

Minutes of the meeting of the Board of Governors held on 9 July 2018

1. APOLOGIES AND ABSENCES

- 1.1 For a record of attendance and apologies, please see attached list.
- 1.2 It was reported that the Anna Hooper, Vice-Chair, would chair the meeting on behalf of John Bateman, Chair of the Board, noting that John has been unavoidably detained at short notice and was unable to attend today's meeting. The Board noted with gratitude the huge contribution and commitment of the Chair, and extended thanks to the Vice-Chair for stepping in to chair the meeting.
- 1.3 The Chair welcomed Lucy Conn and Harrison Jarrett, President and Vice-President (Student Activities) of the Worcester Students' Union respectively, to their first meeting in their newly appointed roles.
- 1.4 The Chair welcomed Sarah Pittaway and Marc Scriven, whose terms of appointment as co-opted staff governors would commence on 1 August 2018, as observers at the meeting.
- 1.5 The Chair extended the best wishes of the Board to Danya Young, Board Apprentice, noting that this was the final meeting at which Danya would observe the Board. Danya expressed her thanks to the Board for the warm welcome and insight afforded by the apprenticeship, noting that she had been particularly impressed by the commitment, passion and determination of the student members. Thanks were due in particular to Dr Diana Beech and Dr Simone Clarke for coaching and support during the year.
- 1.6 The Board extended thanks to Odette Fielding, whose term of appointment ended on 31 August 2018, noting that Odette had served as a member of the Board of Governors for eight years.
- 1.7 The Chair noted that this was the first meeting of the Board to be held at the revised time, and invited feedback from members of the Board.

2. DECLARATIONS OF INTEREST

- 2.1 No declarations of interest were reported.

3. MINUTES AND MATTERS ARISING

- 3.1 The open and reserved minutes of the meeting held on 14 May 2018 were **approved** as an accurate record (BG17/54 & BG17/55).
- 3.2 **Committee of University Chairs (CUC) Senior Remuneration Code**
 - 3.2.1 It was reported that the CUC had published its Senior Staff Remuneration Code, which institutions were expected to follow on a 'comply or explain' basis (minute 4.3 refers). The Higher Education Code of Governance had been updated to reflect the principal requirements of the Code. The Remuneration Code and the revised Code of Governance had been made available on the Governors' Portal, noting that the Remuneration Committee would consider the guidance and make recommendations to the Board early in the 2018/19 year.
- 3.3 **University Byelaws**
 - 3.3.1 It was reported that the Bye-Laws had been reviewed in light of the OfS regulatory framework (minute 4.7 refers), noting that the Constitutional Review Group would be reconvened to consider the recommendations arising from the review.
- 3.4 **Registration with the Office for Students (OfS)**
 - 3.4.1 It was reported that the OfS registration documents had been submitted by the deadline of 23 May 2018, following approval by the review group on behalf of the Board, noting that the full submission had been made available to the Board via the Governors' Portal.
 - 3.4.2 The Pro Vice Chancellor reported that no substantive queries had been received from the OfS to date, noting that the University expected to be notified of the outcome of the registration application in September 2018.

- 3.4.2 The Chair of the Audit Committee reiterated the congratulations of the Audit Committee to all those who had worked on such a detailed, accurate and fair submission.

4. CHAIR'S BUSINESS

4.1 OfS Accounts Direction 2017/18

- 4.1.1 The Interim Clerk reported that the OfS had published its Accounts Direction for the 2017/18, which set out the disclosure requirements for the financial statements of higher education institutions. The direction included enhanced disclosure requirements in relation to senior remuneration.
- 4.1.2 The Accounts Direction would be made available to all Governors via the Governors' Portal, noting that it would be of particular interest to members of the Audit and Finance and Development Committees.

