

BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held on Tuesday 29 November 2022.

Present: David Lamb (Chair), Richard Bacon, Jenny Body, Laura Claydon, Carolyn Donoghue, Professor Marc Griffiths (until G22.11.12), Domini Harewood, Professor Dame Julie Lydon, Ian MacKenzie, Grant Mansfield, Rania Regaieg (until G22.11.12), Tim Simmonds, Professor Jim Smith (until G22.11.12), Dave Tansley, Professor Steve West (until G22.11.12), Kalpna Woolf, Andrea Young.

Apologies: Priya Kaur, Margaret Simmons-Bird, Jo Midgley, Registrar and PVC Student Experience.

In Attendance: Dr Jodie Anstee, Clerk (until G22.11.13), Professor Amanda Coffey, DVC and Provost (until G22.11.12), William Liew, Chief Financial Officer (until G22.11.12), Alison Weeks, Head of Health and Safety (for G22.11.7), Jessica Wrigley, Governance Officer (until G22.11.12), Christine Gledhill, Deputy Clerk (minutes, until G22.11.13).

G22.11.1 MEMBERSHIP AND APOLOGIES

Apologies were noted as set out above.

G22.11.2 DECLARATIONS OF INTERESTS

None received.

G22.11.3 OPENING DISCUSSION

G22.11.3.1 The Chair shared with Members the discussion held during the Staff and Governor Insight and Development session earlier in the day about how the University could capitalise on its intellectual property and the value of the Board looking at this in more detail at a future meeting.

ACTION: DVC and Provost

He then invited Members to raise any further matters for consideration at the meeting or for a future meeting of the Board. None were raised.

G22.11.3.2 The Chair also thanked Members for the 1:1 meetings held over the previous few weeks, part of the feedback of which was the request to hold the Independent Governor Session at the start of the Board meeting, rather than at the end.

Members noted that this change would be effective from the next meeting.

ACTION: Head of Governance

G22.11.3.3 Members noted that Governors had also expressed the wish for more opportunities to get to know one another better and that thought would be given to how this could be achieved at the Away Day in March.

ACTION: Chair of the Board/Clerk

G22.11.4 UPDATE FROM THE PRESIDENT OF THE STUDENTS' UNION

Paper G22/11/01 was received

- G22.11.4.1 Rania Regaieg, UWESU President and Student Nominee highlighted to the Board the matters that were exercising the Students' Union – both nationally and locally.
- G22.11.4.2 Members noted the following:
- i. National issues:
 - a. Sexual harassment and misconduct
 - b. Industrial action.
 - ii. Regional and local issue: Public transport crisis.
- G22.11.4.3 *Sexual Harassment and Misconduct*
- i. The risk of sexual harassment and misconduct was included in the University's Strategic Risk Register; could the wording of that be reviewed so that the fact that tackling this was a priority for the institution, be made clear?
 - ii. The Students' Union was committed to tackling all forms of discrimination. The SU President was the lead on this and would work with the University on this.
 - iii. Jo Midgley, Registrar and PVC Student Experience, was the VCE Member responsible for oversight of these matters.
- G22.11.4.4 Members noted the request in the report for a 'nominated Governor' for this area and **agreed** that this responsibility should sit with the People, Culture, Quality and Standards Committee, rather than one individual.
- G22.11.4.5 iv. The request to make the UWE Bristol Community module mandatory for all students and to link this to the Speak Up pledge.
- G22.11.4.6 Members discussed the challenge in making training mandatory and that perhaps this should be more about setting an expectation around becoming part of the University Community and that the training should be completed.
- G22.11.4.7 Amanda Coffey, DVC and Provost reminded Members that this was already a feature within Starting Block and suggested that an action be taken away from the meeting as to how to strengthen this and how to further encourage students to understand the programme.
- ACTION: DVC and Provost**
- G22.11.4.8 Members noted the Vice-Chancellor's suggestion that as with Sustainability, this particular training could be provided as a MOOC (massive open online course), to be taken in students' own time, assessed electronically and included in the student's file on leaving the University.
- G22.11.4.9 *Public Transport Crisis (Buses)*
- v. The announcement by First Bus on 16 November that they had decided to cancel 1,450 bus services each week until April 2023, due to driver shortages.
 - vi. Included in these routes were some that connected to UWE campuses, thereby affecting students and staff.
 - vii. Action Network had launched an open letter calling on the West of England Combined Authority (WECA) Metro Mayor and all group leaders in WECA to franchise the bus services across the West of England. The letter had reached 1,295 signatures (target 1,600).
- G22.11.4.10 During discussions Members noted that the Metro Mayor was responsible for public transport and the 3 regions (Bath, Bristol and the West) created the network for the bus services. Unitary Authority leaders signed up to subsidise those networks; however, there was no money to do so.

