

## **BOARD OF GOVERNORS**

Minutes of the meeting of the Board of Governors held on Thursday 8 July 2021.

**Present:** David Lamb (Chair), Richard Bacon, Jenny Body, Evan Botwood,(until G21.07.12), Laura Claydon, Professor John Craven, Carolyn Donoghue, Professor Marc Griffiths (until G21.07.12), Clive Lewis (via video conference), Ian MacKenzie, Grant Mansfield, Dr Chris Moore (until G21.07.12), Tim Simmonds, Dave Tansley, Professor Steve West (until G21.07.12), Kalpna Woolf, Andrea Young.

**In Attendance:** Dr Jodie Anstee, Clerk, Professor Martin Boddy, PVC Research and Enterprise (until G21.07.12), Professor Amanda Coffey, DVC and Provost (until G21.07.12), William Liew, Chief Financial Officer (until G21.07.12), Jo Midgley, Registrar and PVC Student Experience (until G21.07.12), Professor Paul Olomolaiye, PVC Equalities and Civic Engagement (until G21.07.12), Joanna Wallis, FOI and Governance Officer (until G21.07.12), Christine Gledhill, Deputy Clerk (minutes).

### **G21.07.1 MEMBERSHIP AND APOLOGIES**

G21.07.1.1 No apologies had been received.

#### **Governor Appointments and Re-Appointments**

G21.07.1.2 Members **ratified** approval provided via email for the following recommendations of the Nominations and Governance Committee:

G21.07.1.3 Mr Evan Botwood, Student Nominee  
The nomination of the new Students' Union (SU) President. Members welcomed Evan to his first meeting as the Student Nominee.

G21.07.1.4 Mr Grant Mansfield, Independent Member  
Grant to serve a second term of office with effect from 15 November 2021 to 14 November 2024.

G21.07.1.5 Ms Kalpna Woolf, Independent Member  
Kalpna to serve a second term of office with effect from 15 November 2021 to 14 November 2024.

### **G21.07.2 DECLARATIONS OF INTERESTS**

None received.

### **G21.07.3 OPENING DISCUSSION**

G21.07.3.1 The Chair invited Members to raise any further matters for consideration at the meeting or for a future meeting of the Board.

G21.07.3.2 Members suggested that it would be helpful for the Board to reflect upon the pandemic period and what had been learnt. The Chair, Vice-Chancellor and the Clerk would discuss how best to approach this.

**ACTION: Chair, VC and Clerk**

G21.07.3.3 Members endorsed the Chair's comment that this was a very interesting time for the Board: post-Covid, post-Brexit, pre-Augar, considerations around student numbers

and pensions matters, and that there was a plan of action in place via Strategy 2030. It was the Board's overall responsibility to help the University to deliver that.

