



## BOARD OF GOVERNORS

### Minutes of the meeting held on the 22<sup>nd</sup> February 2016

The Chair welcomed Jane Britton (Director of Communications and Participation) and Helen Johnstone in her new capacity as Capital Development Projects Co-ordinator.

#### 1.1 ATTENDANCE AND ABSENCES

1.1.1 For a record of attendance and apologies, please see attached list.

#### 1.2 DECLARATIONS OF INTEREST

1.2.1 Mr. David Iddon declared an interest in relation to item 11.2 as he is a trustee of the Clive and Sylvia Richards Charity. The Vice Chancellor and Chief Executive declared an interest in relation to agenda item 11.5: Report of the Remunerations Committee.

#### 2. MINUTES AND MATTERS ARISING

2.1 The minutes of the meeting held on the 23<sup>rd</sup> November 2015 [BG15/28] were approved.

2.3 The Board noted under matters arising that the paper entitled 'First Phase of the Capital Developments Programme' had been amended as requested at the previous meeting, and was circulated with the papers for inclusion in the Capital Developments Resource Folder (item CP017).

2.4 The Board received with the papers a briefing on non-completion rates of Postgraduate Research students (PGRs) as requested at the previous meeting. A further request was accepted for information on the duration of students' registration on Postgraduate Research programmes prior to successful completion or withdrawal.

**Action:** Pro Vice Chancellor (Academic)

#### 4. CHAIR'S BUSINESS

4.1 The Board received an oral report from the Chair and from the Clerk to the Board of Governors.

4.2 The Chair reported that he had attended two meetings concerning Prevent, which is elsewhere on the Agenda. He stressed that the role of the Board is to agree the broad strategy and policy and gain assurance on the development and implementation of related procedures, developed to ensure that the University is compliant with its new legal and regulatory responsibilities. He noted that this is a complex area with potentially competing statutory responsibilities, for example, balancing safeguarding of students with mental health issues with the University's Prevent duties.

4.3 The Chair also advised that he had attended a meeting of the Committee of University Chairs (CUC) designed for relatively new Chairs and that this was a very valuable forum for networking and sharing best practice.

4.4 The Chair and Clerk reported that they had both recently attended an event organised by GuildHE on governance, which included presentations from both the Chief Executives from the Higher Education Funding Council for England (HEFCE) and the Leadership Foundation. Professor Atkins (from HEFCE) had highlighted emerging priorities for the future of the Higher Education sector, namely:

- more focus on the student experience and in particular preparing students for employment;
- promotion of social mobility;
- increased importance placed on higher order learning ('intellectual gain') offered by Universities in terms of addressing future societal and economic challenges;
- development of overseas partnerships and provision;
- increased use of technology in the future to support the student experience and learning and teaching;
- the continued importance of the autonomy of Universities. A review of different Higher Education systems in OCED countries shows that failure can be attributed to systems where there is low government investment but high government involvement.

4.5 The presentation by the Chief Executive of the Leadership Foundation focused on the new challenges in terms of leadership and governance of universities within the dynamic context in which Higher Education in the UK operates, and the wider range of responsibilities of governors. The Leadership Foundation has produced a new Strategic Plan and has refreshed its offering in terms of training, consultancy and development materials.

4.6 It was reported that the Chair and Clerk are preparing a governor training and development programme, which will draw expertise both internally and from external bodies such as the Leadership Foundation and the CUC. They had met with the two student governors to discuss the student voice and training and development opportunities. It was agreed that governors would be invited during the next 12 months to meet students and staff in the Students' Union to broaden their knowledge and understanding of student-related issues.

4.7 It was also reported that the Clerk to the Board has been invited to serve on two national groups as a representative of her professional body: the Association of Heads of University Administration (AHUA), whose membership is broad, comprising Clerks to Boards, University Secretaries and Chief Operating Officers. One group (convened by the CUC in partnership with the Leadership Foundation) is preparing sector-wide guidance for Boards of Governors or equivalent on Academic Governance; and the second is the Leadership Foundation's Governor Development Advisory Forum.

## **5. VICE CHANCELLOR'S REPORT**

5.1 The Board received for information and discussion the Report from the Vice Chancellor and Chief Executive. The Report was detailed and wide-ranging, including:

- **National Student Survey:** the very positive participation rates this year as a result of a joint campaign organised by the Students' Union and the University.
- **Student applications and admissions:** the improved numbers of applications for most subjects.
- **Changes in relation to Nursing, Midwifery and Teacher Education.**
- **University Finances and the recovery of VAT relating to the Hive;**
- **Press and media coverage:** to complement the Press Report for November-January that was circulated with the Board papers;
- **Key University events:** the naming event for the Joel Richards Conference and Media Suite and the lecture by Lord King (formerly of the Bank of England), and the University's involvement with the Hay Festival.
- **Business engagement initiatives;**
- **Capital Developments:** an update report was provided of progress prior to and since the recent meeting of Finance and Development Committee, where this work was discussed in some detail. The Master Planners have now been appointed and were selected because of their track record of working successfully with Universities and stakeholders (particularly students).
- **Green paper: Fulfilling our Potential: Teaching Excellence, Social Mobility and Student Choice.** The Board had received in the Report a copy of the University's response to the consultation, drafted in the light of discussions at the joint seminar of the Board and the University Executive that had taken place on 9<sup>th</sup> December 2015.

