

BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held on Wednesday 19 March 2025.

Present: Richard Bacon (Chair), Jenny Body, Rob Camm, Laura Claydon, Carolyn Donoghue, Professor Georgie Gough, Domini Harewood, Ian MacKenzie (via Teams), Professor Elena Marco, Kolawole Samuel Olure, Jamie Paddon, Margaret Simmons-Bird (via Teams, until G25.03.7.1), Gan Subramaniam, Dave Tansley, Professor Sir Steve West (until G25.03.13.1).

Apologies: Professor Dame Julie Lydon, Grant Mansfield, Dr Ciara Mullan, Tim Simmonds, Professor Amanda Coffey, DVC and Provost.

In Attendance: Dr Jodie Anstee, Clerk, Katherine Davies, Director of Transformation and Improvement (for G25.03.8), William Liew, Chief Financial Officer (until G25.03.13.1), Jo Midgley, DVC and Registrar (until G25.03.13.1), Dan Wood, Chief People Officer (until G25.03.13.1), Christine Gledhill, Deputy Clerk (minutes).

G25.03.1 WELCOME

G25.03.1.1 The Chair welcomed Members to the meeting and extended a particular welcome to Gan Subramaniam, whose appointment as Independent Board Member was due to be formally ratified.

G25.03.1.2 Members heard that this was the last Board meeting for the Student Nominee, Kolawole Samuel Olure.

G25.03.2 DECLARATIONS OF INTERESTS

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

No declarations were received.

G25.03.3 MEMBERSHIP AND APOLOGIES

Confirmation of appointments

G25.03.3.1 The following recommendations of the Nominations and Governance Committee were formally ratified:

- i. Gan Subramaniam to be appointed as an Independent Board Member for a term of office of 3 years until 18 March 2028, and that Gan also serve on the Finance, Estates and IT Committee.
- ii. Dr Ciara Mullan to be appointed as an Independent Board Member for a term of office of 3 years until 18 March 2028, and that Ciara also serve on the People and Academic Assurance Committee (committee title change pending Board approval).
- iii. Mo Santali to be appointed as a Co-opted Member of the Finance, Estates and IT Committee for a term of office of 3 years until 18 March 2028.

G25.03.3.2 Apologies were noted as set out above.

G25.03.4 MATTERS RAISED BY LAYGOVERNORS

G25.03.4.1 The Chair invited Governors to raise any matters of concern or strategic interest for the University and the Board, and to also share details of any recent University events attended or other visits to the University.

No such matters were forthcoming.

G25.03.5 MINUTES AND MATTERS ARISING

Paper G25/03/01 was received

G25.03.5.1 Members **approved** the minutes of the meeting held on 20 November 2024.

Matters Arising

G25.03.5.2 Members noted that four of the five actions arising from the last meeting were closed or were to be considered in the business of this meeting.

G25.03.5.3 2024-26 Strategic Plan (G24.11.7.19 refers)

Dave Tansley, Independent Member confirmed that the University Transformation Programme (UTP) Director had met with Deloitte LLP colleagues to discuss transformation activity of other organisations. This matter was now deemed closed.

G25.03.5.4 Kolawole Samuel Olure, Student Nominee shared the recent difficulty he had experienced in securing in-person support for an IT issue. Jo Midgley, DVC and Registrar explained that this was a new system with some teething problems and offered to discuss the matter outside of the meeting, which was welcomed.

ACTION: DVC and Registrar and Student Nominee

G25.03.6 COMMITTEE ASSURANCE REPORTS

Paper G25/03/02 was received

G25.03.6.1 **Emergency Committee**

20 December 2024

The Committee Chair, Richard Bacon shared with Members the discussion of the meeting held on 20 December 2024, which had focused on the application of the tuition fee increase announced by the Government the previous month.

G25.03.6.2 Members noted that based on the external legal guidance at the time, the Committee felt that the University's terms and conditions were not sufficiently robust to apply the increase to all students and had agreed that this should be applied to new students only.

G25.03.6.3 Members also noted that subsequent to the meeting, the external legal position changed and that the application of the fee uplift for all students was then approved by Chair's action to ensure the University was able to meet the publication timelines. Whilst this was a different outcome, it was in line with the Committee's consideration of the options on 20 December 2024.