## STRATEGIC ITEMS

### **G21.07.4 VICE-CHANCELLOR'S REPORT**

*Paper G21/07/01 was received*

- G21.07.4.1 Members noted the content of the report and received an update from the Vice-Chancellor. Members noted the following in particular:
- G21.07.4.2 *Readiness for the 2021/2022 academic year and student number planning assumptions*  
Preparations were underway for the new academic year, including looking to provide more activity on campus; it was recognised that students had not had the same experience as previous years (particularly true of practice areas). The University would keep facilities open for a longer period, for students who needed extended access.
- G21.07.4.3 *Government fees and funding review*  
Publication of the post-18 education and funding consultation was anticipated shortly, subject to government approval.
- G21.07.4.4 *Freedom of Speech and IHRA (International Holocaust Remembrance Alliance) definition*  
Members were reminded that in November 2020, the Board considered the definition and determined not to adopt it due to concerns regarding Freedom of Speech, and agreed that the University's current anti-discrimination policy framework and approach were appropriate to support this agenda. The Board also agreed at that time that the University's position should be kept under review based on any further developments.
- G21.07.4.5 Members also noted that further to those considerations, the Secretary of State had written to the Office for Students (OfS), requesting the regulator to undertake a scoping exercise to identify providers that were reluctant to adopt the definition and to consider introducing mandatory reporting of antisemitic incident numbers by provider.
- G21.07.4.6 Members further noted the subsequent publication of the OfS 'Statement of expectations for preventing and addressing harassment and sexual misconduct affecting students in higher education' and the UUK report 'Tackling antisemitism: practical guidance for UK universities', as well as Lord Mann's reaffirmation that the IHRA definition was a useful tool that could be referenced when dealing with antisemitic incidents and his view that it did not conflict with Freedom of Speech duties, and would not impact on the legal duties enshrined within the Equalities Act 2010.
- G21.07.4.7 Members noted that these considerations had also been discussed by Academic Board on 7 July 2021. Academic Board had recommended to the Board that 'the IHRA definition be adopted' as per the statement provided in the report.
- G21.07.4.8 During discussions, Members noted that "adoption" of the statement allowed the ability for the University to reference it – and other statements, as detailed in the report – when dealing with racial harassment cases.
- G21.07.4.9 Members questioned what had changed since the Board's decision not to adopt the statement and noted that UUK had issued guidance to all universities, presenting a more reasoned approach and the assurance provided through discussion with Lord Mann.

G21.07.4.10 Members asked what the consequences would be to the student body. Members noted that the Equality Act 2010 – the legal framework – was not impacted by this statement and its adoption sent a message to students and staff that the University recognised there were many forms of racism; if directed at the Jewish community, investigation or the consideration of claims of racism directed at the Jewish community, the legal framework would be consulted and reference would be made to the IHRA statement.

Members noted that the OfS would expect the University to reference it in this manner.

G21.07.4.11 Members also noted that the examples of other statements provided in the paper were not exhaustive.

G21.07.4.12 Members **approved** the recommendation to adopt the IHRA definition of anti-semitism and the proposed statement of adoption.

G21.07.4.13 *Strategic Partnerships Development*

Members noted that the University's ongoing partnership work with both FE and schools would be profiled to the themes set out in the Education Secretary's most recent speech at the HEPI conference on 24 June 2021, to ensure that those partnerships were recognised by government and the local community.

G21.07.4.14 Members also noted that the University's partnerships in the international environment had been developed over many years; such partnerships having been built on mutual trust and respect.

G21.07.4.15 During discussions Members asked how engagement with totalitarian regimes aligned with the University's values. Members endorsed the view expressed that education was very much about engaging with other societies across the globe and that whilst at times our western values may not chime well, the fundamental question was more one of where the University could provide opportunity.

G21.07.4.16 Members also noted that in relative terms, the University was not over-reliant on international recruitment and that it would be useful to discuss risk and risk appetite in this regard and to understand the due diligence undertaken at individual institution level.

G21.07.4.17 Members welcomed the suggestion that a full update on the University's growing international partnership activity, be brought to the Board; the update to also include historical context, the current position and anticipated growth.

**ACTION: Vice-Chancellor**

G21.07.4.18 *Nightingale Legacy*

Members noted that the facility had opened to the community the previous day as a mass vaccination centre and to support some clinical rehabilitation services and that this would operate until the end of the calendar year.

G21.07.4.19 Members remarked upon the issue of long Covid among young people and asked to what extent the University would encourage students to be vaccinated. It was confirmed that students would be encouraged to do so before they returned to the University, as would international students, whose vaccinations may not be recognised in the UK. Members noted that the take-up of the vaccine so far by 18 year-olds was reported as being high.

- G21.07.4.20 Members referred to the considerations for the Nightingale legacy, that were outlined in the report and asked how long it would take for the key decisions to gather momentum and create something of significance.
- G21.07.4.21 Members noted that the considerations were less about the building/footprint and more about bringing together a number of different factors – including skills generation across the University, education, workforce development – and how to deliver these differently. Relocating Glenside provision to Frenchay was among the considerations and it was anticipated that in 6 months' time the University would have a clearer picture, including the sort of support that would be forthcoming from the NHS.
- G21.07.4.22 Members noted the confirmation that future-proofing the University would remain a priority.