- 5.2 The Vice Chancellor reported that he had attended a Universities UK meeting where there was discussion concerning the need for Universities to work more closely with business and meet the demands in the future for higher level skills in the UK workforce. There will need to be a greater emphasis in University education on maximising human potential and developing the individual and skills such as team-working, project management and good communication, to equip graduates with the ability to work in jobs that may not have yet been invented and in an economy where there will be fewer white collar occupations. The Vice Chancellor tabled a briefing paper with informatics to demonstrate these points. He noted that the University's academic strategy and the associated development work, being led by the Pro Vice Chancellor (Academic), aligns very well with these priorities.
- 5.3 **[Commercial in confidence]** The Vice Chancellor highlighted the significant changes affecting Nursing and Teacher Education. There is a national shortage of nurses and from 2017 the restrictions will be lifted on the number of Nursing students, when the funding arrangements will also change. Training bursaries will be discontinued and Nursing students will need to apply for a loan from Student Finance England. The effects of these changes on the popularity of Nursing courses offered by Universities and the fees that Universities will charge, are unknown at this time. Given UW's reputation and established network of partners and placement providers the University is in a good position to develop its provision and student numbers in this area. The fall in the number of applications to Nursing and Midwifery courses this year is being addressed because it does not match the sector trends, and it is believed to be based in large part on the reputation of the University as being a very high quality provider and therefore competition for places is high, which may be deterring some potential applicants. Marketing and communications to prospective applicants will be important to ensure we attract increasing numbers of well qualified students when the number controls are lifted.
- 5.4 **[Commercial in Confidence]** The Vice Chancellor advised the Board that the University is reviewing its programme of part-time course which are delivered by 'The Learning Institute' (TLI) (part of Callington College). Circa 500 students in the South-West study on part-time undergraduate courses and foundation degrees in the areas of Education and Health and Social Care. This has been a valuable educational initiative for the students and communities concerned. Students studying on these programmes have a strong affinity with, and are good ambassadors for, the University. Callington College will be joining a Multi-Academy Trust (MAT) later this year and discussions with them suggest that the work of their Learning Institute will probably not be taken forward by the the new larger organisation, because it is not a priority in the educational strategy of the MAT. In the light of this development University management has undertaken a detailed options appraisal and business review, supported by Finance and external specialist legal advice.
- 5.5 **[Commercial in Confidence]** The Vice Chancellor also advised the Board that in line with the University Strategy, good progress is being made in terms of creating international partnerships (particularly in China) with high quality Universities that have a complementary academic strategy and mission to UW. As reported previously to the Board, the University leadership has addressed actions taken by the University's former representative in China which misrepresented the University. This work has been successful as a result of the good offices of the Pro Vice Chancellor (International). The University's former representative has paid all of the associated legal costs incurred by UW. Discussions have taken place successfully with the national Ministry of Education in China and the relevant Chinese Universities, and a number of educational partnerships are being created as a result of these discussions. The Pro Vice Chancellor (International) will provide a presentation o international strategic developments at the Board meeting in May 2016.
- 5.6 The Board thanked the Vice Chancellor for his report. On request, the Pro Vice Chancellor (Academic) provided more detail of the academic developments she is leading. She noted the popularity of the new courses that have been developed over the past 12 months and advised the Board that a review is being undertaken to identify how best to embed personal and employability skills throughout the curriculum.
- 5.7 **[Commercial in Confidence]** The Board noted that there have been changes in the senior leadership team and was provided with an indicative timescale for appointments to senior posts relating to HR and legal services. It was noted that the Vice Chancellor and Chief Executive is evaluating options concerning the leadership of business engagement work (including placements) following the departure of Professor

O'Malley. This is an area that has been strengthened with the recent appointment of two Deputy Pro Vice Chancellors with responsibilities for: Educational Partnerships and Academic Portfolio.