- G22.11.4.11 Members also noted that First Bus was predominantly a commercial company and when unable to get drivers, cancelling services and removing the whole route were the most cost effective options for the company.
- G22.11.4.12 Members further noted that the situation was largely the result of there having been very little serious investment in any regional transport. The University would continue to press this matter.
- G22.11.4.13 Members welcomed the offer of Laura Claydon, Independent Member, to help the Students' Union and the University to highlight the impact of First Bus's decision with the company and WECA.

ACTION: L Claydon, VC and SU President

- G22.11.4.14 Members asked whether there was a bike scheme for students. Members noted the confirmation that this was the case and that the Students' Union had been overloaded with applications and all bikes had been booked. Members also noted that cycling was not accessible to everyone.

STRATEGIC ITEMS

G22.11.5 **PURPOSE: STRATEGY 2030 IMPLEMENTATION**

Paper G22/11/02 was received

- G22.11.5.1 The Vice-Chancellor highlighted the key features of the report. Members noted:
- i. The Strategy 2030 Roadmap, provided as Annex A, which outlined the initial timeline for the implementation and commitments of the University's Strategy 2030.
 - ii. The University was on track and delivering against the programme, with the exception of the Student Journey Programme. Jo Midgley, Registrar and PVC Student Experience was leading on this and working closely with Ian MacKenzie, Chair of the Finance, Estates and IT (FEIT) Committee.
 - iii. The Colleges and Schools restructure continued to progress.
 - iv. The Subject Readiness Review and Research Readiness Review were also progressing well.
 - v. Portfolio reports were being finalised across the Purpose, People and Place portfolios to strengthen oversight of initiatives through the Vice-Chancellor's Executive (VCE) and the relevant Committees of the Board. The portfolio reports would inform the review of the Strategy 2030 Roadmap and therefore reporting directly against the roadmap was currently paused to allow a review to take place.
 - vi. The need to capture what the key strategic pieces of work were, what was continuous improvement and what was BAU. This needed to be documented in a simple and transparent manner to give assurance to the VCE and the Board of Governors, including around any risks in relation to that. A useful discussion on this had been held by the VCE the previous day.
- G22.11.5.2 Members commented upon the reported increasing difficulty in recruiting staff at all levels and suggested that it would be interesting for the Board to discuss what the University was doing to attract and retain talent.
- G22.11.5.3 Members recognised that this was not an issue that was particular to the University and that the institution had a wealth of talent among its own graduates. Members noted that the University was also mindful of where people move on to and indications were that most were staying local.
- G22.11.5.4 Members noted the need to ensure that the terms and conditions packages were appropriate for the calibre of candidates the University wished to attract.

- G22.11.5.5 Members also noted the importance of the size and shape discussion due to take place at the Away Day in March 2023, as this was central to many others. Members requested that the Board receive plenty of lead-in time in terms of indication of direction of thinking.
- G22.11.5.6 Members noted that initial discussions would be an exploration of Purpose, People and Place, threaded by finances/financial modelling.
- G22.11.5.7 Members noted the key significant areas for discussion at the Away Day, including:
 - i. Size and shape.
 - ii. Talent development (ideally with a new CPO in post and in attendance). Members noted that there was global evidence that there was not enough workforce across the world and if there was a limited skills supply, the University needed to compete in that; to think about different ways of delivering the service and the kind of workforce it needed.
 - iii. Finances (including Glenside relocation).
 - iv. Student accommodation.