## **G21.07.5 TRANSFORMING FUTURES PEOPLE STRATEGY**

*Paper G21/07/02 was received*

- G21.07.5.1 Jo Midgley, Registrar and PVC Student Experience informed Members that the revisions that had been made to the strategy reflected the learning from the pandemic and ensured that it was positioned appropriately among the University's other supporting Transforming Futures strategies. Members noted that the strategy demonstrated the University's confidence, its growth mindset and lifted ambition.
- G21.07.5.2 Jenny Body, Chair of the People, Culture, Quality and Standards (PCQS) Committee reported that the Committee had considered the revised strategy at its meeting on 7 June and had recognised that although there was more work to be done in relation to action plans, etc., it was a very comprehensive, clearly written strategy.
- The PCQS Committee recommended the revised strategy to the Board for approval.
- G21.07.5.3 Members enquired as to the extent of capacity within the central team and beyond to deliver the strategy. Members noted that the process of determining requirements (e.g. structure, etc.) was underway and was based upon 3 strands: culture, effectiveness and talent.
- G21.07.5.4 Members also enquired about the climate literacy of staff and noted that connections would be made within actions, once confirmed.
- G21.07.5.5 Members also noted that the table 'KPIs' (page 7 of the strategy) would be populated following the completion of the first Great Places to Work (GPTW) survey in November 2021.

- G21.07.5.6 Members **approved** the revised Transforming Futures: People Strategy.

## **G21.07.6 STRATEGY 2030 IMPLEMENTATION**

*Paper G21/07/03 was received*

- G21.07.6.1 Members noted the paper provided, which outlined the high-level implementation plan for the University's strategic change projects, with a focus on 3 key areas:
- Subject readiness review project
  - Organisational readiness / University Target Operating Model
  - Campus life.
- G21.07.6.2 Members also noted the following:
- i. Strategy 2030 set out the University's ambition for the future and its supporting Transforming Futures strategies were intended to show how that ambition would be delivered in a coherent way, with continuous reflections

along the journey; ensuring that the University had confidence and continued to be bold, facing any challenges as they presented.

- ii. The Strategy would only be delivered successfully if the University continued to be inclusive and to work collaboratively – both internally and externally – which would lead to innovations and enterprises.
- iii. Amanda Coffey, DVC and Provost and Jo Midgley, Registrar and PVC Student Experience, were leading on particular portfolios to ensure that resources were in place in terms of people and infrastructure to ensure UWE Bristol was a regional University with global connections.
- iv. The University had a very strong brand and its focus would be very much about clarity of purpose and objectives.
- v. The University's risk profile and appetite had shifted, particularly within the last 5 years.
- vi. Structure modelling – changes to the academic infrastructure and the proposal to move towards a school/college structure, with colleges led by a PVC and Head of College. There would be 2-3 schools in each college, each of which would be led by a Dean of School. Considerations were currently being given to determining the population of each college.

- G21.07.6.3 Members asked how this particular structure was helpful to Strategy 2030 and noted that the current structure was not as agile and had a number of silos in terms of both culture and operations. Members also noted that the proposed structure would provide leadership capacity.
- G21.07.6.4 Members further noted that a lot of duplication existed across the institution and there was a need therefore to reduce some bureaucracies, simplify academic governance, policies and processes. The move away from faculties to colleges would help to signal the level of change.
- G21.07.6.5 Members welcomed the update and urged that it would only be the ineffectual silos that were removed, and to be mindful that compartmentalisation could not be completely eradicated.
- G21.07.6.6 Members enquired as to the way forward in terms of staff recruitment, given the recent challenge of senior staff recruitment, and asked whether the proposed structure was one that would be easier to recruit into.
- G21.07.6.7 The Vice-Chancellor advised that the structure would be helpful in this regard, and that the marketplace was beginning to open up. The University offered an attractive proposition: Heads of College positions provided a good platform from which to move to the role Deputy Vice-Chancellor positions and thereon to that of Vice-Chancellor.
- G21.07.6.8 Members welcomed the ambitious proposal and asked whether the University was set up in the the right way and with the right people to ensure that this change was the right one to make.
- G21.07.6.9 Members noted that the proposal extended beyond just changing business processes. There were several reflections and considerations being undertaken; for example, the University was aware that there were some academic areas that were not working as well as others and some reconfiguration was required.
- G21.07.6.10 During discussions Members were reminded that the University was carrying a number of interim senior positions and that vacancies would be advertised globally in order to attract the best candidates as possible. Jo Midgley, Registrar and PVC Student Experience informed Members that the student experience had been followed throughout the year and it was clear that each point of difficulty for the student had been due to the complexity of the University. There was now a need to