G25.03.6.4 13 March 2025

Members heard that the Emergency Committee had met the previous week where an informal discussion with colleagues of the YTL Group UK took place and at which the Committee received a presentation on the company's Brabazon development and the potential opportunities this may present for the University.

- G25.03.6.5 Members were reminded that the University had a number of estates challenges that required attention and that the Board would explore the options available in more detail at its meeting in July.
- G25.03.6.6 **Nominations and Governance Committee**
The Committee Chair, Richard Bacon referred to the three membership recommendations made by the Committee, approved earlier in the meeting. Approval was requested of the Board for two further recommendations:
- G25.03.6.7 Proposal to change the People, Culture, Quality and Standards (PCQS) Committee to the People and Academic Assurance Committee
Members heard that the Halpin Review had recommended that the PCQS Committee be split into two, and that the PCQS Chair and the Clerk had considered several options. The Nominations and Governance Committee endorsed the proposal to refocus the Committee into the 'People and Academic Assurance Committee', keeping the connection and alignment across student and staff people matters.
- G25.03.6.8 Members also noted the recommendation to invite the Students' Union VP Education to attend the meetings.
- G25.03.6.9 Members **approved** the proposed change of the PCQS Committee to the People and Academic Assurance Committee, and that the VP Education be invited to attend the meetings.
- G25.03.6.10 Finance, Estates and IT (FEIT) Committee – adjustment to the terms of reference
The addition of the Student Nominee and the Academic Board Nominee be added as full members of the Committee, rather than 'in attendance' as currently the case. This recommendation reflects that of the Halpin Governance Effectiveness review.
- G25.03.6.11 Members **approved** the recommendation that the Student Nominee and Academic Board Nominee be added to the membership of the FEIT Committee. The amended terms of reference would be published on the website.
ACTION: Deputy Clerk
- G25.03.6.12 Members heard that the Nominations and Governance Committee had endorsed the process by which Governors were recruited to serve on committees, either as Chair, or as a member. Members noted the document that was considered by the Committee. Domini Harewood, Independent Member commented that she had comments on the process and was invited to share these via email with the Clerk.
ACTION: D Harewood
- G25.03.6.13 **People, Culture, Quality and Standards (PCQS) Committee**
Jenny Body, PCQS Chair, summarised the discussions held by the Committee at its meeting on 4 February 2025. Members noted the following in particular:
- i. Discussion and endorsement of the proposed change to the Committee to the People and Academic Assurance Committee, as discussed and approved earlier in this Board meeting.
- G25.03.6.14 *Annual Academic Quality Report*
- i. The report had been reviewed extensively through the academic governance process, including Academic Board, prior to consideration by the Committee.
 - ii. Three areas of moderate risk (Amber) had been identified in relation to three areas:
 - a. Student Partnership and the Student Voice. Members heard about the successes of the Reimagining the Student Voice project and that the University was confident that this rating would move to Green in 2025/26.

- b. Assessment and Award.
 - c. Apprenticeships.
- The Committee acknowledged the need to monitor these.
- iii. The Annual Academic Quality Report was a substantive item later in the agenda and would be considered by the Board for confirmation of assurance then.

G25.03.6.15 *Annual Statement of Research Integrity*

- i. Similarly, the Statement had been considered extensively through the academic governance process.
- ii. The Committee had received confirmation that a due diligence framework, the absence of which had been reported in the commentary to the previous year's report, was now in place.
- iii. The Annual Statement of Research Integrity would be considered as a substantive agenda item for Board approval later in the meeting.

G25.03.6.16 *Degree outcomes Statement 2022-23*

- i. The release of data by the Higher Education Statistics Agency (HESA) for 2022-23 was delayed until late September 2024, therefore it was considered by the Committee in February.
- ii. The University's good honours profile over the last several years had been consistently in line with, or slightly below that of the sector.
- iii. The endorsement of the Statement and supporting internal report for submission to the Board for approval for publication of the Statement on the website.

G25.03.6.17 Members remarked upon there being only a few subjects where the good honours profile was above the sector average and asked whether this could be due to overly harsh assessment/marking. Members noted that the Committee had discussed this and had recognised that from a quality assurance perspective, a position of on or slightly below the sector profile provided more assurance than one of significantly above.

G25.03.6.18 During discussions Members also noted that areas of the University where marking was too hard had been identified; this was a matter for the VCE and Academic Board to address.

