

## Minutes of the meeting of the Board of Governors held on 12<sup>th</sup> March 2018

The meeting began with a presentation by Professor John Cookson, Development Dean on the Three Counties Medical School (Agenda Item 7).

### 1. APOLOGIES AND ABSENCES

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

### 2. DECLARATIONS OF INTEREST

- 2.1 There were no declarations of interest.

### 3. MINUTES AND MATTERS ARISING

- 3.1 The minutes of the meeting held on the 13<sup>th</sup> November 2017 were confirmed as a correct record.

### 4. CHAIR'S BUSINESS

- 4.1 The Board received a verbal report from the Chair including the CUC consultation on a Code of Conduct for Remuneration of Senior Staff; members noted that the Chair had been a member of the advisory group. The University's response to the consultation had been discussed and agreed at the Remunerations Committee and the final version of the Code was expected in May 2018.
- 4.2 The Chair also reported that he had been invited by the CUC to participate in an Advisory panel for a new guidance document on resilience in HE governance. In addition the Chair reported that he had attended a Good Governance Group seminar about the future of HE at which members identified a need for a credible national spokesperson to advocate for Universities.
- 4.3 The Board received a briefing note prepared by the Clerk on the new OfS Regulatory Framework, announced on 28<sup>th</sup> February 2018. The briefing note was received for information and to support the individual development of Board members. The President of the Student's Union noted that the NUS President had challenged the approach of the OfS in relation to the marketisation of higher education. Members noted that the OfS had commissioned research at two HEIs looking at what different groups of students' views were in relation to value for money; the findings of the research are due to be published in March. The Board agreed to establish a reference group to review the University's OfS registration and acknowledged the continuing changing legislative landscape and the need to work even more closely with the SU especially in the context of value for money
- 4.4 The Chair thanked the Institute of Health and Society for a very interesting presentation on its work and also Professor Cookson, Development Dean of the Medical School for an engaging and information presentation on the establishment of a Medical School at the University

### 5. VICE CHANCELLOR'S REPORT

- 5.1 The Board received for information and discussion a report from the Vice Chancellor and Chief Executive.
- 5.2 The Vice Chancellor commented on recent negative press relating to Universities which did not reflect the excellent satisfaction ratings achieved by most HEIs and the respect for the UK HEI system across the world.
- 5.2 The Board noted the Vice Chancellor's report provided a detailed report of work that is being undertaken to prepare the new University Strategic Plan, including over 40 meetings with the students, staff, Fellows, Governors and representatives from partner organisations. A key theme of discussions with partners in particular has been the significant contribution made by the University to both the City and the wider region.
- 5.3 The Board welcomed an update on the University's health-related work and the news that the University has, for the 5<sup>th</sup> in 6 years been shortlisted as 'Nurse Education Provider of the Year' by *Nursing Times*. A recent

report by Health Education England has identified that there will be shortage of 170,000 health workers by 2027, and therefore, the work of the University in this area is vital.

5.4 Similarly, it was noted that the Government has recently announced a significant expansion in teacher education. Given the track record and range of work undertaken by the Institute of Education, the University is well placed to make an important contribution.

5.5 The University has been invited to deliver a session at the international conference, 'Going Global', organised by the British Council. The session will be led by the Vice Chancellor and Chief Executive and will be supported by senior staff from the University's Institute of Sport and Exercise Science and partners from Japan and China.

5.6 **[NOT FOR PUBLICATION]**

5.7 It was noted that there is currently industrial action affecting a number of well established University's whose principal pension provider is the Universities Superannuation Scheme (USS). The dispute is in relation to proposed changes to the benefits received by members of the scheme, following a recent actuarial valuation. The University is not affected and has just 33 staff in this pension scheme.

5.8 The Vice Chancellor reported that the University has completed work to calculate the gender pay gap, which is 3.1%. This places the University in the top quartile and partly reflects the significant number of women in senior roles at the University. A report will be received by the HR Committee at its meeting on 19<sup>th</sup> March 2018. The Board agreed that this was a good outcome and reflective of the sustained work of the University to enact its mission and values.

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

6.1 The Board received for information and discussion a report from the Students' Union. The report provided details of student casework undertaken by the Advice Centre; liaison and outreach work; campaign work; the membership of clubs and societies; the Governance Review (which has led to the presentation of a paper elsewhere on the Board's Agenda); and the very successful Course Representatives Conference that had recently taken place.

6.2 It was reported that the recent Course Representative conference had been successful. This was supported by the Deputy Vice Chancellor who noted that the Students' Union had worked well in focussing Course Representatives on their roles and building links between the students and Course Leaders. It was also noted that the Conference had been streamed live to the University's students in the South West.

6.3 It was reported that there had been a record turnout in the recent Students' Union elections. 1844 students had voted. Lucy Conn has been elected President, Euan Morrison has been re-elected as Vice President Education and Harrison Jarrett has been elected Vice President Student Activities. The Board congratulated all colleagues from the Students' Union for a successful election. It welcomed the news that all three of the main elected officer posts had been filled, and that one would bring their personal experience of having a disability to the work of the Students' Union and the University.