**6. REPORT FROM THE STUDENTS' UNION**

- 6.1 The Board received for information and discussion the report from the Students' Union.
- 6.2 The Board reviewed the proposal for an amendment to Bye-Law 5 in relation to eligibility to stand for election to a Students' Union office and **resolved to approve the amendment.**

**7. PREVENT**

- 7.1 The Board received a presentation by the Pro Vice Chancellor (Students) on the University's Prevent Duties and action being taken by the University to ensure compliance with these new legal responsibilities following the Counter-terrorism & Security Act 2015 and the requirements set by HEFCE in its capacity as the 'monitoring authority' for Higher Education Institutions. [Secretary's note – A full copy of the presentation is attached to the minutes for reference].
- 7.2 It was noted that HEFCE is engaging with the sector to identify an appropriate approach for implementation. HEFCE is not being prescriptive and its monitoring arrangements are light-touch. Each institution has been asked to undertake a self-assessment and to identify where existing arrangements will need to be amended in the light of the new legislation. summary of this work was submitted to HEFCE in January 2016.
- 7.3 Action is being taken by management to ensure that all relevant staff receive suitable training and a planned review of Chaplaincy provision by the University will include a consideration of the implications in relation to Prevent. It was noted that the University's responsibilities extend to students studying with partner organisations, and that these organisations are usually Further Education colleges and Schools, on which higher expectations are placed in relation to their Prevent duties. It was noted that the University could be associated with any breach of Prevent duties associated with events held in jointly owned locations. Discussion will, therefore, take place with Worcestershire County Council concerning the arrangements they have in place in relation to managing external speakers at events they may organise at the Hive.
- 7.4 Further information is required by HEFCE for submission by the 1<sup>st</sup> April 2016, namely: a formal Risk Assessment, an Action Plan, and the revised Freedom of Speech Code of Practice. Thereafter the review cycle will be every five years, although the University management will be undertaking regular internal reviews.
- 7.5 The Board was advised that the University management is refining the revised draft Code of Practice on Freedom. Given the timing of the next Board meeting in relation to the HEFCE deadline, the Board **resolved to delegate to the Chair of the Board responsibility for approving formally the changes to the Code of Practice** on the recommendation of the University Executive.

**8. CONSTITUTIONAL REVIEW PROJECT**

- 8.1 The Board received and **approved** the proposal presented by the Clerk to the Board of Governors to initiate a review of the University's governing instruments, with the aim of modernising and simplifying them to meet current and future governance arrangements. It was agreed that a Review Group will be convened with membership from both the senior University leadership and the independent board members, and that the Clerk to the Board will liaise with the Privy Council, which is responsible for approving any changes to the documents.

**9. FORMAL APPROVAL ITEMS**

**9.1 HEFCE Assurance Review Report and Action Plan**

- 9.1.1 The Board received and **approved** the HEFCE Assurance Review Report and Action Plan prepared by the Clerk to the Board, based on the best practice recommendations offered by HEFCE. It was noted that the HEFCE Report included no formal requirements for action, and that the Action Plan was for internal developmental purposes, to support the achievement of the University's Strategy to be outstanding in terms

of University governance.

## 9.2 **Membership of Nominations Committee 2015/16**

9.2.1 The Board received and **approved** the proposed membership of Nominations Committee in 2015/16.

## 9.3 **Appointment of Pro Vice Chancellor and Deputy Chief Executive**

9.3.1 The Board received the paper concerning the proposed appointment of a Pro Vice Chancellor and Deputy Chief Executive from within the Pro Vice Chancellor group in the University leadership. The inclusion of a student board member on the appointment panel was welcomed. The Board **resolved to approve the appointment process and to delegate authority to the Chair of the Board of Governors**, in consultation with the Chair of the Personnel Committee and the Vice Chancellor and Chief Executive, to oversee the appointment process and agree the person specification, job description and additional allowance for the successful candidate.

## 9.4 **Governance arrangement for subsidiary companies: UW Worcester Wolves and UW Developments**

9.4.1 The Board received for approval proposals concerning changes to the board membership of UW Worcester Wolves and UW Developments to reflect changes in key personnel and the changing remit and needs of the companies.

9.4.1 It was noted that UW Worcester Wolves has a growing and broad profile in terms of promoting the University more widely (with media coverage accounting for the Advertising Value Equivalent of c£250K per month), supporting the University's strategy to improve participation of under-represented student groups and to develop inclusive sport. As a relatively new and unusual type of subsidiary company (which has responsibility for a professional basketball team), an independent specialist review was commissioned concerning the establishment and governance of this company during its first year. This review has confirmed that this work has been well managed and governed.

9.4.2 It was noted that UW Developments will become more active as the University enters its next phase of capital developments.

