



Minutes of the meeting of the Board of Governors held on 20th November 2018

18/01 Attendance

1.1 Present

Mr J Bateman OBE (Chair), Mr J Bothamley, Mrs C Di Nunzio, Mr R Dudley, Mrs D Gant, Professor D Green (Vice Chancellor), Mrs A Hooper, Mr D Iddon, Mr N Khan, Dr D McDougall, Mr E Morrison, Mr Z Padda, Rev'd Dr A Pettersen, Dr S Pittaway, Mr S Scriven, Mrs S Speck

1.2 In Attendance

Mr R Bonham	Director of Finance & Resources
Mrs J Britton	Director of Communications & Participation
Mrs A Cope	Director of Human Resources
Mr H Jarrett	Vice President, Student's Union
Professor S Greer	Deputy Vice Chancellor
Ms H Johnstone	Head of Information Assurance
Mr R Renton	Pro Vice Chancellor Students

1.3 Apologies

Professor G Agyemang, Mr C Arntzen, Miss A Brunt, Miss L Conn, Mr I Smith, Ms D Beech, Mrs R Taylor (Interim Clerk), Mrs S Hobday

1.4 The Board welcomed Dr Sarah Pittaway and Marc Scriven to their first Board meeting.

1.5 The Chair thanked Anna Hooper for chairing the 9th July 2018 meeting.

1.6 The Board approved a recommendation that Diana Beech should become an Observer to the Board with a right to speak for the duration of her current appointment and then return as full Member when she returns to her original post.

18/02 Declarations of Interest

2.1 There were no declarations of interest.

18/03 Minutes and Matters Arising

- 3.1 The minutes of the meeting held on the 9th July 2018 [BG18/01] were confirmed as a correct record. The Chair commented that the Training and Development Programme for Governors 2018-19 [BG17/62] was continuing and confirmed that the visit to the Lakeside Campus would now be in 2019.
- 3.2 The Notes of the Board Strategy Away Day [BG18/02] held on 2nd October 2018 were received and confirmed as a correct record.
- 3.3 There were no matters arising not covered elsewhere on the agenda.

18/04 Chair's Business

4.1 Appointment of Chair and Vice Chairs

The Board confirmed its support for John Bateman to continue as Chair of the Board for a further year and for Sarah Speck and Anna Hooper to continue as Vice Chairs. The Board noted that John Bateman and Anna Hooper's current terms of office are both due to end in July 2019. This will be discussed at Nominations Committee in January 2019.

4.2 Chair's Report

4.2.1 The Chair expressed the Board's thanks to the Vice Chancellor for his continued work in raising awareness in the press around a number of HE related matters. .

4.2.2 The Chair reported that he had attended the CUC Conference on the Future Direction and Purpose of HE. It was clear from the discussions at the conference that there was a degree of uncertainty in the sector. The recent Select Committee's Report on HE had added to this.

4.2.3 The Chair noted that the recent award ceremonies had been a resounding success and thanks were expressed to all involved. It was also noted that the Worcestershire Apprenticeship's Apprenticeship Ambassador of the Year Award had been won by Vicki Greenfield, the University's Head of Apprenticeships and Work Based Learning, to whom congratulations were expressed by the Board.

4.4 Board Apprentice Global Limited have contacted the Chair after the success of Danya Young as a governor apprentice in the previous year and the Board agreed to accept another apprentice governor.

4.3 OfS Registration [BG18/03]

The Board received a report from the Interim Clerk regarding the University's registration with the OfS. It was noted that the OfS has indicated that there needs to be more explicit evidence in the appointment process of governors in relation to ensuring they fulfil the requirements of the 'fit and proper person' text. This will be taken forward by the Nominations Committee.

