diversity and Inclusivity was planned for the September Board meeting.

G19.07.4.12 *Mental Wealth First Strategy*

Members noted that on 11 July 2019 the University would participate in the Universities UK (UUK) event 'Mental Health: A whole university approach', which would consider the outcomes of the two-year pilot of the step-change framework at UWE Bristol, Cardiff University and the University of York. The review document and progress update from the pilot would be shared with all staff and with Governors.

ACTION: Vice-Chancellor

G19.07.4.13 Members also noted that UWE Bristol was now assessing the mental health support provided for staff.

G19.07.4.14 *Bristol Pride Festival*

Members noted that the 10th annual festival would be held on 13 July 2019.

G19.07.4.15 Members also noted UWE Bristol's sponsorship of the event for the ten years and that for 2018 and 2019, the University was the festival's access sponsor, helping to ensure that everyone was able to engage fully with the event.

G19.07.4.16 *Health and Safety*

Members noted the following:

- i. the current risk score for Health and Safety remained below the risk level that would require escalation to the strategic risk register;
- ii. the slight increase in accidents and very slight increase in the number of RIDDOR reportable events upon the previous year.

G19.07.4.17 *Chaplaincy Trust*

Members noted that the UWE Bristol Chaplaincy Centre Trust had been considering its future for several years and that at its 2019 AGM on 20 June 2019, the Trust had agreed that the objects of the charity could be better met by the University itself, and that the Trust be unwound. Once the legal formalities were complete, the charity would be removed from the Charity Commission register.

G19.07.4.18 Members noted the Student Nominee's comments that each Officer of the Students' Union at UWE team was working on some aspect of the mental health agenda and her question as to how much students were aware of the mental health and wellbeing services available.

G19.07.4.19 Members also noted that all UWE Bristol students were encouraged to download the UWE app, which provided access via links to specific support services, depending on need, and also had an 'emergency' button which transferred the user directly to the crisis framework.

G19.07.5 Corporate Scorecard

Paper G19/07/03 was received.

G19.07.5.1 Members noted that the Scorecard had been updated to reflect the latest round of performance analysis, league table outcomes and key metrics.

- G19.07.5.2 During discussions, Members noted the following:
- i. the University's rise of 9 places to 28th in the Guardian University Guide 2020 – the fourth consecutive year of gains in the rankings;
 - ii. Knowledge Exchange (KE) income was now defined and published in the scorecard;
 - iii. the improved Student:Staff score which exceeded the University's 2020 target;
 - iv. the increase in Spend per Student;
 - v. non-continuation remained an area of focus.

G19.07.5.3 Members questioned whether there were any particular trends in relation to non-continuation and noted that this was better in some areas than in others. Members also noted that the reasons behind non-continuation would differ across each area, e.g. course structural design, student expectations, etc.

G19.07.5.4 Members noted that only students with the qualifications to pass their course were recruited to UWE Bristol.

G19.07.5.5 Members discussed the need to separate the non-continuation targets for Foundation students and for other students.

G19.07.5.6 Members underlined the importance that there should be no difference in targets for BME students and for all students.

G19.07.5.7 Members expressed concern at the extent of the BME attainment gap and questioned the mathematics of it.

G19.07.5.8 Members welcomed the explicit ambition of Strategy 2030 that there would be “no gaps in satisfaction, attainment and outcomes for students with protected characteristics”.

G19.07.5.9 Members noted that there was no difference between all students and BME students in achieving graduate-level employment at an institutional level, although there were differences within Faculties.

G19.07.5.10 Members also noted that the Access and Participation Plan was designed to help deliver closure in the gaps of performance and the Board seminar in September would demonstrate actions planned to do this and the areas where those actions could be most impactful. The Chair encouraged Board Members to attend the session on 24 September 2019.

G19.07.6 Strategy 2030
Paper G19/07/04 was received.

G19.07.6.1 Members noted the final draft Strategy 2030 (S2030) document, the product of a sustained, deliberative process.

G19.07.6.2 During discussions Members noted the following:

- i. the design version of the document was in the process of production;
- ii. draft document had been tested both within the University and with stakeholders externally, including partners;

- iii. the Strategy's focus would be on:
 - a. Our Purpose – “solving future challenges through outstanding learning, research and a culture of enterprise”
 - b. Our People – “creating opportunities to thrive and flourish”
 - c. Our Place – “creating an inspiring local and global gateway to the future”;
- iv. the list of supporting strategies, as detailed at the back of the document, all of which were inter-related;

G19.07.6.3 Members advised the avoidance of using lists as readers may be inclined to draw conclusions in terms of order of priority.

ACTION: Clerk

G19.07.6.4 Members also discussed the inclusion of leadership values in the Strategy.