9.4.3 The Board **resolved to approve** the changes to the Board membership of UW Worcester Wolves and UW Developments.

## 10. **REPORT ITEMS**

### 10.1 **Annual Report on Student Complaints and Academic Appeals 2014/15**

10.1.1 The Board received for information the Annual Report on Student Complaints and Academic Appeals prepared by the Representations Committee and received by the Academic Board, in accordance with sector best practice guidance produced by both the Office of the Independent Adjudicator and the CUC. The report detailed trends in terms of mitigating circumstances claims, student complaints and academic appeals. It was noted that the number of mitigating circumstances claims rose slightly in 2014/15 and that the numbers of complaints and academic appeals remained very low compared to the sector.

### 10.2 **Management of Committee Business**

10.2.1 The Board received for information and discussion the the Schedule of Business for routine business transacted by the the Board and its Committees in 2016 and guidance for staff on drafting papers for the Board. The Board welcomed this document and the changes introduced by the new Clerk to the Board in terms of structuring the agenda and minutes for Board committees.

### 10.9 **Sealed documents and Contracts**

10.9.1 The Board received for report the use of the University Seal and agreements signed during Semester One 2015/16

**11. BUSINESS OF THE SUB-COMMITTEES**

**11.1 Academic Board**

11.1.1 The Board received the Report from Academic Board, which included summary of the key points in the University’s Annual Report on Academic Standards and Quality for 2014/15. It was noted that assurance could be gained on the academic standards and quality as evidenced by reports from external examiners and good performance in relation to performance measures relating to student achievement graduate destinations and student satisfaction that were considered by the Academic Board. During 2014/15 38 course approvals and 15 periodic reviews were carried out.

11.1.2 The Board was advised by the Governor Observer who attends Academic Board that the actions identified in the report for 2013/14, relating to collaborative partnerships, marketing and course planning, had been taken forward.

11.1.3 *[Commercial in Confidence]* Quality enhancement work focuses on building on this success and addressing the increase in student withdrawals particularly among first year students o promoting greater consistency across courses in relation to assessment and feedback and continuing to ensure the quality and availability of suitable good quality teaching space.

**11.2 Finance and Development Committee**

11.2.1 The Board received the minutes of the meeting of the Finance and Development Committee that were held o 11<sup>th</sup> November 2015 an 1<sup>st</sup> February 2016.

**11.3 Audit Committee**

11.3.1 The Board received the minutes of the meetings of the Audit Committee that was held o 9<sup>th</sup> November 2015.

**11.4 Personnel Committee**

11.4.1 The Board received the minutes of the meeting of the Personnel Committee that was held o 19<sup>th</sup> October 2015.

**11.5 Remunerations Committee (Board Appointees)**

11.5.1 The Board received for information a report from the Remunerations Committee (Board Appointees) that had considered and agreed the remuneration of the Vice Chancellor at its meeting on 25<sup>th</sup> January 2016. The Vice Chancellor and Chief Executive withdrew from the meeting for this item. The Board noted that the Vice Chancellor and Chief Executive is not a member of this new sub-committee.

11.5.2 It was noted that the review process had included external benchmarking data and consideration of changes to the general remuneration of UW staff as a result of annual increments the national ‘uplift’ and the calculation of the Vice Chancellor’ performance in the past.

**12. ANY OTHER BUSINESS**

12.1 There was no other business.

**13. DATE OF NEXT MEETING**

Monday 9<sup>th</sup> May 2016.

..... (Chair)

..... (Date)

**BOARD OF GOVERNORS ATTENDANCE – 22<sup>ND</sup> FEBRUARY 2016**

Key

= Absent with apologies.

**INDEPENDENT MEMBERS APPOINTED BY THE BOARD OF GOVERNORS**

John Bateman (in the Chair)      Chair of the Board of Governors

Carl Arntzen

Michelle Chamberlain

Douglas Dale      Vice-Chair

Charmian Di Nunzio

Diana Gant

Anna Hooper

David Iddon

A      Aude Leonetti      Vice-Chair

Zadvinder Padda

Reverend Dr Alwyn Pettersen

Sarah Speck

Julie Swan

**CO-OPTED MEMBERS APPOINTED BY THE BOARD OF GOVERNORS**

John Yelland      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

**MEMBERS OF UNIVERSITY STAFF NOMINATED BY THE ACADEMIC BOARD**

Dr Derek McDougall

Dr Richard Woolley

**STUDENT MEMBERS NOMINATED BY THE STUDENTS' UNION**

Lewis Arnold      Vice President: Education, Students' Union

Wesley Hudson      President, Students' Union

**CLERK TO THE BOARD OF GOVERNORS**

Dr Simone Clarke      Clerk to the Board of Governors

**IN ATTENDANCE**

Rob Bonham      Director of Finance & Resources

Dr Heather Forland      Pro Vice Chancellor (International)

Professor Sarah Greer      Pro Vice Chancellor (Academic)

Helen Johnstone      Acting University Secretary

Hemeka Pathirana      Vice President Worcester Students' Union

Ross Renton      Pro Vice Chancellor (Students)

