



BOARD OF GOVERNORS

Minutes of the Meeting held on 4th July 2016

The meeting began with a one-minute silence to mark the anniversary of the tragic death of Joel Richards.

1. APOLOGIES AND ABSENCES

- 1.1 For a record of attendance and apologies, please see attached list.
- 1.2 The Chair advised the Board that he had received special apologies from Ms Leonetti (Vice Chair), whose health has deteriorated significantly in recent weeks. It was noted that Academic Board has awarded Ms. Leonetti an honorary degree in recognition of the significant contribution she has made to the University. The Board recorded its best wishes to Ms Leonetti and endorsed the decision made by Academic Board. [Secretary's note: Following the Board meeting a card was sent expressing the Board's best wishes].

2. DECLARATIONS OF INTEREST

- 2.1 No declarations were made.

3. MINUTES

- 3.1.1 The minutes were received and agreed by the Committee as an accurate record of the meeting held on the 9th May 2016.
- 3.1.2 *[Commercial in Confidence item]*

4. *[Commercial in Confidence item]*

5. CHAIR'S BUSINESS

- 5.1 The Board received a verbal report from the Chair, who described a number of University events he has recently attended including: the Art Degree and Picture Book Exhibitions, the William Lloyd lecture at the Cathedral and the University's event at the House of Lords to launch the International Centre for Inclusive Sport, Physical Activity and Health. The latter attracted a broad range of participants including students, potential funders and other stakeholders. He also reported that he, along with some other Board members, had attended an event for local politicians and planners hosted by the Vice Chancellor and Chief Executive on the 1st July 2016 at the Arena to set out the University's longer terms strategy and its capital development programme. He invited the Vice Chancellor to share part of his presentation later in the Agenda when presenting his Vice Chancellor's Report.
- 5.2 The Board welcomed a proposal by the Vice Chancellor that the Chair represents the University at the Paralympic Games in Rio along with the Deputy Pro Vice Chancellor & Head of Institute of Sport & Exercise Science. A number of UW students will be competing and there will be further discussions concerning Tokyo 2020, following the Vice Chancellor's recent visit to Japan (reported at the previous meeting of the Board in May 2016).

6. VICE CHANCELLOR'S REPORT

- 6.1 The Vice Chancellor and Chief Executive introduced his written report and highlighted three key themes:

- The EU referendum result and the implications for the University, which had been set out in detail in the paper;
 - Progress in developing bespoke programmes for the Worcester Acute Trust to train healthcare assistances as nurse associates, with the first cohort having now commenced their studies;
 - Campaign being undertaken by the University to raise awareness about the shortage of teachers and strategic planning work to address the implication of the White Paper: Educational Excellence Everywhere.
- 6.2 The Board noted that currently 350 full-time EU students (across all years of study) are registered with the University and that following Brexit EU students may not be entitled to student loans. These changes in financial support and the lower tuition fees charged by many EU Universities may result in a significant reduction in the number of EU students studying in the UK.
- 6.3 ***[Commercial in Confidence item]***
- 6.4 Similarly it was noted that the University's research work is not reliant on EU research funding, although plans were being formulated to develop research collaborations that would have benefitted from Horizon 2020 grants.
- 6.5 It was agreed that the most significant concerns about the Brexit vote, affecting UW, the UK HE sector and society more broadly, are twofold: the growth in terms of xenophobia intolerance in society and increases in the number of students and staff attracted to non-UK Universities as a result of these wider societal changes. The impact of Brexit is currently unknown on opportunities for student and staff mobility to European universities provided by Erasmus and other programmes, which are relevant to the University's International Strategy.
- 6.6 ***[Commercial in Confidence item]***
- 6.7 The Vice Chancellor gave an abridged version of the presentation he had given at the event on 1st July 2016 (cited above at paragraph 5.1), which set out:
- The University's plans, to develop:
 - University Court – as a mixed site of student residencies, student support and academic facilities near to the St John's campus.
 - Severn campus –focusing on the development of provision in the areas of health, inclusive sport, physical activity and well-being.
 - Lakeside Campus – for outdoor education and a sports facility for students and the wider community.
 - Continue to develop the City campus – with an emphasis on entrepreneurship, business growth, professional education, digital media and the arts.
 - The rationale for the development plans, namely:
 - An overall strategic objective of the University is to make a positive impact on society through its education and research (that has attracted external recognition for its quality), the contributions made by its graduates and its role as one of the biggest local employers, contributing c£1M each working day to the local economy.
 - More specifically, the University expects to continue to grow and existing demand for University accommodation outstrips supply, placing a pressure on the local housing market.
 - Why the University's plans are achievable:
 - The University has a track record of income and student numbers growth over the last decade
 - The profile of the University is less reliant on EU and international students than other universities meaning that it is better placed to deal with some of the external pressures and risks.
 - From 2020 onwards the downturn in the number of 18 year olds in the overall population in England that has occurred during the time the University has been growing will be reversed and there will be sustained and significant growth in this age group.
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7. REPORT FROM THE STUDENTS' UNION

