

BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held on Wednesday 20 November 2024.

Present: Richard Bacon (Chair), Jenny Body, Laura Claydon, Carolyn Donoghue, Professor Georgie Gough, Domini Harewood, Professor Dame Julie Lydon, Ian MacKenzie, Grant Mansfield, Kolawole Samuel Olure, Jamie Paddon, Tim Simmonds, Margaret Simmons-Bird (via Teams), Dave Tansley, Professor Sir Steve West (until G23.11.13.2), Andrea Young.

Apologies: Rob Camm, Professor Elena Marco, Professor Amanda Coffey, DVC and Provost, William Liew, Chief Financial Officer, Dan Wood, Chief People Officer.

In Attendance: Dr Jodie Anstee, Clerk, Katherine Davies, UTP Director (for G24.11.7), Mark Davis, Director of ITS (for G24.11.7), Rachael Fleetwood, Finance Director (until G24.11.13.2), Jo Midgley, DVC and Registrar (until G24.11.13.2), Alison Weeks, Head of Health and Safety (for G24.11.9), Christine Gledhill, Deputy Clerk (minutes).

G24.11.1 DECLARATIONS OF INTERESTS

Members were invited to declare any agenda items for which they may be conflicted. No declarations were received.

G24.11.2 MEMBERSHIP AND APOLOGIES

G24.11.2.1 Apologies received were noted as set out above.

Governor Re-Appointments

G24.11.2.2 Members **approved** the following recommendations of the Nominations and Governance Committee:

- i. Domini Harewood, Independent Member to serve a second term of office of 3 years, to 22 March 2028.
- ii. Margaret Simmons-Bird, Independent Member to serve a second term of office of 3 years, to 22 March 2028, and to serve on the People, Culture, Quality and Standards Committee.
- iii. Professor Dame Julie Lydon, Independent Member to serve a second term of office of 3 years, to 31 July 2028.

Members also **approved** the following Committee membership recommendation:

- iv. Carolyn Donoghue, Independent Member to serve on the Audit, Risk and Assurance Committee.

G24.11.3 MATTERS RAISED BY GOVERNORS

G24.11.3.1 The Chair invited Members to share any matters of concern or strategic interest for the University and the Board, where these were not covered by items already covered in the agenda, and any details of recent University events or visits attended. No matters were forthcoming.

- G24.11.3.1 The Chair advised of the Governor recruitment advert to be considered later in the meeting.

G24.11.4 MINUTES AND MATTERS ARISING

Paper G24/11/01 was received

- G24.11.4.1 Members **approved** the minutes of the meeting held on Tuesday 24 September 2024.

Matters Arising

- G24.11.4.2 Members were referred to the table of actions at the foot of the agenda and noted that with one exception, all actions either had been addressed in the morning's sessions, or were to be covered in the business of the meeting, or would be actioned subsequent to this meeting.

- G24.11.4.3 Strategy Implementation, Performance and Risk – University Transformation Programme G24.09.8.15 refers)

Members noted that the action relating to Board Members being sought to support the University Transformation Programme (UTP) Director would be closed. Members would be called upon to support depending on need and the particular expertise required.

G24.11.5 COMMITTEE ASSURANCE REPORTS

Paper G24/11/02 was received

- G24.11.5.1 **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 meetings held on 7 October 2024 and 4 November 2024.

- G24.11.5.2 Members noted the outcomes of the areas covered, as set out in the report. No queries were raised.

- G24.11.5.2 Members **approved** the revised Risk Policy and Risk Management Procedures as endorsed by the Committee.

- G24.11.5.3 **Finance, Estates and IT (FEIT) Committee**

Ian MacKenzie, FEIT Chair, summarised the discussions held by the Committee at its meeting on 15 October 2024 and in particular the recommendation that the Annual Report and Financial Statements for 2023/2024 and the Financial Forecasts to 2028/2029 to be approved by the Board. These would be considered later in this meeting.

- G24.11.5.4 Members noted the following:

- i. The financial forecasts presented at the FEIT Committee meeting had been prepared prior to the budget announcements (increase in the National Insurance employers' contribution and latterly a tuition fee increase) had been made. These were subsequently updated and were included in the papers to be considered later by the Board.
- ii. ARAC had requested that the FEIT Committee be alerted to the Cyber Security Internal Report, which had been picked up and the FEIT Committee would monitor the progress of the Microsoft review.

