



Board of Governors

Minutes of the hybrid meeting held on 7th May 2024, 2.45 pm

EE1012, Edward Elgar, St John's Campus

23/42 Attendance

42.1 Present

Mrs S Speck	Independent Governor, Chair
Mrs L Barber (v)	Staff Governor
Dr D Beech (v)	Independent Governor
Mr L Coiffait-Gunn	Independent Governor
Mr S Devlin (v)	Independent Governor
Professor D Green CBE	Vice Chancellor & Chief Executive
Mr M Hardy	Independent Governor
Mr T Heywood	Independent Governor
Dr C Jones	Independent Governor
Ms A Linforth	Student Governor
Ms C Moir	Staff Governor
Mrs S Morgan	Independent Governor
Mr A Noorani	Independent Governor
Mr D Pocha (v)	Independent Governor
Miss I Price	Student Governor
Mr I Smith	Independent Governor
Mr K Sorrell MBE	Independent Governor
Ms L Taylor	Independent Governor

42.2 In Attendance

Mr E Atkinson	Incoming Student Governor
Mr R Bonham	Pro Vice Chancellor Finance & Resources
Mrs J Britton	Pro Vice Chancellor Communications & External Affairs
Mrs A Cope	Director of Human Resources
Ms H Johnstone	University Secretary and Clerk to the Board
Ms A Jordan	Provost
Mr J Lambert	Incoming Student Governor
Ms R Mane	Incoming Student Governor
Professor S Moyle	Pro Vice Chancellor Health & Science
Mrs J Newland	Assistant Clerk to the Board
Professor L Stansbie	Pro Vice Chancellor Education, Culture & Society

42.3 Apologies

Mr N Khan
Mr M Scriven

Independent Governor
Staff Governor

V – attended virtually

23/43 Declarations of Interests

43.1 Ian Smith: Kings School Worcester

23/44 Annual Report of the Remuneration Committee (Board Appointees) [BG23/39]

- 44.1 The Committee Chair presented the annual report of the Remuneration Committee for Board Appointees, noting the role of the Committee is to consider and determine the emoluments of Board Appointees other than the Vice Chancellor and Chief Executive. The report provided a summary of the meeting of the Committee held on 22nd January 2024 and the decisions reached by the Committee.
- 44.2 The Board approved minor amendments to the Committee's terms of reference which had been updated to a standardised template.
- 44.3 Noting expectations set out in the OfS Accounts Direction that the Board of Governors consider pay for all senior postholders in accordance with the CUC Remuneration Code, the Committee approved a recommendation to broaden its remit to include an annual report on the remuneration and other terms for University senior staff. An updated version of the Committee's terms of reference reflecting this change are to be brought to the next Committee meeting.
- 44.3 The Board received and noted the report.

Apart from the Director of HR and Assistant Clerk to the Board, who were already present, those listed as in attendance in item 42.2 joined the meeting after item 44.

The Chair welcomed to the meeting the incoming Student governors: Ruttuja Mane, incoming Students' Union President, Elliot Atkinson, incoming Students' Union Vice President Education and Jack Lambert, incoming Students' Union Vice President Student Activities.

23/45 Minutes

- 45.1 The minutes of the meeting held on 27th February 2024 [BG23/40] were confirmed as an accurate record of the meeting.
- 45.2 Matters arising not covered elsewhere on the agenda
- 45.2.1 Donations to Students' Union Community Cupboard [minute 35.1.1] The Students' Union is hoping to set up a JustGiving link for donations to the Community Cupboard. Donations can also be made using gift cards.

23/46 Chair's Business

- 46.1 The Chair had attended the opening of the Elizabeth Garrett Anderson building and was very pleased to note the enthusiasm of the occasion.

23/47 Vice Chancellor's Report

- 47.1 Vice Chancellor's Report: general matters [BG23/41]

The Vice Chancellor presented his report to the Board and highlighted the following points:

- 47.1.1 The Severn Stars Netball team has had a very successful season and broke all time attendance and receipts records several weeks in a row. The Board noted England Netball held a franchise competition and an announcement on the outcome was due.
- 47.1.2 *[NOT FOR PUBLICATION]*
- 47.1.3 *[NOT FOR PUBLICATION]*
- 47.1.4 The 2024 results from the Course Experience Survey showed a sharp improvement compared to last year's results. Members reviewed detailed results by level and by school and noted Level 4 results were particularly good.
- 47.1.5 Members noted headline results from the Staff Survey which was conducted in March. The results are being shared at School and Department level in the coming weeks and the People & Culture Committee is to have a full discussion of the results at its upcoming meeting.
- 47.1.6 *[NOT FOR PUBLICATION]*
- 47.1.7 Members noted the OfS B3 Conditions investigation into the University's Business and Management provision had concluded successfully. The OfS had determined the University was compliant with the B3 Condition outcomes and would take no further action.
- 47.1.8 The Board received the report.

47.2 Vice Chancellor's Report: financial matters [BG23/42] *[NOT FOR PUBLICATION]*

23/48 Property Matters *[NOT FOR PUBLICATION]*

[The Vice Chancellor left the meeting after item 23/48]

23/49 Reports from Committees

49.1 Nominations & Governance Committee [BG23/44]

49.1.1 The Board received the report of the Nominations & Governance Committee meeting held on 12th March 2024, together with the annual report on the Equality & Diversity of the Board.