improve this by pulling together the richness of collective wisdom and strengths, so that these lay at the centre of the student experience.

- G21.07.6.11 Members noted the objective to have the new structure in place by the start of the 2022/2023 academic year.
- G21.07.6.12 Members asked if the change would cause confusion among new student cohorts and noted that students generally identified with their programme of study, rather than a particular department or faculty. Members were assured that enhancement of the University's health and wellbeing agenda would continue.
- G21.07.6.13 Members also endorsed the view expressing the importance for existing projects and activities to continue and that the Board needed to have a clear line of sight of all of those.
- G21.07.6.14 Members recognised that some recruitment organisations used traditional methods to find candidates, which were not always conducive to supporting diversity. They also acknowledged that the University needed to communicate and celebrate its successes and activities more publicly, and that the exciting initiatives and opportunities existed within the new structure.
- G21.07.6.15 The Vice-Chancellor confirmed that the new structure would be put in place whether or not the appointments had been made and Members endorsed the comment that appointing the right people to these positions was of the utmost importance.

Members welcomed the suggestion to share the candidate pack with the Board.

**ACTION: Vice-Chancellor**

## **FINANCE, ESTATES AND IT MATTERS**

### **G21.07.7 FINANCIAL ESTIMATES AND FORECASTS**

*Paper G21/07/04 was received*

- G21.07.7.1 Ian MacKenzie, FEIT Committee Chair, advised the Board that the Committee had considered the report in detail at its meeting on 10 June 2021 and recommended the following to the Board:
1. Approval of the draft budget for 2021/2022.
  2. Approval of the allocation of 2021/2022 block grant and resources to the UWE Bristol Students' Union.
  3. Noting of the forecast Income and Expenditure for the year to 31 July 2021.
- G21.07.7.2 Members highlighted the forecast for Professional Services, which reflected the additional costs of accommodation fee waivers and the Digital Capability Scheme and noted that since the report was written, the June accounts had been closed and had shown a better performance. A full report would be provided to the Board in November when the Financial Statements were due to be considered.
- G21.07.7.3 Members enquired as to how the University's Covid-19-related costs compared with those of other institutions. It was noted that whilst others had experienced similar levels, not all had implemented a digital capability scheme, although they would have had the same accommodation and bad debt issues. It was understood that none had breached bank covenants.
- G21.07.7.4 Members also asked whether the University was obliged to give an award to students if they had an outstanding debt. Members noted that the University was able to withhold an award in cases of a fee loan debt, but not if an outstanding debt relating to accommodation or library fines.

G21.07.7.5 William Liew, Chief Financial Officer informed the Board that the University continued to work through these debts and added that international students in this position often simply returned home without their certificate. Members noted that the University was working with its International staff and its agents overseas to pursue outstanding student debts and there was now an agreement in place with them that from 1 July 2021, all international students would be required to pay £5,000 in advance of joining the University.

G21.07.7.6 Members **agreed** to:

1. **Approve** the draft budget for 2021/2022.
2. **Approve** the allocation of 2021/2022 block grant and resources to the UWE Bristol Students' Union.
3. **Note** the forecast Income and Expenditure for the year to 31 July 2021.