- 7.1 The Chair welcomed Ms. Haley and Mr. Gunther to their first meeting as student members. He advised other Board members that he and the Clerk had provided a bespoke induction session prior to the meeting involving both incoming and outgoing student members. This session is complementing a detailed internal induction programme (involving the University) and a forthcoming event organised by the NUS.
- 7.2 The Board was advised that, as was reported at the previous meeting, the Students' Union held a referendum (on the 20th-25th May) concerning its affiliation with the NUS. Whilst circa 30 student voted and the majority voted in favour of retaining its affiliation, the ballot did not attract sufficient votes to reach a quorum.
- 7.3 The Board welcomed the proposed focus on student wellbeing and mental health in 2016/17 and commended the Students' Union on its Student Choice Awards, which were detailed in the Report.

8. WHITE PAPER ON HIGHER EDUCATION

- 8.1 The Deputy Vice Chancellor introduced a seminar item on the White Paper and the Higher Education and Research Bill 2016/17, supported by a briefing paper that highlighted the key proposed changes in relation to:

- The Office for Students
- Research Funding
- The Teaching Excellence Framework

- 8.2 Discussion groups identified the following themes and future actions:

8.2.1 TEF and HR Strategy

- Staff recruitment and development strategies should seek to support continuous improvement in teaching quality.
- Staff recruitment criteria should include an appropriate student-focused mind-set, because whilst skills can be developed, having the right attitude and approach cannot easily be cultivated.
- Further work is needed to build further the research culture and infrastructure, notwithstanding the likely further pressures in terms of research funding.
- Academic staff should be encouraged to undertake research but resources should continue to be invested in focused strategic areas.

8.2.2 TEF and Students

- The University has a good track record and should perform well in TEF. Two specific developments were highlighted:
 - The need to take steps to ensure that students flourish on the right course for them, through good quality practical advice and academic support and counselling.
 - The University should be helping further to develop careers advice in schools.

8.2.3 TEF and Communications

- The University should continue to ensure that the information provided to students avoids jargon and consumerist messages.
- It will be important to focus on outcomes and the value added elements of UW courses, such as volunteering opportunities, earn as you learn and the ability to gain coaching qualifications.
- TE represents a positive opportunity by providing students with a valuable tool to evaluate the quality of the learning and student experience at the University. It will also provide the University with the opportunity to gather other qualitative information to support the TEF metrics (such as those associated with employability) through both the development of innovative feedback mechanisms on our website and our alumni network, and through the gathering of good student case studies.

9. INSTRUMENT and ARTICLES OF GOVERNMENT

- 9.1 The Board received for approval via Special Resolution the revised Instrument and Articles of Government prepared by the Clerk and the Constitutional Review Group and finalised in the light of feedback from the Privy Council.
- 9.2 With the exception of the minor drafting changes listed below, **the Board resolved unanimously to pass the Special Resolution** to recommend the revised Instrument and Articles of Government to the Privy Council for formal final approval and to delegate to the Chair responsibility for approving any final amendments required consistent with the intentions of the Board and as required by the Privy Council.
- 9.3 The minor drafting points were:
- Date of the Special Resolution to read 4th July 2016
 - Replace 'chairman with 'chairperson' in paragraphs 6.3 and 10.1 of the Instrument of Government
 - Replace 'Board of Governor' with 'Board of Governors' in paragraph 4.2 of the Articles of Government
 - Add the word 'for' at the beginning of paragraph 6.3.c of the Articles of Government