- G24.11.5.8 Members referred to the discussion had by the Committee around declaring a surplus during the current financial climate and commented that this was due to a non-cash accounting adjustment and it was important that this was made clear in wider communications when the accounts were published. Members were advised

that this would be managed by the VCE, noting in particular that without this adjustment the underlying position would be one of deficit.

G24.11.5.9 Nominations and Governance Committee

Richard Bacon, Chair of Governors and Committee Chair referred to the membership recommendations made by the Committee, which had been approved by the Board earlier in the meeting.

G24.11.5.10 Members heard that the Committee also spent some time considering the timeline and draft advert for a forthcoming Governor recruitment campaign, and the Chair invited Board Members to share their comments and observations on the draft advert provided.

G24.11.5.11 During discussions the following was noted:

- i. The advert could be more engaging and speak more to diversity in order to attract the widest possible pool of candidates.
- ii. The age demographic of the Board was towards older individuals and the view was expressed that the Board would benefit from greater age diversity, recognising the potential challenges associated with a voluntary role.
- iii. The observation that that the Board was relatively small in size and that there was an imperative for its membership to have the appropriate level of expertise in areas that were needed to support the University.
- iv. A reminder that the Associate Board Member role was specifically targeted towards early career individuals.
- v. That meetings were held during the day may be deter individuals from applying.
- vi. A reminder of the ways Governor vacancies were shared and that Board Members were also invited to share vacancies proactively among their own networks.
- vii. The practice within the Schools sector of inviting individuals as Associates, to assist and support a specific agenda.

G24.11.5.12 During discussions some nervousness was expressed about the singling out of specific characteristics (such as age) and the potential stereotyping of values and belief. The feeling was expressed that it was more important to determine whether any gaps existed in terms of knowledge or expertise.

G24.11.5.13 Members noted that individuals that had been approached had cited the time commitment as a barrier to applying.

G24.11.5.14 Members welcomed the offer of Domini Harewood, Independent Member, to provide further feedback on the language used in the advert.

ACTION: D Harewood and Clerk

G24.11.5.15 Members further noted that the revised advert would be shared by email with the Nominations and Governance Committee for approval prior to publication.

ACTION: Deputy Clerk

G24.11.5.16 People, Culture, Quality and Standards Committee (PCQSC)

The Committee Chair, Jenny Body reported that there were no recommendations being made to the Board, but that the Committee was providing confirmation of its assurance in respect of the matters set out in the report.

STRATEGIC ITEMS FOR DISCUSSION

G24.11.6 VICE-CHANCELLOR'S REPORT

Paper G24/11/03 was received

- G24.11.6.1 Members noted the content of the report and received an update from the Vice-Chancellor.
- G24.11.6.2 *Student Recruitment*
Members were reminded that in September the University had not quite achieved its target and even though this had been a good outcome given the competitive environment, projections for the January 2025 intake, particularly international postgraduate students, were looking positive and if achieved, would bring student recruitment broadly in line with expectations. Members noted that there was still work to do, as the January intake predominantly consisted of international students.
- G24.11.6.3 *Higher Education Policy – Tuition Fee Changes*
Members were reminded of the recent Government announcement made on 4 November. Members were advised on the considerations being taken regarding the University's contractual position with students and the possibilities within the sector of legal challenge based on current students' inability to calculate the maximum costs they could be exposed to at the point of entering into the contract and that they were unable to exit the contract in the same way as they could for other services.
- G24.11.6.4 A meeting of the Universities UK (UUK) Board was due to take place on 22 November 2024 at which the question would be discussed as to whether UUK as a collective should seek legal advice on the matter.
- G24.11.6.5 Members **endorsed** the recommendation that the tuition fee increase be applied to all years of study subject to further advice.

G24.11.7 STRATEGY IMPLEMENTATION, PERFORMANCE AND RISK

Paper G24/09/05 was received

Katherine Davies, University Transformation Programme Director and Mark Davis, Director of ITS joined the meeting.

G24.11.7.1 2024-26 Strategic Plan

Dr Jodie Anstee, Clerk to the Board outlined the format of the report, which flagged where adjustments had been made to the Plan and provided a reminder of how assurances to the Board and its Committees had been captured in the annual programme of work.