49.1.2 *[NOT FOR PUBLICATION]*

49.1.3 The Board noted the report.

49.2 Audit Committee [BG23/45]

49.2.1 The Chair of Audit Committee presented the report of the Audit Committee meeting held on 19th March 2024. The Committee considered a number of reports and policies and the Chair drew the Board's attention in particular to the 2022/23 Statutory Accounts Benchmarking report and to the favourable outcome of the internal audit on Expenses. The Committee also approved updates to the University's Whistleblowing policy.

49.2.2 The Chief Information Officer gave a presentation to the Committee on Cyber Security Risk and the Committee concluded the University was well protected without being complacent.

49.2.3 The Chair thanked the Committee for their work.

49.2.4 The Board noted the report.

49.3 Finance & Development Committee [BG23/46]

49.3.1 The Committee Chair presented the report of the Finance & Development Committee meeting of 16th April 2024, noting the Committee received a detailed report from the Vice Chancellor and an update on the 2023/24 financial position.

49.3.2 The Committee also received a report from the Investment Committee that had approved a recommendation *[NOT FOR PUBLICATION]* and approved the Ethical Investment Policy subject to a Board discussion on areas the University may not wish to invest in.

49.2.3 The Board noted the report.

23/50 Ethical Investment Policy [BG23/47]

50.1 The Board received the draft Ethical Investment Policy, noting the Board is responsible for final approval of the policy.

50.2 As reported by the Finance & Development Committee, the Investment Committee had reviewed the policy and reflected on whether the list of industries included in the policy that the University will not invest in should be expanded. The Investment Committee considered this matter should be discussed at Board level and it approved the policy subject to a Board discussion on areas the University may not wish to invest in.

50.3 The Board was asked to approve the policy and advise whether it wished to discuss, at a future meeting, revisiting the areas excluded from investment. Members noted fossil fuel companies for example invest heavily in renewables and meet the criteria for responsible investment.

50.4 The Board approved the Ethical Investment Policy and agreed to discuss at a future meeting revisiting the areas excluded from investment.

23/51 Students' Union Business

51.1 Students' Union Report [BG23/48]

51.1.1 The Board received the Students' Union report with updates on Sport, Societies, the Cost of Living Campaign and Academic Representation, among others. The officers were very pleased to note the University won Varsity for the second year in a row, with all players working extremely hard. It was also a very good year for teams in BUCS, the highlight being Wheelchair Basketball who were crowned National Champions again.

51.1.2 Other highlights included holding the first ever Student Voice Conference and the upcoming Celebrations Week that celebrates the achievements of students and staff.

51.1.3 This year's Leadership Elections saw an increase in voter turnout to 13.5% and several other key targets for the elections being achieved.

51.1.4 The outgoing officers thanked the Board for their support during their term. The Board in turn thanked the outgoing officers for their valued input.

23/52 Academic Governance

52.1 Report from Academic Board [BG23/49]

52.1.1 The Board received the report of the Academic Board meeting of 10th April 2024, with an update on the work of the Board. These included a number of announcements on the Research Excellence Framework 2029 where the University has submitted an application to be involved in a pilot exercise for People, Culture and Environment submissions.

51.1.2 Academic Board received the annual report on Complaints and Appeals in 2022-23 and the Board noted there was an encouraging reduction in the number of complaints and that both complaints and appeals numbers were a very small fraction of the student body as a whole.

51.1.3 The Board noted the report.

23/53 OfS Matters [BG23/36]

53.1 The Board received for information an update on matters in relation to the OfS, noting:

- the outcome of the OfS assessment of the University's compliance with B3 conditions in relation to its Business and Management provision, as reported in the Vice Chancellor's report;
- there have been no reportable events to the OfS since the last report on 27th February 2024.
- the OfS is running a further consultation in relation to the new Free Speech (HE) Act.
- the continuing delay in the OfS' response to the consultation on a new condition of registration in relation to sexual misconduct and harassment.

53.2 The Board noted the report.

23/54 Regulatory and Governance Matters

54.1 Appointment of Directors to new Subsidiary Company [BG23/51]

54.1.1 At its meeting in February 2024, the Board approved a recommendation to establish a new wholly owned subsidiary company *[NOT FOR PUBLICATION]*.

54.1.2 The Board received and approved a recommendation to appoint the following as Directors of the new subsidiary company: Professor David Green, Vice Chancellor, Rob Bonham, PVC Finance & Resources and Adele Cope, Director of HR. Members noted the Directors will not be employees of the new subsidiary company.

54.1.3 The Board was invited to identify a member to join the new company Board in the role of Governor Observer.

54.2 Report on University Seal [BG23/52]

54.2.1 The Board received for information a report on the use of the University Seal.

23/55 Any Other Business

55.1 The Board thanked the outgoing Student governors for all their work during their term.

Those listed as in attendance in item 42.2 apart from A. Cope, H. Johnstone and J. Newland, left the meeting after item 55.

23/56 Annual Report of the Remuneration Committee (Vice Chancellor & Chief Executive) [BG23/53]

- 56.1 The Committee Chair presented the annual report of the Remuneration Committee (Vice Chancellor and Chief Executive), noting the role of the Committee is to consider and determine the emoluments of the Vice Chancellor and Chief Executive. The report provided a summary of the meeting of the Committee held on 22nd January 2024 and the decisions reached by the Committee.
- 56.2 The Board noted and discussed the proposed new appraisal process for the Vice Chancellor.
- 56.3 The Board approved minor amendments to the Committee's terms of reference which had been updated to a standardised template.
- 56.4 The Board noted the report.

23/57 Date of Next Meeting

Board Development Session	21 st May 2024
Board Meeting	9 th July 2024