6.4 The Chair of the Audit Committee commented that the President's report reflected the regular reports from the Chief Executive of the Students' Union and the Students' Union's accounts that the organisation was being run well.

## **7. THREE COUNTIES' MEDICAL SCHOOL**

7.1 The Board received for formal decision-making the Stage One Screening Document for submission to initiate the GMC approval process for the Three Counties Medical School. The GMC accreditation process was discussed at the Board meeting in November 2017, when the Board had also discussed the application to HEFCE for Medical School places.

7.2 The Board reviewed the GMC document that set out the Stage One Screening Process and provided details in a flow chart of the following five stages:

- Stage 2 Financial Audit (including an independent audit report of the business plan by an external reputable auditor);
- Stage 3 Document Request One
- Stage 4 Document Request Two
- Stage 5 Visit
- Stage 6 Decision

7.3 It was reported that work is ongoing to refine the business case for Stage 2 and that PwC had been appointed to review the Plan and to provide support as it is being prepared.

7.4 The Board unanimously supported this proposal and the plans to develop a Medical School at the University of Worcester.

7.5 The Board resolved unanimously **to grant formal approval** for the submission of the GMC Stage 1 application.

## **8. ST. JOHN'S RESIDENCIES**

8.1 The Board received for formal decision-making a proposal to invest £1.8M (inclusive of all fees, fit-out costs and furnishing) to construct a 20-bedroom student residency at the St. John's Campus. This proposal was informed by discussion at both the Board of Governors in 2016/17 and at each meeting of the Finance and Development Committee whilst the proposal was being prepared. In preparing the proposal, the University has utilised professional expertise to undertake a feasibility study, prepare detailed designs and prepare detailed cost estimates.

8.2 The principal rationale for the project is twofold. First, there remains a shortfall of 400-500 bedrooms per annum, as was demonstrated when plans were drafted for the University Court development. Second, this project would enable the University to trial a cost-effective and accessible townhouse design that may be used at the University Court site. It was noted that based on the costs and revenue estimates, it is likely that the return on investment (ROI) period would be 12 years.

8.3 The Finance and Development Committee reviewed the proposal in detail at its meeting held on 26<sup>th</sup> February 2018 and recommends the proposal for formal approval.

8.4 On the recommendation of the Finance and Development Committee, the Board resolved to **grant formal approval** for the investment of £1.8M (inclusive of all fees, fit-out costs and furnishing) to build a 20-bedroom townhouse at the St. John's Campus, subject to the University being granted formal planning consent.

## **9. PROPOSED CHANGES TO BARCLAYS' COVENANTS**

*[NOT FOR PUBLICATION]*

## **10. FORMAL APPROVAL ITEMS**

### **10.1 Risk Management**

10.1.1 The Board **approved** the Risk Management report and proposed changes to the University Risk Register. It was noted that this would be the last report under the old Risk Management Policy. The new Policy, which was approved by the Board in July 2017, will be implemented when the new Strategic Plan and accompanying University Risk Register have been approved.

10.1.2 The Board received the summary of risks identified by both the Board and its sub-committees during 2017/18, which will need to be considered when the new University Risk Register is prepared.

### **10.2 The Annual Accounts of the Students' Union for 2016/17**

10.2.1 The Board **approved** the Annual Accounts of the Students' Union for 2016/17 on the recommendation of the Audit Committee.

### **10.3 Bye-Laws of the Students' Union**

10.3.1 The Board **approved** the changes to the Bye-Laws of the Students' Union that had been reviewed formally by both the Trustee Board and the Student Council.

### **10.4 Framework for Corporate Governance Policies**

10.4.1 The Board **approved** the Corporate Governance Policy Framework on the recommendation of the Audit Committee. The Framework defines the key policy documents related to Corporate Governance; identifies the policy owners; timescales for review and specifies the approving body, including in some cases the delegation to Board sub-committees and VCAG. In accordance with the action plan associated with the Review of Board Effectiveness, the Framework also defines the ethical standards and principles for all policies and decision-making. The Board requested that this framework should be reviewed on an annual basis.

### **10.5 Policy on Gifts, Hospitality and Bribery Prevention**

10.5.1 The Board **received** the Policy on Gifts, Hospitality and Bribery Prevention and approved all of the policy with the exception of paragraph 7.3. The Senior Leadership was asked to review paragraph 7.3 and consider an alternative way of ensuring the Board has reasonable assurance concerning the appropriate acceptance of gifts without the need for prior approval by the Board of all donations with a value above £100k.

### **10.6 Meeting Dates for 2018/19**

10.6.1 The Board **approved** the meeting dates for the Board and its Committees in 2018/19 and details of sub-committee membership. It was noted that Board meetings would be held during the day in 2018/19 as

opposed to late afternoon/early evening with a start time of 10:00am. It was noted that there are no proposed changes to the membership of the sub-committees, following the review of the terms of office and skill matrix of Board members, detailed in Agenda Item 12.3. A joint meeting of the Board and Academic Board will be held prior to the Board meeting on 20<sup>th</sup> November 2018 (from 9.15-10.15) a joint meeting with the Academic to review formally the Annual Report of Academic Quality and Standards.