## REPORTS

### G21.07.8 COMMITTEE ASSURANCE REPORTS

*Paper G21/07/05 was received*

#### G21.07.8.1 **Nominations and Governance Committee**

David Lamb, Chair of Governors and Chair of the Committee, reported that the Committee had considered the revised terms of reference of the following and recommended them to the Board for approval:

- Board of Governors (consolidated with the Statement of Primary Responsibilities)
- Audit, Risk and Assurance Committee
- Finance, Estates and IT Committee
- People, Culture, Quality and Standards Committee
- Nominations and Governance Committee
- Remuneration Committee
- Emergency Committee.

G21.07.8.2 Members **approved** the revised terms of reference listed.

G21.07.8.3 Members also noted that a comprehensive review of the Board's Standing Orders had been undertaken and that the Nominations and Governance Committee recommended these for Board approval.

G21.07.8.4 Members **approved** the revised Standing Orders.

#### G21.07.8.5 **People, Culture, Quality and Standards Committee (PCQS)**

Jenny Body, PCQS Chair, shared with the Board that at its meeting on 7 June 2021 the Committee had agreed to convene a further meeting at the end of that month to consider in detail the Inclusivity Annual Report and EDI statistics.

G21.07.8.6 Members noted the feeling of the PCQS Chair that further assurance was needed to understand the detail behind the statistics and that this data – and walk-through examples – could be provided early in the next session, once resits were completed.

**ACTION: Governance Team/DVC and Provost**

G21.07.8.7 Members also noted that the Committee considered a report on the University's review of its compliance with consumer protection legislation during the pandemic. The Committee was assured and recommended the report for Board approval.

G21.07.8.8 Members **approved** the Compliance with Competition and Markets Authority (CMA) Legislation report.

#### G21.07.8.9 **Finance, Estates and IT (FEIT) Committee**

Ian MacKenzie, FEIT Committee Chair, reported that at its meeting on 10 June 2021, in addition to the detailed discussion of the University's draft budget for 2021/2022 and its financial estimates and plans to 2023/2024, the Committee also received a report on the University's commercial activities. The report included a proposal to set up a charitable company for the delivery of the University's activities within the Institute of Technology programme; the 'UWE Regional Skills Academy'. FEIT Members considered the proposal and recommended it to the Board for approval.

G21.07.8.10 Members **approved** the recommendation that the charitable entity 'UWE Regional Skills Academy' be set up.

G21.07.8.11 **Audit, Risk and Assurance Committee**

Richard Bacon, Audit, Risk and Assurance Committee Chair, informed Members that the Committee had undertaken the second of its focused 'deep-dives' on areas of particularly high risk and had received a very helpful presentation and assurance from Jo Midgley, Registrar and PVC Student Experience, on Strategic Risk S001 'UWE fails to achieve student recruitment targets', the discussion of which was detailed in the minutes provided.

G21.07.8.12 Members also noted that the Committee had received a detailed position paper from the Chief Financial Officer on outstanding student debt and noted the recovery actions already underway and the work being done to follow up cases of student tuition fee fraud. An update on progress would be brought back to the Committee early in the new academic year.

G21.07.8.13 **Remuneration Committee**

This item would be considered as reserved business at the end of the agenda.

**G21.07.9 GOVERNANCE DEVELOPMENT – BOARD ENGAGEMENT**

*Paper G21/07/06 was received*

G21.07.9.1 Dr Jodie Anstee, Clerk to the Board, led Members through the content of the report.

G21.07.9.2 Members noted the following in particular:

- i. Board meetings would be held in person, with meetings of committees and smaller meetings being held virtually; Committee Chairs to confirm at the Clerk's Business Planning meeting early each term whether an in-person meeting would be more appropriate.
- ii. A meeting attendance rate of 100% had been achieved using Microsoft Teams.
- iii. New Stakeholder Map provided formalising who the Board's stakeholders were and where engagement was secured.
- iv. The Board Development Programme 2021/2022 –
  - a. this was designed to address an area for improvement identified through the Good Governance Institute's Governance Effectiveness Review.
  - b. The programme also built on the stakeholder map, providing wider stakeholder engagement activities.
  - c. Subject to further consideration with Faculty colleagues, Board meetings were planned to take place as follows:
    - i. September – Glenside
    - ii. November – Engineering building, Frenchay
    - iii. March – Away Day event, Clevedon Hall
    - iv. July – Frenchay, preceded by joint workshop with Academic Board, relating to academic strategy, risk and assurance.
- v. VC Updates – currently exploring the use of these sessions for thematic topics, with presentations from key staff members followed by an interactive workshop.