18/05 Vice Chancellor's Business

5.1 Vice Chancellor's Report

The Board received the Vice Chancellor's report. [BG18/04]

- 5.1.1 The Vice Chancellor congratulated all involved with the 10 ceremonies of Graduation 2018 and highlighted the spontaneous standing ovation for Auschwitz survivor, Mindu Hornick, one of the recipients of an honorary award. The Vice Chancellor reported that he had received a letter of thanks from a mother of a graduating student, who expressed her thanks to the University's Mental Health Team for their assistance with her son during his time at the University.
- 5.1.2 The Graduation Dinner was successful in integrating the Graduation Prize Winners Ceremony for the first time establishing the graduates' place at the centre of the happy event.
- 5.1.3 The funeral of student Thomas Jones took place on Friday 9 November and the University was represented by Tom Taylor, Head of Security. The Vice Chancellor reported that he had received an email of thanks from Thomas' family for the University's assistance throughout.
- 5.1.4 The Education Select Committee publication of "Value for Money in Higher Education" on 5 November 2018 emphasised the challenging context the University was operating in. A number of recent reports and media stories about the possible bankruptcy of some Universities and the reduction of tuition fees to £6,500 with no indication of a guarantee of replacement funding from government grants have added to the sense of anxiety in the sector
- 5.1.5 The University's Annual Report and Financial Statements for 2017-18 show that the University has made good progress and is on a sound financial footing, which will be discussed at greater length later in the agenda.
- 5.1.6 The University has significantly improved its position in a number of surveys and league tables including the 2017/18 National Student Survey which rated the University in the top 25% of universities, at joint 35th out of 151; ten courses at the University received 100% satisfaction. The Destinations of Leavers from Higher Education Survey (DLHE) showed an increase in employment and further study to 97% within 6 months of graduation with an increase of 5.8% going into graduate level employment and a rise of £2,526 to the average salary. Congratulations were expressed to Professor Sarah Greer and Ross Renton for their teams' work in these areas. However, this success was not mirrored in the recent league tables which placed the University's spend per student at 126th out of 132 institutions. This anomaly reflected the University's innovative approach to its library provision through the collaboration with the County Council as well as the number of students either studying at partner organisations or on placement thereby impacting on the University's student: staff ratio matrix.
- 5.1.7 **[NOT FOR PUBLICATION]**
- 5.1.8 Ahead of the presentation of the new University Strategic Plan the Vice Chancellor identified that in the current political climate, with so many major questions relating to Brexit unanswered, a different approach had been taken to the Strategic Plan with less emphasis on key performance indicators and more emphasis on the values, culture and approach of the University. The Strategic Plan will be supported by an Operational Plan which will be presented to the Board on a regular basis during the life of the Strategic Plan for consideration, review and adoption. It was felt that this approach will be helpful to the University during uncertain times.

5.1.9 The University's reputation is central to its progress and the University has been successful with positive coverage in over 700 media outlets over the past year. The recent Freedom of Information Request from Mr Heaton Harris and the University's response caused national headlines which in turn prompted a number of Freedom of Information requests including one asking for the contents of the Vice Chancellor's inbox over the past two years. The University had refused to release the data and its approach had been supported in the Information Commissioner's response to the requestor's complaint; this was reported by Rachel Sylvester in The Times., The Chair congratulated the Vice Chancellor on his approach to the requests.

[NOT FOR PUBLICATION]

5.1.10 The Board noted the success of Dr Richard Woolley from School of Education who has been awarded a National Teaching Fellowship and Dr Sean Bracken and Dr Peter Gossman in School of Education, who have both been awarded Principal Fellowships of the HEA.

5.1.11 Research funding success included the Association of Dementia Studies being awarded £600k by the Big Lottery Fund along with other successful bids achieved as documented in the Vice Chancellor's report.

5.1.12 The University's Access and Participation Plan has been praised by the OfS during the University's registration process. The University has also been showcased as only one of five examples of a Whole University Approach to Widening Participation in a recent research report from the Office for Fair Access (OFFA).

5.1.13 The University has been shortlisted for Outstanding Support for Students in the Times Higher Education awards 2018. This recognises the University's innovative approach to mental health and wellbeing, including the 'Suicide Safer' initiative and a range of other support programmes.

5.1.14 The University has also been shortlisted for Sustainability Institution of the Year and has recently signed the Sustainable Development Goals Accord, created by the United Nations to build on the Millennium Development Goals.

5.2 The Strategic Plan

5.2.1 The Strategic Plan was received and reviewed in draft format. Members made a number of minor comments regarding presentational matters which would be taken forward by the Director of Communications.