G22.11.6 VICE-CHANCELLOR'S REPORT

Paper G22/11/03 was received

- G22.11.6.1 Members noted the content of the report and received an update from the Vice-Chancellor. Members noted the following in particular:
- G22.11.6.2 *Industrial Action*
 - i. UCU and Unison had taken strike action on 24 and 25 November, and would do so again on 30 November. UCU had also started action short of a strike on 23 November, with the potential for escalation to a marking and assessment boycott after Christmas.
 - ii. The University recognised the legitimate concerns of staff and universities and continued to do all it could to limit disruption.
 - iii. At UWE, staff taking strike action were well-led and there were no signals of fracturing of staff teams, or relations between staff and students.
- G22.11.6.3 *Student Deaths*
Members requested further information to that provided in the report, e.g. previous years, etc.

ACTION: Clerk
- G22.11.6.4 *Initial Teacher Training (ITT) Reaccreditation*
Members noted the background context to the accreditation decision of the Department for Education (DfE) and that the result of the University's appeal against that decision had been delayed.
- G22.11.6.5 Members noted that the DfE had advised those providers who had not succeeded in gaining reaccreditation, to partner with an institution that had and the University was currently discussions in this space, although there was nothing yet from the DfE to advise what the nature of such a partnership would be.
- G22.11.6.6 Members also noted that institutions may take legal action against the DfE in terms of a judicial review.
- G22.11.6.7 Members further noted that the School of Education and Childhood had a small research base and a very successful Doctorate, but it was ITT that constituted the main provision and sustained the School, having been delivered by the University for many years.
- G22.11.6.8 *Student Accommodation*

Members commented that this was a worrying time for students and noted that the University had increased its Hardship Fund, access to which was also increasing.

- G22.11.6.9 Members were reminded that the £9,250 tuition fee had remained unchanged for more than a decade and was now worth under £7,000 in real terms, so there was limited headroom for the University to do more to support students.
- G22.11.6.10 Members noted that student accommodation and the associated financial considerations would be brought to the Board Away Day in March.
- G22.11.6.11 Members observed the number of mergers that had taken place in the NHS and asked as to the likelihood of institutions doing the same. Members noted that Governing Bodies and Vice-Chancellors would need to have such conversations well before their institutions were in crisis. Members also noted that London would seem an obvious place for this sort of activity, given the saturation of HEIs.

ITEMS FOR APPROVAL

G22.11.7 PEOPLE AND PLACE: ANNUAL REPORT ON HEALTH AND SAFETY 2021/2022 *Paper G22/11/04 was received*

- G22.11.7.1 Annual Health and Safety (H&S) Report 2021/2022
Alison Weeks, the University's Head of Health and Safety joined the meeting and led Members through the highlights of the report. Members noted the following:
- G22.11.7.2
- i. Covid-19 –
 - a. Following the Government announcement of the removal of all Covid measures by the 1 April 2022, the University developed and successfully implemented its 'Living with Covid Action Plan'.
 - b. Assurance that the University remained prepared for any further outbreaks through its 'Notifiable Infectious Diseases Protocol'.
 - c. The pandemic had exposed some issues, such as the completion of risk assessments.
 - ii. The main University Health and Safety risks as listed in the report –
 - a. There remained overall assurance that reasonable management processes were in place to ensure compliance with all relevant legislation, with areas for continual improvement having been identified for 2022-2023.
 - b. Reporting on drone safety, international travel and emergency response were now included to ensure the appropriate scrutiny and assurance at the University's Health and Safety Executive Committee.
 - iii. Fire Safety training – concern at the 71% overall completion rate (previously this had been 90+%). Work was ongoing with the Colleges to determine the reason behind this.
 - iv. Colleges/Schools restructure –
 - a. The opportunity was being taken to review, further improve and share best practice in health and safety structures, ensuring accountability and ownership of responsibilities, with support from the Health and Safety team.
 - b. The Future Technicians Project had helped to facilitate this review and improvement work.
 - v. A Health and Wellbeing Impact Report was now in place and was where the annual summary of activity and data for both staff and student wellbeing would be provided. To signify this transition, a summary of activity of the Staff Health and Wellbeing Group was included for the final time in this Annual Report to the Board.