Members noted the intention to avoid a hierarchical tone in the Strategy and that the concept of leadership values was addressed in the first bullet – “Empower and engage an inclusive and values-led staff and student community” – which demonstrated leadership that was driven by the University's values and also built upon Strategy 2020 and its stream of work on leadership at all levels, so that values were embedded throughout the institution.

- G19.07.6.5 v. the imperative for the People Strategy to harness the University's values, building on S2020 and the stream of work around leadership at all levels, in order to successfully deliver S2030;
- vi. the reference to a 'hotel' facility as part of the University Enterprise Campus;
- vii. S2030 would be launched internally in September 2019 and externally in January 2020.

G19.07.6.6 Subject to the suggested change, Members **approved** the University's Strategy 2030 document.

G19.07.7 Financial Estimates and Forecasts

Paper G19/07/05 was received.

- G19.07.7.1 The CFO led Members through the highlights of the report and drew attention in particular to the following:
 - i. The Augar Review remained an issue of concern and would need to be taken into consideration in the event of a significant decision having to be made;
 - ii. The report had been considered in detail at the meeting of the FEIT Committee held on 13 June 2019;
 - iii. All forecasts were predicated on the continuation of the current tuition fee regime.

G19.07.7.2 *2018/19 Forecast Outturn*

- iii. current forecast financial outturn indicated that the budgeted surplus would be achieved;
- iv. all Faculties and most Services were reporting to be operating within their budgets, with some underspend due to staff turnover and delays in recruitment;
- v. the cash generation target was expected to be achieved.

G19.07.7.3 *2019/20 Budget Estimates and Plans to 2021/22*

- vi. the draft 2019/2020 budget was anticipated to achieve the EBITDA target and a similar surplus to that of the current year;
- vii. there were contingency amounts embedded in the 2019/20 budget estimates;
- viii. savings were required across the University; for longer term planning, a workshop was held with senior staff at an “Organisational Readiness Day”, at which some of those initiatives and income generation ideas were proposed and explored in detail.

G19.07.7.4 During discussions Members noted the following:

- i. an Estates Masterplan for the next 10 year period would be developed, along with a financial strategy to support it;
- ii. the need to establish revenue streams from different pathways, whilst being mindful of safeguarding the student experience.

G19.07.7.5 Members questioned how the University would meet current challenges whilst simultaneously launching a very ambitious S2030.

G19.07.7.6 Members noted that University had kept staff informed continuously through the S2030 consultation – and the trade unions separately – of the need for the institution to be as efficient as possible, and had been clear about the consequences of the non-delivery of quality provision. The CFO had also delivered a series of finance/funding ‘roadshows’ which had been well attended.

G19.07.7.7 *OfS Letter – Financial Viability and Sustainability: Information for Governing Bodies*

Members noted that the letter was issued to Chairs by the OfS following the publication of its report on the financial sustainability of the HE sector, which was based on the sector’s financial forecasts to 2022/23, submitted in the summer 2018.

G19.07.7.8 Members also noted that the letter expressed the OfS’s concerns that its analysis had suggested that over the next few years the sector in aggregate was assuming a level of student numbers growth (and related feed income) that was not likely to be achieved given the downturn in the demographic.

G19.07.7.9 The CFO led Members through each table and graphic in the OfS letter and outlined the University’s position against each. Members acknowledged the University’s prudent and considered outlook.

G19.07.7.10 Members were informed of the OfS’s decision to suspend the collection of financial forecasts in the summer 2019 and that further instruction from the regulator was awaited.

G19.07.7.11 Members **agreed** to:

- i. **Note** the projected financial outturn for 2018/19,
- ii. **Approve** the 2019/20 budget estimates (adopted and recommended by the Finance, Estates and IT Committee as the framework within which the Vice-Chancellor will determine final detailed budgets for individual budgetary units),
- iii. **Approve** the allocation of 2019/20 block grant and additional resources to the Student Union,
- iv. **Endorse** that the University is in a satisfactory financial sustainability position (subject to any implementation of the Augar Review’s recommendations), and
- v. **Note** the OfS letter dated 3 April 2019.

G19.07.8 Estates and Facilities Proposal

Paper G19/07/06 was received.

This item is recorded as a confidential minute.

G19.07.9 University Bank Accounts

Paper G19/07/07 was received

G19.07.9.1 Members noted that the tightening of governance over banks accounts was leading to banks increasingly requiring Governors to be identified as account mandate holders and to have verification identified.

G19.07.9.2 Members noted the contents of the report and in particular, the proposal for a new bank account and the details of the proposed authorised mandate holders and authorised signatories for this and other existing accounts.

G19.07.9.2 Members **approved** the following:

- i. the opening of a new bank account with HSBC;
- ii. the refresh of the University's mandate at Barclays Private Bank, and
- iii. the refresh of the University's mandate at Handelsbanken.