5.2.2. It was noted that the Strategic Plan would be distributed to all staff and also to Student Representatives. The Board formally approved the Strategic Plan

5.3 The Three Counties Medical School Report [BG18/05]

5.3.1 The Deputy Vice Chancellor presented the report noting that to date the University had completed Stage 1 of the GMC approval process and was now working towards the submission of Stage 2 and Stage 3 documentation. Stage 2 comprised of the Medical School Business Case and Financial Forecasts with a requirement that they had been

audited by external auditors and Stage 3 comprised documentation relating to the curriculum, student support, quality, governance, staffing and facilities.

5.3.2 The Board received and considered the Medical School Business Case noting that it included three possible scenarios:

1. Funded students based at St Johns' Campus
2. Funded students based at Severn Campus
3. Self-funded students

Intelligence suggests that there may be another opportunity to bid for student numbers in Spring 2019 which the University hopes to be successful in. The Business Case included a scenario based on self-funded students in addition to the two scenarios with funded student numbers.

5.3.3 The Board noted that the Business Case set out two proposals for providing physical space for the Medical School. In addition to the possibility of building a new building at the Severn Campus as previously discussed consideration was given to the proposal to utilise space at St Johns' Campus, currently used by Art and Sport, the majority of which will become vacant when the Art House is occupied. Members discussed the two propositions and agreed that it was important for the Medical School to have a clear physical identity; that the refurbishment of existing space at the St John's Campus was financially more viable than a new build; and that the location of the Medical School on the St John's Campus would help develop interprofessional training with the other health related provision.

5.3.4 The Board approved the Business Case for the Medical School favouring Scenario A: the refurbishment of existing space for the Medical School.

5.3.5. Members noted that the GMC requires the University to partner with an existing Medical School, during the approval process, and deliver its curriculum until the first cohort of students have graduated. The partner Medical School also acts as a contingent guarantor should the GMC advise that the students cannot continue to be taught at Worcester. The University has been negotiating an Agreement with the University of Swansea's Medical School and the Board noted the terms of the Agreement and approved the signing of the Agreement by the Chair and Vice Chancellor. The Vice Chancellor and Head of Information Assurance will visit the University of Swansea on Thursday 22 November 2018 to sign the Agreement.

18/06 Reports from the Student's Union

6.1 The Board received for information the report [BG18/06] from the Students' Union which was presented at the Board's October Strategy Day. The Board congratulated the Students' Union on being nominated for Union of the year 2018 at the NUS awards.

6.2 The VP Education and VP Student Activities presented the November report from the Students' Union [BG18/07]. The Board praised the SU for its quick approach to aligning the Student Representatives to the new Schools within the University and the level of support and guidance it provided to students across the institution. It was noted that RAG fundraising had already raised an impressive £5,125 for its chosen charities. The Students' Union report also provided a range of information about the Union's

campaigns including: International Men's Day, 'Look after Your Mate Training' and involvement in the BUCs 'This Girl Can Week'.

- 6.3 The Board congratulated the sabbatical officers on the work of the Union and received the Reports for September and November 2018.

18/07 Academic Quality and Standards [BG18/08]

- 7.1 The Board received the Annual Academic Quality and Standards Report for 2017/18. It was noted that this Report provides assurance and background to the Board for its approval of the OfS Annual Assurance Return (later in the Agenda).
- 7.2 The report provided details of the mechanisms in place to assure quality and standards, including external quality assessments, internal arrangements (including annual and periodic internal reviews) and work to enhance quality in accordance with the University's Learning and Teaching Strategy. It was noted that key performance indicators in relation to completion, academic attainment, progression and retention provided an overall better picture than 2016/17. The TEF Silver award had been extended to 2021.
- 7.3 Anna Hooper, the Governor observer on Academic Board commended the Report and advised that detailed discussion had taken place at Academic Board when it received the Report.
- 7.4 The Board received the Report.