G25.03.6.19 Members **approved** the Degree Outcomes Statement 2022-23 for publication on the University website.

G25.03.6.20 **Finance, Estates and IT (FEIT) Committee**

Ian MacKenzie, FEIT Chair informed Members that the Committee had met on 3 March 2025 and shared highlights of discussions. Members noted the following:

- i. Approval of the revised Financial Regulations, to which only minor amendments had been made.
- ii. Similarly, no major amendments had been made to the following policies, which were also approved:
 - a. Investment and Treasury Management Policy.
 - b. Ethical Investment Policy.
 - c. Travel and Entertainment Expenses Policy.
 - d. Donations Policy.
- iii. The Committee's agreement with the view to downgrade the Finance Strategic risk rating from Extreme to High, due largely to the work achieved through the UTP.
- iv. Noting of the current year's forecasts and anticipated surplus for the year against the budgeted surplus and a discussion of the optics/communications piece around that. The Committee was comfortable with the factors driving this surplus.

- v. A look at Planning and Budgeting for 2025/26 and plans to 2029/30 and the Committee's endorsement that the budgeted pay award be adjusted from 3% to 2% with the remaining 1% moved to strategic investments.
- vi. Comprehensive updates were received in respect of the UTP, commercial activity and data and digital, including the Student Journey Programme (SJP) and the inherent challenges of that. The Committee discussed the Red RAG rating and was assured that the project was being effectively managed to achieve the Go Live date of January 2026.

G25.03.6.21 During discussions the FEIT Chair shared that conversations at the previous day's Away Day event included the Committee's level of assurance in terms of the wider risk report with regard to Digital and Data and its awareness of the forecast level of surplus, recognising the University's Voluntary Severance Scheme (VSS) was still live. Members had also discussed whether more assurance should be sought around the SJP and the vendor (not the University team involved).

G25.03.6.22 Members commented upon the absence of a reference to the banking industry in relation to the Ethical Investment Policy and noted the error in the title which should read Ethical *Banking* and Investment Policy. Members also noted that there should be more explicit reference to particular aspects of engagement within that policy and that this would be discussed with the Chief Financial Officer outside of the meeting.
ACTION: G Gough and Chief Financial Officer

G25.03.6.23 The remainder of this item is recorded as a confidential minute.

G25.03.6.24 **Audit, Risk and Assurance Committee (ARAC)**
Jamie Paddon, Chair of ARAC provided Members with a summary of discussions that had taken place at the Committee meeting held on 5 March 2025. One recommendation was being made to the Board:

G25.03.6.25 *External Audit Service*
The Board **approved** the recommendation to appoint Forvis Mazars LLP as the University External Auditors for an initial period of 5 years plus two extension periods of one year each, commencing with the year ending 31 July 2025.

G25.03.7 VICE-CHANCELLOR'S REPORT

Paper G25/03/03 was received

This item is recorded as a confidential minute.

Margaret Simmons-Bird left the meeting.

STRATEGY IMPLEMENTATION, PERFORMANCE AND RISK

G25.03.8 2024-26 STRATEGIC PLAN *Paper G25/03/04 was received*

G25.03.8.1 Katherine Davies, Director of Transformation and Improvement joined the meeting.

Dr Jodie Anstee, Clerk to the Board of Governors opened discussions by highlighting the following for Members' attention:

- i. The report and presentation slides provided an assurance update on:
 - a. The University's performance against its Corporate Scorecard: non-continuation, Clearing and research income, all of which were reviewed by the PCQS Committee.
 - b. Risk – People and Academic risks were reviewed by the PCQS Committee, Financial, estates and digital risks by the FEIT Committee and overall risks by ARAC; the level of some of these risks had

started to move. The Strategic Planning risk was reviewed by the Board; threats and critical actions would be updated in line with the recommendations of the recent KPMG Internal Audit review.