- G24.11.7.2 Members noted that this report focused on:
- i. UTP Digital – Digital Investment Roadmap.
 - ii. UTP Growth – Centre of Excellence Update (Integrated Care Academy and Institute of Technology).
 - iii. UTP Growth – Africa Strategy Development.
 - iv. UTP Professional Services – consultation progress.
- G24.11.7.3 The Chair invited the UTP Director to provide an update to the Board. Members were advised that the UTP Professional Services strand was on track and reaching the end of the consultation period. Individual consultations would start from 13 January 2025. Further voluntary severance applications were being made.
- G24.11.7.4 Members noted the top 3 risks and referred to the final one (benefits realisation) and asked aside from cost savings, how it would be known that the UTP had been

successful, and to what extent the consultation was changing the way the UTP was developing.

- G24.11.7.5 Members noted that management would consider all responses when the consultation period had ended and were reminded of the constructive discussions with the Trade Unions during this period. There would be full consideration of all feedback, proposed structures then would be reviewed following which the individual consultations would begin.
- G24.11.7.6 Members asked whether the 3 risks identified were categorised in terms of cultural shift and capability, and whether the UTP had sufficient external provocation. Members noted that this was a key action for the UTP Director to address in the coming weeks.
- G24.11.7.7 Members observed that the reports in terms of cultural and digital shift were encouraging, and urged the UTP Director and team to think wider than enterprise architecture; to consider also service design skills sets, etc. and how best to embed these in the organisation. Ian MacKenzie, Independent Member offered to support the UTP Director, which was welcomed.

ACTION: I MacKenzie and UTP Director

- G24.11.7.8 Members asked whether there was sufficient leadership capacity in place and noted that in terms of Professional Services, the Workstream leads had very much demonstrated a 'can do' mindset, however it was acknowledged that there was some strain on individuals, albeit relatively short-term. Members urged the University to procure further leadership support if required.
- G24.11.7.9 Members welcomed the assurance provided by the update and asked the UTP Director to share anything that had given confidence that the programme was able to be delivered. Members noted the engagement with the Trade Unions had been encouraging and that this, and the camaraderie across the UTP team had provided a sense of colleagues genuinely working together.
- G24.11.7.10 Dave Tansley, Independent Member offered to share with the UTP Director some general insights as to similar activity undertaken by other organisations, which was welcomed.

ACTION: D Tansley and UTP Director

- G24.11.7.11 Jo Midgley, DVC and Registrar referred to the paper 'Annex A – Growth Strategy Development' and reminded Members that the University remained focused on growth opportunities and, being a strong and agile institution allowed it to do so, even during this period of change.
- G24.11.7.12 Members heard that the VCE Away Day on 11 November 2024 had focused on the size and shape of the institution. Discussions had included:
- i. Noting that there would be a demographic dip for a few years from 2030.
 - ii. Continuing increased competition meant that it was becoming more difficult to maintain the University's current size.
 - iii. Consideration of consolidating areas of undergraduate provision, offsetting areas which may be in decline against those where there is opportunity for growth.
 - iv. Opportunities for interdisciplinary provision across the University and identifying the systemic barriers to those.
 - v. Postgraduate portfolio – numerous opportunities in terms of conversion Masters and offering a unique product.
 - vi. Emerging online provision and the work to build the University's confidence in this type of offer.

- vii. Opportunities and work underway shared from each of the PVC and Heads of College.

- G24.11.7.13 Members heard that the UWE Growth strand would explore emerging partnership and income generation in terms of commercial, international and regional skills, the initial four work packages of which were:
- i. Africa Strategy – this was gathering momentum.
 - ii. Integrated Care Academy..
 - iii. Institute of Technology.
 - iv. Collaborative Provision Review.
- G24.11.7.14 Members commended the University planning for success in this manner at an exceptionally difficult time.
- G24.11.7.15 Members observed that all of the reported activity appeared to be huge areas of work and enquired on the resource capacity, and whether further resource investment was needed.
- G24.11.7.16 Members noted that three members of academic staff had been commissioned to lead each of the three ‘pillars’ detailed in the report:
- Pillar 1: Academic Endeavour.
 - Pillar 2: UWEIES Africa.
 - Pillar 3: Social and Cultural Impact.

It was recognised that it was likely further investment may be required.