G19.07.10 Internal Audit and Assurance Service, Business Systems Implementation Programme

Paper G19/07/08 was received

G19.07.10.1 Members noted the selection process that was followed.

G19.07.10.2 Members **approved** the Audit Committee's recommendation to:

- i. appoint PwC as the University's Internal Auditors (a three-year contract with an option to extend for a further two years, subject to annual performance review), and
- ii. appoint PwC for the assurance service on the University's Business Systems Implementation Programme.

G19.07.11 Review of Committee Terms of Reference

Paper G19/07/09 was received

G19.07.11.1 Members noted that as part of the enhanced approach to Board Effectiveness, the Board's committees' terms of reference were now presented to the June Nominations and Governance Committee meeting, and that from 2019/2020 this will be undertaken alongside consideration of the results of each committee's self-assessment survey.

G19.07.11.2 Members also noted that the self-assessment survey had been successfully piloted with the Audit Committee, the results of which had also been considered by the Nominations and Governance Committee.

G19.07.11.3 Members **approved** the terms of reference of the following for the 2019/2020 academic year:

- Audit Committee
- Finance, Estates and IT Committee
- Strategic Planning and Performance Committee
- Remuneration Committee

- Nominations and Governance Committee
- Emergency Committee
- Ethics Forum.

REPORTS

G19.07.12 Summary of Commercial Activities

Paper G19/07/10 was received

G19.07.12.1 Members noted the contents of the report, which had been discussed in detail at the FEIT Committee on 13 June 2019.

G19.07.12.2 The remainder of this item is recorded as a confidential minute.

G19.07.13 Updates from Committee Chairs, Minutes of Board Committees

Paper G19/07/11 was received

G19.07.13.1 Strategic Planning and Performance Committee, 10 June 2019

Paper G19/07/11i was received and noted.

G19.07.13.2 Finance, Estates and IT Committee, 13 June 2019

Paper G19/07/11ii was received and noted.

G19.07.13.3 Nominations and Governance Committee, 20 June 2019

Paper G19/07/11iii was received and noted.

G19.07.13.4 Audit Committee, 25 June 2019

Paper G19/07/11iv was received and noted.

G19.07.14 Academic Board Minutes

Paper G19/07/12 was received

G19.07.14.1 Members noted the minutes of the Academic Board meeting held on 15 May 2019.

G19.07.14.2 Members also noted that Academic Board had met on 3 July 2019 and had discussed in detail the refinement of the University's academic governance and lines of reporting, so that academic assurance at all levels was strengthened. Format of reporting was also under consideration.

G19.07.14.3 Members noted that further work was required and that when in place, these enhancements would inform the documentation presented to the Board for assessment, upon which it would demonstrate assurance to the OfS for continued registration.

G19.07.14.4 Members acknowledged that the Board required assurance far wider than that stipulated by OfS registration criteria and that there would be KPIs arising from the University's new strategy, which the Board would need to consider how these would be considered across its committees.

ITEMS TO NOTE

***G19.07.15 Office for Students' Prevent Monitoring Outcome Letter**

*Paper *G19/07/13 was received and noted*

***G19.07.16 Public Interest Disclosure (Whistleblowing) Policy and Procedure**

*Paper *G19/07/14 was received and noted*

***G19.07.17 University Companies and Directors**

*Paper *G19/07/15 was received and noted*

***G19.07.18 Minutes from Student Governor Forum**
*Paper *G19/07/16 was received and noted*

***G19.07.19 Office for Students Grant Letter**
*Paper *G19/07/17 was received and noted*

***G19.07.20 Revised Safeguarding Policy**
*Paper *G19/07/18 was received and noted*

***G19.07.21 Corporate Seal**
*Paper *G19/07/19 was received and noted.*

G19.07.22 Departing Members of the Board

Jocelyn McNulty, Independent Member

Members endorsed the Chair's comments of appreciation and thanks to Ms McNulty for her valuable contribution to the Board, the Audit Committee and the Strategic Planning and Performance Committee.

Members agreed that the Chair write to Ms McNulty on behalf of the Board.

ACTION: Chair

Sandy Forbes, Deputy Chair, Independent Member

The Board expressed its sincere thanks to Ms Forbes for her service over the last eight and a half years as a Governor, the last three years as Deputy Chair and for her role as Chair of the Remuneration Committee and SPPC.

Dr Martin Hagen, Chair of Audit Committee, Independent Member

The Board also expressed its sincere thanks to Dr Hagen for his nine-year service as a Governor and as Chair of the Audit Committee.

RESERVED BUSINESS

G18.07.23 Remuneration Committee
Paper G19/07/20 was received.

This item is recorded as a confidential minute.

***G19.07.24 Dates of Future Meetings**

24 September 2019	13:00 – 18:00
20 November 2019	13:00 – 18:00
17-18 March 2020	inc. Away Day
2 July 2020	13:00 – 18:00