## **11. REPORT ITEMS**

### **11.1 Review of Board Effectiveness**

11.1.1 The Board received an update report on the implementation of the action plan associated with the review of Board effectiveness completed and approved by the Board in February 2017. Of the 26 actions, 18 have been implemented and 4 have been partially completed. Some work is not scheduled until semester 2 of this academic year, 2017/18.

### **11.2 Approvals Group**

11.2.1 The Board received a verbal report from the Chair of the Approvals Group who advised the Board that the University continuing to explore the possibility of acquiring sites which have previously been reported to the Board.

### **11.3 Sealed documents and contracts**

11.3.1 The Board received for information on the use of the University Seal and agreements signed during semester 1 2017/18 until the date of 6<sup>th</sup> February 2018.

## **12. BUSINESS OF THE SUB-COMMITTEES**

### **12.1 Audit Committee**

12.1.1 The Board received the Minutes of the meetings held on 6<sup>th</sup> November 2017 and 29<sup>th</sup> January 2018.

12.1.2 The Chair of the Audit Committee reported that at its meeting in November 2017, the Audit Committee agreed a process to appoint new External Auditors because the current contract with PwC ends this academic year. The Committee agreed the membership of the selection panel, which comprised three of the five members of the Committee and relevant senior managers. The selection process was followed and two professional service firms were interviewed. The Selection Panel was unanimous in its decision to appoint BDO, based on its extensive experience of both internal and external audit and its deep knowledge of Higher Education. On the recommendation of the Panel and the Chair of the Audit Committee, the Chair of the Board took **chair's action to approve** the decision and to sign the appointment letter. A full report of the process and decision-making will be received by Audit Committee at its meeting in April 2018. The Board **endorsed** this approach and the decision.

### **12.2 Finance and Development Committee**

12.2.1 The Board received the Minutes of the meeting held on 9<sup>th</sup> November 2017.

12.2.2 The Board received the Minutes of the meeting held on 26<sup>th</sup> February and the accompanying paper that had been received by the Committee on 'Strategic Approach to the Development of the University's Physical Infrastructure. The Board approved the recommendations presented by the Committee and **resolved to delegate authority** to the Vice Chancellor and Chief Executive to take a formal decision concerning the purchase of Battenhall Playing Fields at a price he judges to be reasonable.

### **12.3 Nominations Committee**

12.3.1 The Board received the Minutes of the meeting held on 24<sup>th</sup> January 2018 and **approved** the following recommendations made by the Committee:

- The reappointment of Charmian Di Nunzio, David Iddon and Reverend Dr Alwyn Pettersen for a second term of office of four years (from 1<sup>st</sup> August 2018 to 31<sup>st</sup> July 2022).
- The Committee to run an appointment process for a Co-opted Staff member, to replace Odette Fielding when her term of office ends on 31<sup>st</sup> July 2018. This process will be run in accordance with Bye-Law 7.2.

## **13. FUTURE AGENDA ITEMS**

13.1 The Chair invited Board members to send any requests for future agenda items to either himself or the Clerk to the Board.

## **14. ANY OTHER BUSINESS**

14.1 The Chair, on behalf of the Board, expressed thanks to the Clerk, who would be leaving the University in April, for her work over the past three years and in particular her contribution to developing the University's governance framework. Members noted that an Interim Clerk would be appointed as soon as possible and going forward there would be a new role of University Secretary and Clerk to the Board of Governors; it was anticipated that the post would be advertised in April.

**15. DATE OF NEXT MEETING**

15.1 The date of the next meeting is on 14<sup>th</sup> May 2018.

## BOARD OF GOVERNORS AWAY DAY ATTENDANCE – 12<sup>th</sup> March 2018

Key: A = Absent with apologies.

### INDEPENDENT MEMBERS APPOINTED BY THE BOARD OF GOVERNORS

	John Bateman OBE	(in the chair) Chair of the Board of Governors
A	Gloria Agyemang	
	Carl Arntzen	
A	Alice Brunt	
	Charmian Di Nunzio	
	Diana Gant	
	Anna Hooper	Vice Chair
	David Iddon	
	Nadeem Khan	
A	Zadvinder Padda	
	Reverend Dr Alwyn Pettersen	
A	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

	Dr Derek McDougall	
A	Robert Dudley	

### STUDENT MEMBERS NOMINATED BY THE STUDENTS' UNION

	Jade Haley	President, Students' Union
	Euan Morrison	Vice President: Education, Students' Union

### CLERK TO THE BOARD OF GOVERNORS

A	Dr Simone Clarke	Clerk to the Board of Governors
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### IN ATTENDANCE

	Jane Britton	Director of Communications and Participation
	Professor John Cookson	Development Dean (for the presentation related to Agenda item 7)
	Adele Cope	Director of HR
	Rob Bonham	Director of Finance & Resources
	Professor Sarah Greer	Deputy Vice Chancellor
	Helen Johnstone	Head of Information Assurance/Manager of the University Capital Projects
A	Sophie Glenn	Vice President Worcester Students' Union
	Ross Renton	Pro Vice Chancellor (Students)
	Danya Young	Board Apprentice