- G24.11.7.17 Mark Davis, Director of ITS highlighted the key features of the Digital Investment Plan. Members noted the following:
- i. The Plan consisted of three main elements:
 - a. Student Journey Programme.
 - b. IT Capital Investment Plan – network, Wi-Fi infrastructure, etc.
 - c. Digital Initiatives (as listed in the report).
 - ii. Potential in terms of data analytics – would be used for the personalised student experience and AI (undertaking a targeted view of where AI would be deployed).
 - iii. Student Enquiry System – an outline business case was likely to be developed by early 2025.
 - iv. The need for a new Customer Relationship Management (CRM) platform was likely.
 - v. An acknowledgement of the imperative for digital to be embedded in all activity across the institution.
- G24.11.7.18 Members enquired as to the current position in relation to CRM and noted that this was slightly off-pace, partly due to this being separate to the student information system. It was hoped this could be accelerated as the functionality was required quickly to release future capacity.
- G24.11.7.19 Members commented that it would be helpful if the UTP report could identify both savings and the essential investments required in order to get to the end point of the £35m saving in 2025/26. Members noted that investments would be added to the UTP savings totaliser and provided to the Board.

ACTION: UTP Director

STUDENT VOICE

G24.11.8 UPDATE FROM THE PRESIDENT OF THE STUDENTS' UNION

Paper G24/11/05 was received and noted

- G24.11.8.1 On behalf of the Board, the Chair thanked Kolawole Samuel Olure, UWESU President and Student Nominee for the comprehensive report and for the informative and engaging session with the full UWESU Presidents team that took place earlier in the day. No further questions were forthcoming from Governors following those discussed during that session.

ITEMS FOR APPROVAL (PEOPLE AND PLACE)

G24.11.9 ANNUAL REPORT ON HEALTH AND SAFETY 2023/2024

Paper G24/11/06 was received

- G24.11.9.1 The Chair welcomed Alison Weeks, the University's Head of Health and Safety, noting that the report should be taken as read, and invited her to raise any further points for Members' attention.
- G24.11.9.2 Members heard that the report and its detailed appendices provided assurance of how health and safety responsibilities were embedded in the University's culture, and the management processes described within demonstrated the planning required in order to achieve this. It provided a clear statement of actions required and by whom and importantly, that these were monitored continuously through the University's own health and safety audit programme.
- G24.11.9.3 Members recognised the imperative to sustain this as the University went through a period of significant change so that the processes and structures arising from the UTP Professional Services strand include safety and risk, so that there was clear ownership of processes.
- G24.11.9.4 Members also noted that senior management training was now online and Governors would also be asked to complete this.
- G24.11.9.5 Members commended the report and supported the continued embedding of health, safety and risk through the UTP Professional Services strand.
- G24.11.9.6 Health and Safety Policy Statement
Members **approved** the policy statement for signature by the Chair and the Vice-Chancellor.

ITEMS FOR APPROVAL (FINANCIAL)

G24.11.10 ASSURANCE REPORT: ACCOUNTS AND FINANCIAL FORECASTS

Paper G2411/07 was received

- G24.11.10.1 Members noted the assurance provided by the ARAC and FEIT Chairs earlier in the meeting on the work undertaken by the respective Committees and reminded Members of the presentation on the accounts provided by the Chief Financial Officer, William Liew on 11 October 2024. The Chair invited any further questions from Members and none were forthcoming.
- G24.11.10.2 Members formally noted the Audit Completion Report.
- G24.11.10.3 **Financial Forecast to 2028/2029**
Members noted that the Financial Forecasts had been updated to reflect the increase in Employers National Insurance contributions as announced in the budget as well as the latest information on Home UG fee rates, at both undergraduate and

foundation level. Members noted the overall financial impact of these measures as indicated in the report.

- G24.11.10.4 The Board **approved** the following:
- i. The Annual Report and Financial Statements 2023/2024.
 - ii. The Management Representation letter for signature by the Chair of the Board, on its behalf.
 - iii. The Financial Forecasts to 2028/2029.