10. UNIVERSITY BUDGET FOR 2016/17 AND THE HEFCE FINANCIAL FORECASTS

- 10.1 The Board received for formal approval both the University Budget for 2016/17 and the HEFCE Financial Forecasts. The paper was presented on the recommendation of both the University's senior leadership and the Finance and Development Committee that had reviewed the Budget and Forecasts in detail at its meeting held on 20th June 2016.
- 10.2 It was noted that the expected results for financial year 2015/16 are set to represent a positive variance compared to budget: with a forecast surplus of £5.2M compared to a budgeted surplus of £3.06M. The Financial Forecasts demonstrate the continued trajectory of growth in terms of income and surplus across the forecast period.
- 10.3 The Board welcomed both the proposal to create a contingency fund and the arrangements in place to continue to manage carefully staff costs, to ensure that the University is in a good position to manage the effects of risks associated with changes in student markets and Brexit. It was also noted that the forecasts (in line 2c. of table 1) demonstrate a continued year-on-year investment programme in facilities to support delivery of the University's academic strategy and to ensure that a high quality student experience continues to be delivered.
- 10.4 The Board discussed in some detail the potential impact of Brexit on the Financial Forecasts, particularly during the later years of the forecast period. It was noted that communications initiatives have been there to reassure EU students due to start in 2016/17, and that the University is carefully monitoring national discussions concerning the potential impact for EU students beginning in 2017/18 and 2018/19.
- 10.5 ***[Commercial in Confidence item].***
- 10.6 The Board **resolved to approve** the University Budget for 2016/17 and the Financial Forecasts for submission to HEFCE by the end of July, subject to any final amendments identified, based on new information coming to light prior to the deadline. It was also **agreed** that the Chair of the Board and the Vice Chancellor and Chief Executive shall have authority to agree any final minor changes on behalf of the Board.

11. FORMAL APPROVAL ITEMS

11.1 Schedule of Delegation

- 11.1.1 The Board received for formal approval the Schedule of Delegation. This was a new innovation in accordance with the agreed strategy to modernise the University's corporate governance arrangements, and the proposal had been drafted in accordance with an established sector template.
- 11.1.2 It was noted that in a small number of highlighted areas further work will be undertaken to specify the delegations to reflect in particular forthcoming new appointments in the University's senior leadership, and that the final version for 2016/17 will be approved by Chair's Action during the Summer and will be re-presented to the Board in the Autumn. Thereafter, the Schedule will be reviewed on annual basis or more frequently if there are significant structural changes in the leadership and management of the University.
- 11.1.3 The Board **resolved to approve** the Schedule of Delegation and thanked the Clerk for the work undertaken in preparing it.

11.2 Sustainability Policy

- 11.2.1 The Board **resolved to approve** the Sustainability Policy.

12. REPORT ITEMS

12.1 Management Accounts

- 12.1.1 The Board received for information the Management Accounts for period 10, noting that there may be final adjustments as a result of FRS102 and the annual LGPS pension valuation. The Board **resolved to agree** the write-off of £8,850.33 of bad debts.

12.2 Sealed Documents and Contracts

- 12.2.1 The Board received for information on the use of the University Seal and agreements signed between 31st January and 29th June 2016.

12.3 Financial Performance Benchmarking

- 12.3.1 The Board received for information benchmarking information on the University's profile and performance, to provide further context to the review of the HEFCE Financial Indicators undertaken at the previous meeting.

13. BUSINESS OF THE SUB-COMMITTEES

13.1 Personnel Committee

- 13.1.1 The Board received the Minutes of the meeting held on 6th June 2016 and noted a proposal by the Committee to amend its name. The Board **resolved to approve** the change of name to the HR Committee.

13.2 Audit Committee

- 13.2.1 The Board received a verbal report of the meeting held on 13th June 2016. It was noted that the Committee had received an update from the Students' Union on improvements to its financial administration and a report from PwC on the University's implementation of FRS102. The Committee had reviewed two Internal Audit Reports on Key Financial Controls and the Recruitment of Students; and had received a progress report on the implementation of actions agreed in other Internal Audit reports. The Committee approved the External Audit Plan for reviewing the 2015/16 accounts and agreed to exceptionally grant a two-year extension to the current contract for External Audit services from PwC, to provide some continuity at a time when Internal Auditors have only recently been appointed. The Committee had also undertaken a guided group discussion on the review of committee and board effectiveness.

13.3 Finance and Development Committee

13.3.1 The Board received a verbal report of the meeting held on 20th June 2016. It was noted that the main item of business was the review of the University Budget and Financial Forecasts, which is on the Board Agenda. The Committee had also received an updated report on Capital Development and had undertaken a guided group discussion on committee and board effectiveness.

13.4 Academic Board

13.4.1 The Board noted that the next meeting of Academic Board is on 6th July 2016 and that Anna Hooper's terms of office as Governor Observer is due to end on 31st July 2016. The Board **resolved to re-appoint** Anna Hooper for a period of two years from 1st August 2016.

14. ANY OTHER BUSINESS

14.1 There was no other business.

15. DATE OF NEXT MEETING

15.1 The date of the next meeting is 24th September 2016 (Board Away Day).

BOARD OF GOVERNORS ATTENDANCE – 4th July 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

A 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

James Gunther Vice President: Education, Students' Union

Jade Haley President, Students' Union

CLERK TO THE BOARD OF GOVERNORS

Dr Simone Clarke Clerk to the Board of Governors

IN ATTENDANCE

Jane Britton Director of Communications and Participation

Ro Bonham Director of Finance & Resources

A 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)