- G22.11.7.3 Members asked whether the site visits to the University's nominated accommodation providers to review first safety compliance and exchange fire safety information and best practice, were new. Members noted the confirmation that these had been introduced this year as part of the usual first biennial safety meeting and were working very well.
- G22.11.7.4 Members also noted that a training course for accommodation managers, focused on building safety, would be introduced in 2023.
- G22.11.7.5 Professor Marc Griffiths, PVC and Head of the College of Health, Sciences and Society and Academic Board Nominee, wished to formally record his thanks to the Head of Health and Safety and team for their hard work and support over the last 18 month period, and for helping to train the Technicians within the new Colleges.
- G22.11.7.6 Members referred to the biennial property/health and safety inspection in March 2022 by the University's insurers UMAL and noted that no concerns were raised. UMAL had made a number of recommendations, which were developed into an action plan and were being monitored by the University's Insurance Manager.
- G22.11.7.8 Health and Safety Policy Statement
Members **approved** the policy statement for signature by the Chair and the Vice-Chancellor.

ITEMS FOR APPROVAL (FINANCIAL)

G22.11.8 **ASSURANCE REPORT: ACCOUNTS AND FINANCIAL FORECASTS**

Paper G22/11/05 was received

- G22.11.8.1 Members noted that the Annual Report, Financial Statements 2021/2022 and the Financial Forecasts 2026/2027 had been considered by the FEIT Committee and by the Audit, Risk and Assurance Committee. Consideration had also been given by the Remuneration Committee to the remuneration commentary within the Annual Report. The Chief Financial Officer had also provided a presentation to Board Members on 13 October 2022.

The Chair invited the Chairs of the FEIT Committee and the Audit, Risk and Assurance Committee to present the report.

- G22.11.8.2 Ian MacKenzie, FEIT Committee Chair reported that the Committee's recommendation of the Annual Report and Financial Statements came on the back of in-depth discussions and the helpful presentation provided by the Chief Financial Officer earlier in October. He added that the FEIT Committee was comfortable with the assurance received and:
1. Has noted the out-turn of the financial performance for the year ended 31 July 2022 and has confirmed to Audit, Risk and Assurance Committee that they are in order for acceptance.
 2. Is content to advise the Board of Governors that the University's financial controls and reports are adequately in place to oversee and monitor the management of the University's financial viability and sustainability.
 3. Has noted and endorses the draft financial forecasts to 2026/27 for formal approval by the Board of Governors, prior to submission to the Office for Students (OfS).
- G22.11.8.3 Richard Bacon, Chair of the Audit, Risk and Assurance Committee reported that the External Auditors were issuing an unqualified opinion and had confirmed at the Committee meeting on 3 November 2022 that they were satisfied that the assessment process made by management was appropriate and thorough, and that the disclosures made were clear and proportionate.

- G22.11.8.4 Members noted that the Committee had discussed two matters in particular detail:
- i. The variance of the budget and the tension between successful student recruitment, the impact of that on accommodation and the difficulty in recruiting staff in a challenging market; and
 - ii. ESFA clawback – the increase in this provision was felt to be prudent.
- G22.11.8.5 Members asked for further details of the extent of the staff recruitment issue. Members noted that approximately 10% of vacancies across the year were unfilled, meaning that money went straight to the bottom line, a proportion of which was used to pay for Associate Lecturers and Professional Services agency staff to fill any gaps, as appropriate.
- G22.11.8.6 Members noted however, this was not sustainable and that the Chief Financial Officer was working with Colleges to utilise their budgets in a different way to recruit.
- G22.11.8.7 The Committee Chair confirmed that the Committee recommended the Annual Report and Financial Statements 2021/2022 for Board approval and endorsed the signing of the Management Representation Letter by the Vice-Chancellor.
- G22.11.8.8 The Board **approved** the Annual Report and Financial Statements 2021/2022, and the Management Representation letter for signature by the Chair of the Board, on its behalf.