REPORTS

G24.11.11 CLERK'S REPORT

Paper G24/11/08 was received

- G24.11.11.1 Members noted the content of the report. Dr Jodie Anstee, Clerk to the Board of Governors highlighted the following in particular:
- G24.11.11.2 **The Prevent Duty Monitoring Accountability and Data Return 2024**
Members were reminded that the Prevent Tactical Risk Descriptor was available in the VBR library.
- G24.11.11.3 During discussions Members noted the details of the following:
- i. Prevent Duty Risk Assessment
 - i. Prevent Duty Action Plan (as outlined in the risk assessment).
- G24.11.11.4 Members enquired as to the outcome of the cases described as having been escalated, and noted that none had required further action.
- G24.11.11.5 Members referred to the risk descriptor and questioned the current pausing of the priority action to create content for learners to raise awareness and engagement with Prevent learning materials. Members noted that this was intentional in terms of explicit 'Prevent' references given the current global situation, and assurance was given that messaging in terms of safeguarding, Report and Support, etc. continued to be built into student communications by design.
- G24.11.11.6 Prevent Annual Accountability Statement
Following full and careful consideration of the information provided, Members **approved** the following declaration, as required by the Office for Students:
- That the University:
- a) Has had due regard to the need to prevent people being drawn into terrorism (the Prevent duty).
 - b) Has provided to the OfS all required information about its implementation of the Prevent duty.
 - c) Has reported to the OfS 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 previously submitted.
 - d) Has reviewed, and where necessary updated, its Prevent risk assessment and action plan.

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

G24.11.12 ANY OTHER BUSINESS

Andrea Young, Independent Member

This was Andrea's last meeting. On behalf of the Board, the Chair thanked Andrea for her valuable contribution to the Board and the ARAC, and the insights she had brought to discussions.

G24.11.13 ITEMS FOR WIDER COMMUNICATION

G24.11.13.1 Members **agreed** that the message around the Annual Report and Financial Statements and the reported outturn for the year be developed and communicated.

G24.11.13.2 University Executive Staff left the meeting.

G24.11.14 RESERVED BUSINESS

Paper G24/11/09 was received

This item is recorded as a confidential minute.

ITEMS TO NOTE

***G23.11.15 AUDIT, RISK AND ASSURANCE COMMITTEE MINUTES**

*Paper *G24/11/10 was received and noted.*

***G23.11.16 FINANCE, ESTATES AND IT COMMITTEE MINUTES**

*Paper * G24/11/11 was received and noted.*

***G23.11.17 NOMINATIONS AND GOVERNANCE COMMITTEE MINUTES**

*Paper *G24/11/12 was received and noted.*

***G23.11.18 PEOPLE, CULTURE, QUALITY AND STANDARDS COMMITTEE MINUTES**

*Paper *G24/11/13 was received and noted.*

***G23.11.19 AUDIT, RISK AND ASSURANCE COMMITTEE ANNUAL REPORT TO THE BOARD OF GOVERNORS**

*Paper *G24/11/14 was received and noted.*

***G23.11.20 REMUNERATION COMMITTEE ANNUAL REPORT TO THE BOARD OF GOVERNORS**

*Paper *G24/11/15 was received and noted.*

***G23.11.21 CAMPUS 2030 UPDATE**

*Paper *G24/11/16 was received and noted.*

***G23.11.22 MAPPING THE UNIVERSITY'S GOVERNANCE PRACTICE TO SECTOR REGULATION AND CODES**

*Paper *G24/11/17 was received and noted.*

***G23.11.23 BOARD OF GOVERNORS MEETING SCHEDULE 2025/2026**

*Paper *G24/11/18 was received and noted.*

***G23.11.24 CORPORATE SEAL**

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

***G23.11.25 ACADEMIC BOARD MINUTES, 2 OCTOBER 2024**

*Paper *G24/11/19 was received and noted.*

DATES OF FUTURE MEETINGS

18-19 March 2025	inc. Away Day	To be confirmed
8 July 2025	13:00 – 18:00	Starting with a joint strategic seminar with Academic Board

OUTSTANDING ACTIONS			
Meeting	Minute	Action	Lead
20 Nov 2024	G24.11.5.14	Feedback on the language used in the Governor recruitment advert to be shared with the Clerk.	D Harewood and Clerk
20 Nov 2024	G24.11.5.15	Revised advert to be shared with the Nominations and Governance Committee prior to publication.	Deputy Clerk
20 Nov 2024	G24.11.7.7	Support for the UTP in terms of digital shift, including enterprise architecture, service design, skills sets, etc.	I MacKenzie and UTP Director
20 Nov 2024	G24.11.7.10	Support for the UTP Director in terms of transformation activity undertaken by other organisations.	D Tansley and UTP Director
20 Nov 2024	G24.11.7.19	Investments to be added to the UTP savings totaliser and provided to the Board.	UTP Director