Action: Interim Clerk

5. VICE CHANCELLOR'S REPORT

- 5.1 The Board **received** for information and discussion a report from the Vice Chancellor and Chief Executive (BG17/56).
- 5.2 The Board congratulated Dr Diana Beech on her appointment as Policy Advisor to the Minister for Higher Education. Dr Beech wished to remain a member of the Board of Governors, subject to the outcome of discussion with the University and the Minister about any potential or perceived conflict of interest.
- 5.3 The Vice-Chancellor extended thanks on behalf of the Board to the Interim Clerk.
- 5.4 The Vice-Chancellor reported that the University had hosted two notable conferences around the theme of inclusion: the first conference of the European Congress of Adapted Physical Activity to be held in the UK, and the 25th anniversary conference of the Forum for Access and Continuing Education (FACE).
- 5.5 The Vice-Chancellor noted that the future treatment of EU students remained a real and live issue, noting the recent government announcement of a new mobility framework to create opportunities to study across the UK and EU. Access to financial support for students wishing to move between the UK and the EU remained a critical uncertainty, noting that it was in the national interest to have a vigorous programme of exchange.
- 5.6 The Vice-Chancellor reported that the Universities and Colleges Union (UCU) had formally rejected the 2% (plus) pay offer and would ballot members on strike action in the autumn term.
- 5.7 The University had received outline planning permission for its University Court proposal. The proposal for the St John's townhouse was due to be considered at the July planning meeting, noting that a revised proposal had been submitted which addressed concerns that had been raised about inadequate parking.
- 5.8 The Vice Chancellor highlighted the significant strategic news within his report to the Board (BG17/56), noting in particular the removal of the number cap on admissions to the majority of subjects in teacher training, in response to the shortage of trained teachers and the rise in school rolls as a result of demographic changes. The Government had reversed its policy of limiting expansion of university based teacher training in favour of school-based training, which had caused some institutions to withdraw their provision. Expansion of places remained contingent on the provision of high quality school placements.
- 5.9 An analysis of the University's performance in the 2016/17 Destinations Of Leavers from Higher Education (DLHE) survey (Appendix 1 of paper BG17/56) showed that the University continued to outperform the national graduate unemployment rate of 5%, with a further reduction to 3%. The survey continued to exclude Early Years professionals, noting that the University continued to lobby for inclusion of this category of graduate employment. The survey captured data about graduates after six months, noting that some graduates took longer than six months to settle into a job, for a variety of reasons. The University was making changes to its career support service to support students over a longer period of time.
- 5.10 The Board noted with concern the OfS publication strategy, whereby universities did not receive advance notification of publications, whereas the press would continue to receive embargoed reports. This approach was not seen to be fitting to the role of a regulator, and carried the added risk that inaccurate or misleading information could be released into the public domain.
- 5.11 The Board noted that an increasing number of universities were making unconditional offers to A-level students. Anecdotal reports highlighted concerns about the impact of the disparity in offer conditions on anxiety levels and potential subsequent A level performance of students.

5.12 **[NOT FOR PUBLICATION]**

- 5.13 Much work continued on building relationships with prospective students post-offer. The undergraduate conversion rate was higher than the national average, particularly for professional courses, noting however that the Decliners Survey indicated that students tended to determine their first choice university pre-offer, emphasising the importance of Open Days. Board members were encouraged to attend a University open day to experience the good work of the student ambassadors.
- 5.14 The Board noted the need to raise aspirations from an early age. The University was the regional lead for the Children's University, which worked with primary school children across the county. The Hive was also pivotal in outreach to children.

6. REPORT FROM THE STUDENTS' UNION

- 6.1 The Board **received** for information and discussion the report from the President of the Students' Union (BG17/57).
- 6.2 The Students' Union (SU) President reported that, although not the final winners, Worcester SU had been delighted to have been shortlisted for the annual National Union of Students (NUS) 'Union of the Year' Award.
- 6.3 The annual RAG total stood at £15,400, nearly double the previous year, with the final total on 1 August anticipated to be higher. The total included all known fundraising undertaken by students, noting that the SU was keen to support and promote any charitable fundraising activities undertaken by students in order to recognise and maximise impact. The Board noted the value of the time contributed by students to volunteering. Work was underway to raise the profile of student volunteering, including by providing more information about the nature of the volunteering. This additional detail would be made available to the Board in future.
- 6.4 A new external trustee had been appointed to the SU Board, noting that there were two remaining vacancies for student trustees. The SU was revising its strategic plan.
- 6.5 The Board congratulated the Students' Union for its many achievements, in particular being shortlisted for the Union of the Year Award, and noted that there was much to look forward to in the year ahead.