REPORTS

G22.11.9 COMMITTEE ASSURANCE REPORTS

Paper G22/11/06 was received

- G22.11.9.1 **Audit, Risk and Assurance Committee (ARAC)**
Richard Bacon, ARAC Chair, highlighted the following:
- i. Board Assurance Framework – the Committee continued to monitor the development and effectiveness of the framework.
 - ii. Risk, business continuity and compliance – risk descriptors were now much better developed and a critical actions tracker was now in place.
 - iii. UKRI audit outcome – the Committee had received a comprehensive update from the Finance Director and the Director of Research and Business Innovation on the audit process, the findings and issues, and the work being undertaken to resolve these. The Committee was satisfied that the matter was receiving the appropriate level of attention needed.
- G22.11.9.2 Members also noted the Annual Report of the Audit, Risk and Assurance Committee, provided in the VBR library.
- G22.11.9.3 **Finance, Estates and IT (FEIT) Committee**
Ian MacKenzie, FEIT Committee Chair, reported that the greater part of the meeting held on 20 October 2022 had been spent considering the Annual Report and Financial Statements.
- G22.11.9.4 Members also noted that during discussion of the University's financial forecasts, the Committee expressed a wish to get a better understanding on financial resilience and stresses, future vulnerabilities, exposure and the University's ability to adapt. The Chief Financial Officer would bring scenario modelling to the FEIT Committee meeting in February.
- G22.11.9.5 Members noted that the Committee had received an update on Campus 2030 and the importance of conversations to be had at the Board's Away Day in March, and was monitoring closely the Student Journey Programme.

- G22.11.9.6 Members noted that this programme was paused whilst work continued with the supplier to test their ability to deliver what was required, and to determine the University's confidence in both the functionality of the product and the product in practice. The supplier had engaged positively with this process, but the University had put in place a hard deadline of December.
- G22.11.9.7 Members further noted that there was an ongoing conversation at the University about recovery of costs, including the legal support that would be required around that.
- G22.11.9.8 Members noted that the University's current system was still workable and that further investment would be needed to move forward. There was currently no supplier sufficiently mature to provide what the University required; it was likely that it would have to switch to a system that would be patched with the modular elements that the University already had and were working, as these were capable of interfacing with whichever system came next.
- G22.11.9.9 Members asked whether there was anything to consider in terms of due diligence on suppliers. Members noted that references had been provided but that the supplier had had a change in leadership and therefore the University had not had complete continuity, which had complicated matters.
- G22.11.9.10 The Student Nominee confirmed that the audited UWESU accounts had now been approved by the Board of Trustees and would be shared.
ACTION: UWESU CEO, Head of Governance
- G22.11.9.11 **Nominations and Governance Committee**
David Lamb, Chair of Governors and Chair of the Committee Chair presented the three recommendations made by the Committee for approval by the Board:
- G22.11.9.12 Term of Office Renewal: Laura Claydon, Independent Member
Members **approved** the recommendation that Laura serve a second term of office of 3 years as Independent Member and Chair of the Remuneration Committee, to 17 March 2026.
- G22.11.9.13 Term of Office Renewal: Priya Kaur, Associate Board Member
Members **approved** the recommendation that Priya serve as a second term of office of one year as Associate Board Member, to 21 March 2024.
- G22.11.9.15 Committee Membership
Members **approved** the recommendation that Professor Elena Marco join the People, Culture, Quality and Standards (PCQS) Committee and Professor Yvonne Beach join the Audit, Risk and Assurance Committee, as observers.
- G22.11.9.16 **People, Culture, Quality and Standards (PCQS) Committee**
Jenny Body, PCQS Committee Chair, informed Members that the meeting on 2 November 2022 was deemed not be quorate. It was later determined that as the DVC and Provost had deputised for the Vice-Chancellor in his absence, this should count towards the quorum, although the Standing Orders were silent on this. The Standing Orders would be amended to reflect this and would be considered by the Nominations and Governance Committee at its meeting in January 2023.
- G22.11.9.17 The Committee Chair shared with Members the business of the meeting and highlighted in particular that the old version of the Corporate Scorecard had been presented (prior to the deep-dive session of the proposed version the following week), and that the visit from the Ofsted Inspection team to the University's Apprenticeships provision was expected imminently.