- G25.03.8.2 Members referred to the drop in the level of the Student Outcomes strategic risk from High to Medium and enquired as to the reason why. Members noted that assessment of this risk involved measuring a number of different indicators and these were kept under review.
- G25.03.8.3 Members also noted that non-continuation and completion were inter-linked and it was hoped that the measures in place to address non-continuation would also impact positively on non-completion. This was an issue particularly for students on a Foundation programme of study and also impacted on the TEF.
- G25.03.8.4 Jamie Paddon, Chair of ARAC reminded Members that there was an Internal Audit review focused on this matter and the identification of early warning signs.
- G25.03.8.5 *University Transformation Programme*
The Director of Transformation and Improvement shared the following update:
- i. £19.1m of the £22m projected post collective consultation savings had been identified, with £16m of that already realised.
 - ii. The number of staff at risk of redundancy had greatly reduced and some individuals were in the redeployment process; vacancies were released early to these individuals, who were receiving individual support.
 - iii. The KPMG Internal Audit review had recommended that the University look at a more sustainable model for moving strategic change forward.
 - iv. Initial work was underway to develop a new planning round process based on performance as a whole.
 - v. Ongoing work around capability and capacity mapping and a new Change Portfolio Board to help align change portfolio management to deploy resources to strategic priorities.
 - vi. Academic career pathways and a revised workload model were on track to be in place by August 2026.
 - vii. The establishment of a new Staff Service Centre and a new Student Service Centre in September 2025 remained on track.
 - viii. Some savings were anticipated from the above being introduced.
- G25.03.8.6 Members asked as to whether there was a sense of the significant work required over the remainder of the calendar year and noted that these involved projects such as the Staff and Student Service Centres, to ensure that all support was aligned in one place.
- G25.03.8.7 Members heard that the Student Service Centre would encompass a digital first, chat box approach, combining a first tier for enquiries and elements of generic enquiries, and delivering support in a more efficient way, e.g. CRM system. There would be more proactive work based on data analytics.
- G25.03.8.8 Members enquired about the £3m variance and noted that it was anticipated that half of this would be achieved through the SJP (savings from licences) and half would be achieved through an improvement of continuation rates.
- G25.03.8.9 Members asked whether the University had the staff capacity and capability required to deliver and enquired as to staff morale.
- G25.03.8.10 Members heard that there was reasonable confidence with regard to capacity and capability, noting that a team had already been established to undertake implementation process reviews in respect of the CRM system.

- G25.03.8.11 Dan Wood, Chief People Officer shared that the recent staff pulse survey had demonstrated the impact of the UTP activity and that another pulse survey was due to be released.
- G25.03.8.12 With regard to staff morale, Members acknowledged the importance of the context of the University's starting point and its current position compared to the sector. Members heard that the University had acted early in terms of planning, pay cost control and vacancies management, all of which helped with people's confidence. That said, there had been learning throughout the process and genuine listening through engagement with the Trade Unions; good benefit had been derived from that and it was hoped that this would continue.
- G25.03.8.13 Members commented that the initiatives described would deliver real value to the University and asked whether it was possible to have a sense of the other side of that in terms of net value added, i.e. where the experience was improving.
- G25.03.8.14 Members noted that whilst some data was available, it was not currently possible to give an accurate figure and effort was being applied to build this data into the UTP work. This would be reflected upon in light of the request and brought back to the Board in July.

ACTION: Director of Transformation and Improvement

- G25.03.8.15 Members were reminded of the following:
- i. The UTP starting point – the re-engineering and design of the University's business processes, including the incorporation of some technology.
 - ii. The University was currently on a trajectory as it progressed the embedding of the new teams/structures; there was more to do as these settled. The Trade Unions were keen for the University to progress that.
 - iii. Engagement with areas in which the University wanted to invest and wished to grow, ensuring that it was optimising academic staff (workload, skills mix and career pathways). The Trade Unions would be very interested in this also.

STUDENT VOICE

G25.03.9 UPDATE FROM THE PRESIDENT OF THE STUDENTS' UNION

Paper G25/03/05 was received

- G25.03.9.1 The Chair thanked Kolawole Samuel Olure, UWESU President and Student Nominee for the comprehensive report, to which there were no further updates to share.
- G25.03.9.2 On behalf of the Board, the Chair also thanked the Kolawole Samuel for his work over the two years he had served in the role.

ITEMS FOR APPROVAL (ACADEMIC ASSURANCE)

G25.03.10 ANNUAL ACADEMIC QUALITY REPORT

Paper G25/03/06 was received

- G25.03.10.1 Members noted the detailed summary given by the Chair of the PCQS Committee earlier in the meeting.
- G25.03.10.2 Members confirmed their assurance that:
- (i) the necessary methodologies and processes are in place to ensure that the University provides a high quality academic experience to students that aligns with sector academic standards.