7. UNIVERSITY STRATEGIC PLAN 2018/19 -2022/23

- 7.1 The Board **received** for formal approval of the proposed approach the University Strategic Plan 2018/19 – 2022/23 (BG17/58).
- 7.2 The Board considered a presentation from the Director of Communications and Participation, including an initial visual of a 'bubble diagram', a proposed interactive tool that would enable users to explore the impact of the University. The Chair noted the opportunity to publish the new University strategy using multimedia formats that would better enable the University to demonstrate dynamically strategic concepts which were difficult to convey in written format.
- 7.3 The strategic plan aimed to balance realism with ambition. It was proposed that the strategic approach be decoupled from operational objectives, in order to enable the plan to be distinctive and imaginative, noting that it was proposed that the Board would approve detailed operational plans and key performance targets on an annual basis.
- 7.5 The overarching message of the strategy could be summed up as 'Inspired for Life.' Three concepts had been developed to capture and focus the work of the University:
- The golden triangle of professional education;
 - Beneficial Impact across the life course;
 - Societal Benefit.
- 7.6 The draft strategy required further shaping and editing. The strategy could be iterated through a number of lenses and perspectives, for example as a tool to demonstrate the value for money of a University of Worcester Education.
- 7.7 The Board was invited to break into small groups discuss the draft strategy, in particular the appropriateness and clarity of sense of direction conveyed by the three new concepts, and the extent to which the draft reflected and developed with appropriate ambition the core and enduring tenets of the current strategy:
- An outstanding university at which to be a student;
 - An outstanding university for educational excellence;
 - An outstanding university at which to be a member of staff;
 - A University making an outstanding contribution to the City region.

- 7.8 The Board concluded that the draft strategy was distinctive and imaginative, whilst being consistent with the University's enduring mission. It was appropriately ambitious in general.
- 7.9 There was an opportunity to further develop the theme of inclusiveness and international ambition, and to strengthen the University's regional engagement, including working with business. The scope to better engage with alumni was noted.
- 7.10 The Board noted that the definition of education excellence would be important. The Board noted the importance of developing flexibility and resilience in graduates, through a focus on the core employability skills of creativity, communication, and team working.
- 7.11 The board was supportive of the concept of the golden triangle as an accessible concept, noting that there was scope to apply the concept more broadly.
- 7.12 It was agreed that there was a scope to improve the clarity of presentation, with key concepts being introduced earlier in the document and beneficial impact more clearly articulated at the outset. Case studies would bring the strategy to life.
- 7.13 The Board **approved** the proposed approach to the University Strategic Plan 2018/19 – 2022/23, as set out in paper BG17/58.

8. UNIVERSITY BUDGET FOR 2018/19 AND THE OFS FINANCIAL FORECASTS ***[NOT FOR PUBLICATION]***

9. FORMAL APPROVAL ITEMS

9.1 Annual report on Subsidiary Companies

- 9.1.1 The Board **approved** the Annual report on Subsidiary Companies, as set out in paper BG 17/60, noting that only two subsidiary companies were active: UW Developments Ltd, which was used to manage major capital projects, in particular student residences, and UW Worcester Wolves Ltd.

9.1.2 *[NOT FOR PUBLICATION]*

9.2 Policy on Gifts, Hospitality and Bribery Prevention

- 9.2.1 The Board **approved** the revised Policy on Gifts, Hospitality and Bribery Prevention, as set out in paper BG17/61.