G22.11.10 CLERK'S REPORT

Paper G22/11/07 was received

G22.11.10.1 The Prevent Duty Monitoring Accountability and Data Return 2022

Members were reminded that the Prevent Duty Risk Assessment was available in the VBR library.

G22.11.10.2 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).

G22.11.10.3 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.

G22.11.11 MINUTES AND MATTERS ARISING

Paper G22/11/08 was received

G22.11.11.1 Members **approved** the minutes of the meeting held on 20 September 2022.

G22.11.11.2 Matters Arising

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

G22.11.12 ANY OTHER BUSINESS

G22.11.12.1 Chief People Officer

Members noted that a meeting with the preferred candidate was scheduled to take place following the Board meeting.

At this point all University staff, and Academic and Student Nominees left the meeting.

G22.11.13 RESERVED BUSINESS

Papers G22/11/09 was received

This item is recorded as a confidential minute.

G22.11.14 INDEPENDENT GOVERNOR DISCUSSION

This session involved Lay Governors only and was not minuted.

ITEMS TO NOTE

***G22.11.15 AUDIT, RISK AND ASSURANCE COMMITTEE MINUTES**

*Paper *G22/11/10 was received and noted.*

***G22.11.16 FINANCE, ESTATES AND IT COMMITTEE MINUTES**

*Paper *G22/11/11 was received and noted.*

***G22.11.17 REMUNERATION COMMITTEE MINUTES**

Paper *G21/11/12 was received and noted (circulated to Lay Members only).

- *G22.11.18 **NOMINATIONS AND GOVERNANCE COMMITTEE MINUTES**
Paper *G22/11/13 was received and noted.
- *G22.11.19 **PEOPLE, CULTURE, QUALITY AND STANDARDS COMMITTEE MINUTES**
Paper *G22/11/14 was received and noted.
- *G22.11.20 **UWESU AND UWE GOVERNORS' STRATEGIC WORKSHOP NOTES**
Paper *G22/11/15 was received and noted.
- *G22.11.21 **AUDIT, RISK AND ASSURANCE COMMITTEE ANNUAL REPORT TO THE BOARD OF GOVERNORS**
Paper *G22/11/16 was received and noted.
- *G22.11.22 **REMUNERATION COMMITTEE ANNUAL REPORT TO THE BOARD OF GOVERNORS**
Paper *G22/11/17 was received and noted.
- *G22.11.23 **MAPPING THE UNIVERSITY'S GOVERNANCE PRACTICE TO SECTOR REGULATION AND CODES**
Paper *G22/11/18 was received and noted.
- *G22.11.24 **BOARD OF GOVERNORS MEETING SCHEDULE 2023/204**
Paper *G22/11/19 was received and noted.
- *G22.11.25 **CORPORATE SEAL**
Paper *G22/11/20 was received and noted.
- *G22.11.26 **ACADEMIC BOARD MINUTES, 6 JULY 2022**
Paper *G22/11/21 was received and noted.

DATES OF FUTURE MEETINGS

21-22 March 2023 inc. Away Day Clevedon Hall
11 July 2023 13:00 – 18:00 Frenchay Campus

OUTSTANDING ACTIONS			
Meeting	Minute	Action	Lead
29 Nov 2022	G22.11.3.1	Future agenda item on intellectual property.	DVC and Provost
29 Nov 2022	G22.11.3.2	Future agendas to reflect that the Independent Governors' session will take place at the start of Board meetings.	Deputy Clerk
29 Nov 2022	G22.11.3.3	To discuss a suitable activity/ opportunity at the March 2023 Away Day for Governors to get to know one another.	Chair of the Board and Clerk
29 Nov 2022	G22.11.4.7	To explore the strengthening of the UWE Bristol Community module within Starting Block.	DVC and Provost
29 Nov 2022	G22.11.4.13	To highlight the impact of First Bus's decision to cancel services, etc. with the company and with WECA.	L Claydon, VC and SU President
29 Nov 2022	G22.11.6.13	Further information (e.g. previous years, etc.) to be provided in the report on student deaths.	Clerk
29 Nov 2022	G22.11.9.10	Audited UWESU accounts to be shared.	UWESU CEO, Deputy Clerk