

BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held remotely using Microsoft Teams on Wednesday 17 March 2021.

Present: David Lamb (Chair), Richard Bacon, Jenny Body, Augusta Chidinma Nnajofofor (until G21.03.9), Laura Claydon, Professor John Craven, Carolyn Donoghue, Professor Marc Griffiths (until G21.03.9), Clive Lewis, Ian MacKenzie, Grant Mansfield, Dr Chris Moore (until G21.03.9), Tim Simmonds, Dave Tansley, Professor Steve West (until G21.03.9), Kalpna Woolf, Andrea Young.

In Attendance: Dr Jodie Anstee, Clerk, Professor Amanda Coffey, DVC and Provost (until G21.03.9), William Liew, Chief Financial Officer (until G21.03.9), Jo Midgley, Registrar and PVC Student Experience (until G21.03.9), Joanna Wallis, FOI and Governance Officer (until G21.03.9), Christine Gledhill, Deputy Clerk (minutes).

G21.03.1 MEMBERSHIP AND APOLOGIES

G21.03.1.1 Confirmation of Appointments

The following recommendations by the Nominations and Governance Committee were formally ratified:

- Carolyn Donoghue to serve as an Independent Member for a term of office of 3 years to 15 March 2024, serving also on the Strategic Planning and Performance Committee.
- Tim Simmonds to serve as an Independent Member for a term of office of 3 years to 15 March 2024, serving also on the Finance, Estates and IT Committee.
- David Tansley to serve as an Independent Member for a term of office of 3 years to 15 March 2024, serving also on the Audit, Risk and Assurance Committee.
- Professor Marc Griffiths to serve as Academic Board Nominee for a term of office of 3 years to 15 March 2024.
- Jenny Body, Independent Member to serve a third term of office with effect from 1 August 2021 to 31 July 2024.

G21.03.1.2 No apologies had been received.

G21.03.2 DECLARATIONS OF INTERESTS

None received.

G21.03.3 OPENING DISCUSSION

G21.03.3.1 The Chair informed the Board that this new standing agenda item was an opportunity for Members to raise any further matters for consideration at the meeting or for a future meeting of the Board.

G21.03.3.2 Kalpna Woolf, Independent Member raised two points:

1. The previous day's meeting had been very good and that any necessary actions arising from that should not be missed.
2. Her view that the minutes did not always capture the sometimes vociferous nature of discussions and she requested that the intentions and commitment of Board Members were better reflected.

G21.03.3.3 Members noted that the minutes were intended to capture the key summary of discussions, and the agreement or any actions and decisions arising from those discussions. This summary served to do justice to the discussion but was not intended to be a verbatim record and that the practice was not to attribute comments to individuals but to capture the essence of discussions.

The Chair and the Clerk undertook to reflect on the feedback and would discuss how to achieve a more appropriate balance within the minutes.

ACTION: Chair of Governors and Clerk

STRATEGIC ITEMS

G21.03.4 VICE-CHANCELLOR'S REPORT

Paper G21/03/01 was received

G21.03.4.1 Members noted the content of the report and received an update from the Vice-Chancellor.

G21.03.4.2 Members noted the following in particular:
Covid-19

- i. Increasing numbers of students were returning to campus to access specialist facilities, as permitted by the latest government advice.
- ii. The Department of Education (DfE) had shared its concerns with the sector that current lateral flow testing levels for universities were not matching those of schools.
- iii. The cost to the University of the pandemic so far was expected to be c.£18m – the University continued to monitor this, taking into account further accommodation rebates. The University was also tracking any claims from individual students seeking fees rebates.
- iv. Potential exposure with regard to fees payments in relation to students who were studying in their home countries or were still in pre-lockdown accommodation. When the ability to travel was relaxed, the University would agree repayment plans for formal debts. An additional report would be provided to the Board.

ACTION: Chief Financial Officer

G21.03.4.3 Members questioned whether there was any suggestion that there would be government support for universities less able to meet the cost of the pandemic. Members noted that there was no suggestion of government support, although initially there was an option for universities to take out a government loan, although this did have conditions attached around the institution's governance arrangements and the repayment scheme. It was thought that no university had taken up the option.