- vi. Student Engagement – the Clerk and Governance team would work with the new Student Nominee, Evan Botwood on this. A ‘meet the SU Presidents’ session was being planned for the September Board session, which would enable Members to understand the Presidents’ expectations and priorities going forward.
- vii. Board Apprentice – the recruitment process would soon commence, with a view to the January 2022 Nominations and Governance Committee considering the outcome and providing a recommendation for appointment to the Board.
- viii. Vice-Chancellor/Governor Lunches – the proposal for the Vice-Chancellor to connect informally with 2-3 Governors over a meal.

G21.07.9.3 Members commended the programme and plans and requested that where possible, in-person engagement events be scheduled to coincide with dates when Governors were due to be on campus.

G21.07.9.4 During discussions, Members also acknowledged the value in more informal engagement between Governors themselves. The suggestion of an informal supper after a Board meeting, in addition to the existing lunch before, would be explored.

**ACTION: Governance Team**

**G21.07.10 CLERK’S REPORT**

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

**G21.07.11 MINUTES AND MATTERS ARISING**

*Paper G21/07/08 was received*

G21.07.11.1 Members **approved** the minutes of the meeting held on 17 March 2021.

G21.07.11.2 Matters Arising

Members noted that all actions from the last meeting were completed.

**G21.07.12 RESERVED BUSINESS**

*Paper G21/07/10 was received by Independent Members via protected email.*

This item is recorded as a confidential minute.

**ITEMS TO NOTE**

**\*G21.07.13 STUDENT GOVERNOR FORUM MINUTES**

*Paper \*G21/07/10 was received and noted.*

**\*G21.07.14 STRATEGIC PLANNING AND PERFORMANCE COMMITTEE MINUTES**

*Paper \*G21/07/11 was received and noted.*

**\*G21.07.15 FINANCE, ESTATES AND IT COMMITTEE MINUTES**

*Paper \*G21/07/12 was received and noted.*

**\*G21.07.16 NOMINATIONS AND GOVERNANCE COMMITTEE MINUTES**

*Paper \*G21/07/13 was received and noted.*

**\*G21.03.17 AUDIT, RISK AND ASSURANCE COMMITTEE MINUTES**

*Paper \*G21/07/14 was received and noted.*

**\*G21.03.18 SUMMARY OF COMMERCIAL ACTIVITIES**

*Paper \*G21/07/15 was received and noted.*

**\*G21.03.19 UNIVERSITY COMPANIES AND DIRECTORS**

*Paper \*G21/07/16 was received and noted.*

**\*G21.03.20 OFFICE FOR STUDENTS (OfS) GRANT LETTER**

*The Grant Letter (Paper \*G21/07/17) was yet to be received from the OfS.*

**\*G21.07.21 CORPORATE SEAL**

*Paper \*G21/07/18 was received and noted.*

**\*G21.07.22 ACADEMIC BOARD MINUTES**  
*Paper \*G21/07/19 was received and noted.*

**DATES OF FUTURE MEETINGS**

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

<b>OUTSTANDING ACTIONS</b>			
Meeting	Minute	Action	Status
08.07.2021	G21.07.3.2	Chair, VC and Clerk to discuss approach to Board reflections of the pandemic period and learnings from that.	
08.07.2021	G21.07.4.17	VC to provide an update to the Board on the University's international partnership activity.	
08.07.2021	G21.07.6.15	VC to share PVC/Head of School candidate pack with Board Members.	
08.07.2021	G21.07.8.6	Governance Team to convene PCQS meeting early in 2021/2022 session to consider latest EDI data/walk-through examples, presented by the DVC and Provost.	
08.07.2021	G21.07.9.4	Governance Team to explore arrangements for a post-Board meeting supper.	