- (ii) these methodologies and processes operated effectively during the 2022/23 academic year.
- (iii) appropriate plans are being taken forward during 2023/24 to address any areas of risk identified and to further enhance quality, standards and the student experience.

G25.03.11 ANNUAL STATEMENT OF RESEARCH INTEGRITY

Paper G25/03/07 was received

- G25.03.11.1 As reported earlier in the meeting, this report had been considered by the PCQS Committee at its meeting on 4 February 2025 and was endorsed for confirmation of assurance to the Board and for publication in line with external requirements.
- G25.03.11.2 Members confirmed their assurance and **approved** its publication on the University website.

REPORTS

G25.03.12 CLERK'S REPORT

Paper G25/03/08 was received

- G25.03.12.1 Members noted the following:
 - i. The Board Assurance Framework had been updated to reflect changes in the University's structures.
 - ii. An outline of the EDI Champions newsletter discussion topics for the previous three months.
 - iii. An update on governance and regulatory matters, including the OfS consultation on their strategy for 2025-26.
- G25.03.12.2 Members expressed their thanks to the Clerk for her work.

G25.03.13 ITEMS FOR WIDER COMMUNICATION

- G25.03.13.1 The Chair invited Members to identify any items of discussion for sharing with the wider University community. No suggestions were forthcoming.

University Executive Staff and other staff present left the meeting. The Clerk and the Deputy Clerk remained for the next item.

G26.03.14 RESERVED BUSINESS

Paper G25/03/09 was received

This item is recorded as a confidential minute.

ITEMS TO NOTE

- ***G25.03.15 EMERGENCY COMMITTEE MINUTES**
*Paper *G25/03/10 was received and noted.*
- ***G25.03.16 NOMINATIONS AND GOVERNANCE COMMITTEE MINUTES**
*Paper *G25/03/11 was received and noted.*
- ***G25.03.17 PEOPLE, CULTURE, QUALITY AND STANDARDS COMMITTEE MINUTES**
*Paper *G25/03/12 was received and noted.*
- ***G25.03.18 FINANCE, ESTATES AND IT COMMITTEE MINUTES**
*Paper *G25/03/13 was received and noted.*
- ***G25.03.19 AUDIT, RISK AND ASSURANCE COMMITTEE MINUTES**
*Paper *G25/03/14 was received and noted.*

***G25.03.20 FINANCIAL UPDATE AND FORECAST OUTTURN FOR 2024/2025**

*Paper *G25/03/15 was received and noted.*

***G25.03.21 PLANNING AND BUDGETING PROCESS AND TIMELINE FOR 2025/2026 to 2029/2030**

*Paper *G25/03/16 was received and noted.*

***G25.03.22 HONORARY DEGREES REPORT**

*Paper *G25/03/17 was received and noted.*

***G25.03.23 CORPORATE SEAL**

Members noted that there had been no requirement to apply the Corporate Seal since the last meeting.

***G25.03.24 ACADEMIC BOARD MINUTES, 11 DECEMBER 2024**

*Paper *G25/03/18 was received and noted.*

DATES OF FUTURE MEETINGS

8 July 2025 13:00 – 18:00 Starting with a joint strategic seminar with Academic Board

OUTSTANDING ACTIONS			
Meeting	Minute	Action	Lead
19 March 2025	G25.03.5.4	Discussion and follow up of IT issue experienced by the Student Nominee.	DVC and Registrar, Student Nominee
19 March 2025	G25.03.6.11	Updated FEIT terms of reference to be published on the website.	Deputy Clerk
19 March 2025	G25.03.6.12	Comments on the Committee Chair and Membership process to be shared by email with the Clerk.	D. Harewood
19 March 2025	G25.03.6.31	Further discussion of the approach to securing independent assurance on the SJP.	Chairs of Board, ARAC, FEIT and D. Tansley
19 March 2025	G25.03.6.32	Update on progress of the SJP to be brought to the July Board meeting.	DVC and Registrar
19 March 2025	G25.03.8.14	Approach to measuring and incorporating value added data/benefits realisation to be brought for the Board's consideration in July.	Director of Transformation and Improvement.