9.3 Training and Development Programme for Governors, 2018-19

- 9.3.1 The Board **received** the outline Training and Development Programme for Governors, 2018-19 (BG17/72). It was agreed that it would be important to leave some flexibility in the programme to allow for new developments and training priorities that might emerge.
- 9.3.2 It was recommended that there be an expectation that Governors attend at least one external course over a three year period, noting that such events offered a valuable external perspective through the opportunity to network with members of other governing bodies.
- 9.3.3 It was reported that the finance training session planned for the 2017/18 year had been deferred. The Chair of the Audit Committee reported that Audit Committee members had benefited from a briefing on the University's bank covenants prior to the 5 July meeting, which could usefully be offered to all Governors as part of the proposed finance training session.
- 9.3.4 It was agreed that the training and development programme be uploaded to the Governors' portal and updated as required during the course of the year.
- 9.3.5 The Board **approved** the outline Training and Development Programme for Governors, 2018-19, as set out in paper BG17/62, subject to the addition of the postponed Finance for Non-Finance Professionals training event.

Action: University Secretary

9.4 Sustainability Policy

- 9.4.1 The Board **approved** the proposed amendment to the Sustainability Policy, as set out in paper BG17/63, noting that the addition of a commitment to provide healthy and sustainable food reflected existing practice. The University had been shortlisted in three categories in the Green Gown Awards, including the 'Sustainability Institution of the Year Award' category. The Board commended the very visible impact of the work of the Director of Sustainability.

10. REPORT ITEMS

10.1 Management Accounts (period 10)

- 10.1.1 The Board **received** the Management Accounts for period 10 (BG17/64*).

10.2 Inaugural Report on Major University Partnerships

10.2.1 The Board **received** the Inaugural Report on Major University Partnerships (BG17/65), which had been requested by the Board, noting that the report should be considered alongside the regular reports from the Vice Chancellor and the University's risk register which also considered major partnerships and the management of associated risk.

10.3 Sealed Documents and Contracts

10.3.1 The Board **received** a report on the use of the University Seal and the execution of Major Contracts signed between March and June 2018 (BG17/66*).

11. BUSINESS OF THE SUB-COMMITTEES

11.1 Audit Committee

11.1.1 The Board **received** a verbal report from the Chair of the Audit Committee on the meeting held on 5 July 2018.

11.1.2 The Chair of the Audit Committee **reported** that members had met in camera to discuss the option to extend EY's Internal Audit contract for a further year. The Audit Committee had resolved to exercise this option in order to ensure consistency following the appointment of new external auditors in the current year.

11.1.3 Consistency in Internal Audit would also be valuable during the close-out of the actions arising from the recent audit of Business Continuity Planning, noting that his view was that the conclusion of limited assurance following this audit was not fully aligned to EY's own definition. The Audit Committee had been reassured by the prompt and significant steps that had been taken in response to the BCP audit findings, and applauded all those who had been involved. The Committee had noted that the nature of the task was such that progress would be necessarily slow. The Committee was supportive of the prioritisation of an effective rather than an unduly hasty response.

11.1.4 The Committee had considered a draft of the internal audit plan, which would be refined further by the Vice Chancellor's Advisory Group.

11.1.5 The Committee had approved the 2017/18 external audit plan.

11.1.6 The Committee had received a report on the outcome of IT penetration testing, noting that the biggest risk was human behaviour, which was mitigated by a programme of training and development. The institution was relatively well protected, noting that there would always be a risk of penetration.

11.1.7 The Audit Committee had approved and recommended to the Board minor revisions to the terms of reference of the Committee, including the proposed establishment of a quorum of three members. It was recognised that such a quorum might not always be achievable, but was good governance. The Chair commended those members of the Audit Committee who submitted detailed comments on the business in absentia. The proposed amendments to the terms of reference would be brought forward for approval to a future meeting of the Board of Governors.

Action: University Secretary

11.2 Finance and Development Committee

[NOT FOR PUBLICATION]

11.3 HR Committee

11.3.1 The Board **received** the unconfirmed minutes of the meeting held on 11 June 2018 (BG17/68), noting that Nadeem Khan had chaired the meeting in the absence of Diana Gant.

11.3.2 The Acting Chair **reported** that the Committee had considered and recommended to the Board the proposed revised Health and Safety Policy, noting that the policy had been well received internally. The Board **approved** the revised Health and Safety Policy as set out in Appendix 1 to paper BG17/68.