G21.03.4.4 Members also noted that the OfS continued to closely monitor the Covid-19 situation and that there had been no institutions requiring the regulator's intervention. However, it was anticipated that a number of universities may end up having to report deficits and that bank covenants may be breached.

G21.03.4.5 Members further noted that the £18m cost to the University impacted its cash position; provisions – including the stringent control of staff recruitment – had brought savings of around £25m, although it was anticipated that the full cost of the pandemic was likely to go beyond the £18m currently reported.

G21.03.4.6 *Bristol Old Vic Theatre School (BOVTS)*

- i. BOVTS was currently a member of the Conservatoire of Drama and Dance (CDD) and the CDD had been reducing in size over recent years, with some organisations deciding to seek degree awarding powers.

- ii. The University had been the accreditation body for BOVTS for many years and the School had informed the OfS that UWE Bristol was its preferred partner and that it would like to exit CDD before 2023, moving to UWE Bristol by August 2021. Members noted that further engagement with the BOVTS Board was required.

G21.03.4.5 *Further Education (FE) and Skills*

Members noted with pleasure the University's collaboration activity and partnerships with FE and the current areas of focus, as detailed in the report. Members commented upon instances in the past where when a college fell into difficulty, a university would be under some pressure from the government to take it over and questioned if this was still the case.

Members noted that there was some suggestion in the recent White Paper 'Skills for Jobs: Lifelong Learning for Opportunity and Growth' and the proposal to develop ecosystems between HE, FE and employers. However, no additional funding would be available to create these.

- G21.03.4.6 The Chief Financial Officer confirmed that an update to the Covid-19 scenario modelling previously shared with Governors would be presented to the FEIT Committee meeting in June.

ACTION: Chief Financial Officer

ITEMS FOR APPROVAL

G21.03.5 PENSIONS UPDATE AND STRATEGY

Paper G21/03/02 was received

- G21.03.5.1 William Liew, Chief Financial Officer informed Members that this item of business had been considered in detail at the Finance, Estates and IT Committee meeting on 23 February 2021.
- G21.03.5.2 Members were given a summary presentation by the Chief Financial Officer and noted:
 - i. An outline of the three pension schemes in place at the University, namely:
 - a. Teachers' Pension Scheme (TPS) – for academic and research staff
 - b. Avon Pension Scheme (APF) – a Local Government Pension Scheme offered to professional services staff, the employer's contribution for which was stable at 10%, and deficit and recovery payments were reducing. However, as a funded scheme, the University was required to account for it in the annual financial statements.
 - c. Universities Superannuation Scheme (USS) - there were currently 95 staff in USS; however should the University have no active member in the scheme, this would trigger S75 deficit recovery payment. It was rumoured that the contribution rate would increase sharply from the current 30.7%. The University would retain this pension scheme, manage its numbers down and withstand the debt security element, whilst continuing to campaign against the proposed increase.
 - ii. The TPS and APF were currently statutory schemes although the government was consulting to reclassify post 1992 universities from "Scheduled Bodies" to "Admitted Bodies", which would enable universities to offer an alternative pension scheme to APF to new staff.
 - iii. c.9% of staff were not enrolled with any of the three pension schemes, despite the TPS and the APF – the University's statutory main offering – being good schemes.
 - iv. Details of the proposal to introduce a Defined Contribution pension plan with life assurance, to provide retirement savings and life cover for members of staff who were not in any of the University's main pension schemes.

- v. The proposal had been considered by the Board's Pensions and Financial Sustainability Sub-Committee on 13 January 2021 and by the FEIT Committee, the latter of which had endorsed the £1m budget to put the new scheme in place. Ian MacKenzie, Chair of FEIT Committee, confirmed that the Committee was comfortable with the proposal, its context and next steps.
- vi. The University's recognised trade unions had been informed of the proposal at the Joint Union Forum (JUF) meeting held on 2 March 2021; the trade unions were very supportive of the proposal and had expressed a willingness to help in the construction of the scheme.
- vii. Details of the scheme would be shared more widely in a Pensions webinar, accessible to all staff, scheduled to take place on 12 April 2021.