18/08 Annual Report from Audit Committee

- 8.1. The Board received for information the Annual Report of the Audit Committee and the Internal Audit Annual Opinion [BG18/09]. The Report included the Audit Committee's opinion that reasonable reliance can be placed on the adequacy and effectiveness of the University's arrangements for:
- risk management, control and governance (including the accuracy of the statement on corporate governance in the Strategic Report accompanying the annual statement of accounts);
 - economy, efficiency and effectiveness (value for money);
 - management and quality assurance of data submitted to HESA, OfS and other bodies.
- 8.2 It was noted that the Committee had received five internal audit reports for the year 2017/18, plus expert advice associated with planned capital and estates developments. The Internal Auditors' Annual Opinion, set out in the Annual Internal Audit Report [BG18/11] provided reasonable assurance on the University's internal control, governance, risk management and value for money arrangements. The Committee noted the outcome of each audit as follows:
- Research Administration (Substantial Assurance)
 - Educational Partnership Working (Substantial Assurance)
 - Business Continuity Planning (Limited Assurance, revised after in-year follow-up review to Substantial Assurance)
 - UUK Accommodation Code (Full Assurance)
 - Data Quality (Substantial Assurance)
 - New Financial Ledger (n/a)

The planned review of the New Financial Ledger was incomplete due to issues encountered by the University regarding implementation. This review is included in the 2018-19 Internal Audit Annual Plan.

8.2 The Board received and noted both reports.

18/09 Annual Accounts 2017/18

[NOT FOR PUBLICATION]

18/10 Discussion Workshop – Sustainability

10.1 Members undertook a detailed discussion in small groups of ‘*Sustainability: Key to Long-term Institutional Success – A Guide for Members of Governing Bodies*’ [BG18/16c]

10.2 The Board recognised and welcomed the University’s approach to sustainability which was well embedded within the institution. Members noted the societal impact the University has through encouraging social mobility in rural areas and research in industries. The discussions identified a number of approaches that the University may consider to sustainable financial resilience including exploring the possibility of working with local councils in areas such as recycling, and with other universities to influence pension schemes and procurement frameworks.

18/11 Formal Approval Items

11.1 Annual Assurance Return including Financial Commentary [BG18/17]

11.1.1 The Board received for formal approval the OfS Annual Assurance Return BG18/17 for submission to OfS.

11.1.2 The Board approved the Annual Assurance Return for submission to OfS.

11.2 Annual Prevent Return [BG18/18]

11.2.1 The Board received for formal approval the OfS Annual Prevent Return BG18/18.

11.2.2 The Pro Vice Chancellor Students provided contextual information to the report and the specific case identified.

11.2.3 The Board approved the Annual Prevent Return for submission to OfS.

11.3 Risk Management [BG18/19]

11.3.1 The Board noted that copies of the Risk Register were available for members to read. The Register had previously been to Audit Committee and met with their approval. It was agreed that in order for the Board to fulfil its responsibilities under the University’s Risk Management Policy the Risk Register would be transmitted to the February meeting of the Board.

18/12 Business of Sub-Committees

12.1 Finance and Development Committee

12.1.1 The Board received the minutes of the meeting of the Finance and Development Committee that was held on 25th October 2018 [BG18/20]

12.1.2 A confidential report was made by the Chair and Vice Chancellor in relation to University Park, this is recorded in the confidential minutes

12.1.2 The Board received the report.

12.2 HR Committee

12.2.1 The Board received a verbal report of the meeting of the HR Committee that was held on 2nd October 2018 [BG18/21]. It was noted that the Annual Report of the Committee had been covered elsewhere on the agenda.

12.2.2 The Board formally approved the revised Terms of Reference for the HR Committee [BG18/22].

12.3 Audit Committee

12.3.1 The Board received the minutes of the meeting of the Audit Committee that was held on 12th November 2018 [BG18/23].

12.3.2 The Chair of the Committee advised members that the Committee had congratulated the Students' Union CEO and her team on an excellent set of accounts and financial performance over the last financial year. Members noted that the £500k block grant received from the University was used to provide a range of support for students.

12.3.2 The Board formally approved the revised Terms of Reference for the Audit Committee.

12.4 Academic Board

12.4.1 The Board received the minutes of the meeting of the Academic Board that was held on 4th July 2018 [BG18/24]

12.4.2 The Deputy Vice Chancellor advised members that the restructuring of the academic institutes into schools had gone well and there was now only a very small number of posts to be filled. It was agreed that a new structure chart would be sent to members.

18/13 Any other Business

13.1 There was no additional business

18/14 Date of the Next Meeting

14.1 The date of the next meeting is Tuesday 5th February 2019.

John Bateman OBE, Chair of the Board of Governors

Date: _____