11.3.3 The Committee had received an update on the academic restructure. The Board noted that the structure diagram that had been appended to the Vice Chancellor's report was very useful (Appendix 2 of paper BG17/56 refers), and requested that the diagram be made available to members once it was populated.

Action: Deputy Vice Chancellor

11.3.4 The Committee had approved and recommended to the Board minor revisions to the terms of reference of the Committee, noting that these would be brought forward for approval to a future meeting of the Board of Governors.

Action: University Secretary

11.6 Academic Board

- 11.6.1 The Board **received** the minutes of the meeting held on 25 April 2018 (BG17/69), together with a verbal report from the Deputy Vice Chancellor on the meeting held on 4 July 2018.
- 11.6.2 The Deputy Vice Chancellor **reported** that following consideration at the April meeting of the proposed academic restructure, at the June meeting the Academic Board had received a report on the consultation process that had taken place, and had considered the transition arrangements including the establishment of the Schools, together with revisions to the sub-committees of the Academic Board to reflect the revised academic structure.
- 11.6.4 The revised academic structure had been developed by considering cognate departments, in particular those where there was scope to develop more closely aligned curricula or research groupings, noting that the intention was to break down silos through encouraging Schools to work across Colleges. The restructure had resulted in the establishment of three broadly similarly sized Colleges. It was recognised that the structure would be likely to evolve over time, particularly with the proposed establishment of a Medical School.
- 11.6.3 The Academic Board had also considered the positive DLHE report, as well as the annual Student Retention and Achievement report. Whilst both reports had been positive, there was continued evidence of attainment gaps in some areas, particularly in relation to BTEC students and BAME students. These gaps would be addressed through focussed work over the next year.

12. ANY OTHER BUSINESS

- 12.1 No other business was reported.

13. DATE OF NEXT MEETING

- 13.1 The date of the next meeting of the Board would be 2 October 2018 (Board Away Day).

BOARD OF GOVERNORS ATTENDANCE – 9 July 2018

Key: A = Absent with apologies.

INDEPENDENT MEMBERS APPOINTED BY THE BOARD OF GOVERNORS

	Anna Hooper (Acting Chair)	Vice Chair
A	John Bateman OBE	Chair of the Board of Governors
A	Gloria Agyemang	
	Carl Arntzen [<i>from agendum 5</i>]	
	Alice Brunt	
	Charmian Di Nunzio [<i>except agendum 8</i>]	
	Diana Gant	
	David Iddon	
	Nadeem Khan	
	Zadvinder Padda	
	Reverend Dr Alwyn Pettersen	
	Ian Smith	
	Sarah Speck	Vice Chair

CO-OPTED MEMBERS APPOINTED BY THE BOARD OF GOVERNORS

	Diana Beech	Nominated by the Board of Governors
	John Bothamley	Nominated by the Board of Governors
	Odette Fielding	Nominated by non-academic staff

VICE CHANCELLOR AND CHIEF EXECUTIVE

	Professor David Green	Vice Chancellor and Chief Executive
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MEMBERS OF UNIVERSITY STAFF NOMINATED BY THE ACADEMIC BOARD

A	Dr Derek McDougall
A	Robert Dudley

STUDENT MEMBERS NOMINATED BY THE STUDENTS' UNION

	Lucy Conn	President, Students' Union
	Euan Morrison	Vice President: Education, Students' Union

CLERK TO THE BOARD OF GOVERNORS

	Philippa Glover	Interim Clerk to the Board of Governors
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IN ATTENDANCE

	Jane Britton	Director of Communications and Participation
	Adele Cope [<i>for agendum 8</i>]	Director of HR
	Rob Bonham	Director of Finance & Resources
	Professor Sarah Greer	Deputy Vice Chancellor
	Sian Hobday	Head of Vice Chancellor's Office
	Helen Johnstone	Head of Information Assurance/Manager of the University Capital Projects
	Harrison Jarrett	Vice President, Students' Union
	Sarah Pittaway	Co-opted member (designate) nominated by non-academic staff
	Ross Renton	Pro Vice Chancellor (Students)
	Marc Scriven	Co-opted member (designate) nominated by non-academic staff
	Danya Young	Board Apprentice