G21.03.5.3 The Chief Financial Officer declared a potential conflict of interests – as detailed in the FEIT minutes – and that to mitigate this, the final decision on the contribution structure and percentage sharing of the University's national insurance savings from salary sacrifice would be made by the Remuneration Committee at its meeting on 1 June 2021. The Board endorsed this approach.

G21.03.5.4 Members questioned whether the University's ambition to grow its research would lead to more employees joining USS. Members noted that more USS members would mean also the import of more deficit and that the scheme was becoming very expensive and its benefits were arguably no longer as good.

G21.03.5.5 Members noted the pensions issues of the University and **agreed** the proposal to set up a Defined Contribution Pension Plan with life assurance for any member of staff who, for whatever reasons, have opted out and are not in one of the University main schemes.

REPORTS

G21.03.6 COMMITTEE ASSURANCE REPORTS

Paper G21/03/03 was received

G21.03.6.1 Nominations and Governance Committee

David Lamb, Chair of Governors and Chair of the Committee, reported that much of the meeting held on 14 January 2021 had focused on the recommended Board appointments and options for enhancing the voice of early career individuals on the Board, which in turn had fed into the discussions of the first day of the Away Day.

G21.03.6.2 Strategic Planning and Performance Committee (SPPC)

Jenny Body, SPPC Chair, shared with the Board that at its meeting on 19 January 2021 the Committee had considered an overview of Strategy 2030 implementation and the first presentation of the 2030 Corporate Scorecard.

G21.03.6.3 The Committee had also spent considerable time discussing the priorities for the Equality, Diversity and Inclusion (EDI) Strategy and had received a presentation which analysed in detail the current attainment gap, down to module level.

G21.03.6.4 Members also noted that SPPC had received and noted a summary of the deliberations of the Academic Board meeting that was held on 9 December 2020. The SPPC Chair shared the intention to extend an invitation to all Board Members to observe a meeting of Academic Board and the Clerk confirmed that this would be sent in due course.

ACTION: Governance Team

G21.03.6.5 The SPPC Chair also informed Members that the Pro Vice-Chancellor, Research and Enterprise, Professor Martin Boddy, had provided the Committee with an update on the University's Research Excellence Framework (REF) submission.

- G21.03.6.6 Members were reminded that the SPPC would be replaced by the new People, Culture, Quality and Standards Committee from September 2021.
- G21.03.6.7 **Finance, Estates and IT (FEIT) Committee**
Ian MacKenzie, FEIT Committee Chair, reported that at its meeting on 23 February 2021 the Committee had approved the new Anti-Money Laundering Policy and had received a number of assurance reports, including those relating to Campus developments, the Student Journey Programme and IT and Cyber Security.
- G21.03.6.8 **Audit, Risk and Assurance Committee**
Members noted the change in committee title, amended to reflect the fact that the work of the Committee was increasingly focusing on risk and assurance.
- G21.03.6.9 Richard Bacon, Audit, Risk and Assurance Committee Chair, informed Members that the Committee was undertaking 'deep-dives' on areas of particularly high risk and had received a very helpful presentation and assurance from Professor Amanda Coffey, Deputy Vice-Chancellor and Provost, on Strategic Risk S009 'UWE fails to achieve student retention and success targets', the discussion was detailed in the minutes provided.
- G21.03.6.10 Members were informed that the Committee had noted with pleasure that the Directorate was using internal audit as a tool for dealing with areas known to require attention. For example, the Committee received the internal audit report for the review 'Apprenticeship (Education and Skills Funding Agency (ESFA) Funding Compliance', which had been requested by University management. This was an area that was growing rapidly and the review had found a need to improve the documentation trail for ESFA grants. The University had made provision for any potential claw-back.
- G21.03.6.11 Members also noted that a workshop on the University's Benefits Realisation Management Framework was being organised.
- G21.03.6.12 The Committee Chair also informed the Board that the Committee's Co-opted Member vacancy had been discussed and would be referred back to the Nominations and Governance Committee.
- G21.03.6.11 **Remuneration Committee**
This item would be considered as reserved business at the end of the agenda.
- G21.03.7 CLERK'S REPORT**
Paper G21/03/04 was received
- G21.03.7.1 Dr Jodie Anstee, Clerk to the Board informed Members that from 1 April 2021, Ofsted would become responsible for the inspection of apprenticeship training provision at levels 6 and 7.
- G21.03.7.2 Members further noted the following:
- i. Ofsted already has responsibility for Level 5 apprenticeship provision and in January 2020 undertook an early monitoring visit of the Nursing Associate apprenticeship.
 - ii. From 1 April onwards, all ESFA-funded apprenticeships for which UWE was lead provider would be in scope. Currently the University delivered provision against 18 standards.
 - iii. A Task and Finish Group had been meeting since late November to prepare for an Ofsted inspection at any point from 1 April onwards. The University would be working with a few Governors to prepare for involvement.

G21.03.8 MINUTES AND MATTERS ARISING

Paper G21/03/05 was received

G21.03.8.1 Noting again the earlier comment made about the capture of tone of discussions, Members **approved** the minutes of the meeting held on 18 November 2020.

G21.03.8.2 Matters Arising

Members noted that all actions from the last meeting were either completed or had been considered in the business of this meeting.

G21.03.9 ANY OTHER BUSINESS

Augusta Chidinma Nnajifor, Student Nominee

Members noted that this was Augusta's last Board meeting before she stepped down at the end of June. Members endorsed the Chair's thanks to Augusta for her support and her valuable contribution as a Board Member.

The Chair extended an invitation to Augusta to join Board Members on 8 July at its dinner and the preceding talk by Sir Michael Barber, which Augusta accepted with pleasure.

G21.03.10 RESERVED BUSINESS

This item is recorded as a confidential minute.

ITEMS TO NOTE

***G21.03.11 REMUNERATION COMMITTEE MINUTES**

*Paper *G21/03/06 was received by Independent Members via protected email.*

***G21.03.12 NOMINATIONS AND GOVERNANCE COMMITTEE MINUTES**

*Paper *G21/03/07 was received and noted.*

***G21.03.13 STRATEGIC PLANNING AND PERFORMANCE COMMITTEE MINUTES**

*Paper *G21/03/08 was received and noted.*

***G21.03.14 STUDENT GOVERNOR FORUM MINUTES**

*Paper *G21/03/09 was received and noted.*

***G21.03.15 FINANCE, ESTATES AND IT COMMITTEE MINUTES**

*Paper *G21/03/10 was received and noted.*

***G21.03.16 AUDIT COMMITTEE MINUTES**

*Paper *G21/03/11 was received and noted.*

***G21.03.17 FINANCIAL UPDATE AND FORECAST OUTTURN FOR 2020/2021**

*Paper *G21/03/12 was received and noted.*

***G21.03.18 PLANNING AND BUDGETING PROCESS AND TIMELINE FOR 2021/2022 TO 2025/2026**

*Paper *G21/03/13 was received and noted.*

***G21.03.19 HONORARY DEGREES REPORT**

*Paper *G21/03/14 was received and noted.*

***G21.03.20 CORPORATE SEAL**

*Paper *G21/03/15 was received and noted.*

***G21.03.21 ACADEMIC BOARD MINUTES**

*Paper *G21/03/16 was received and noted.*

DATES OF FUTURE MEETINGS

8 July 2021 13:00 – 18:00 Clevedon Hall (TBC)

OUTSTANDING ACTIONS			
Meeting	Minute	Action	Status
17.03.2021	G21.03.3.3	Chair and Clerk to discuss the capture of discussions in minutes.	
17.03.2021	G21.03.4.2	Chief Financial Officer to provide an additional report to the Board regarding student fees debts and repayments.	
17.03.2021	G21.03.4.6	Chief Financial Officer to provide an update to FEIT Committee on the Covid-19 scenario modelling.	
17.03.2021	G21.03.6.4	Governance Team to extend an invitation to all Board Members to observe a meeting of Academic Board.	