



Board of Governors

Minutes of the meeting held on 25th November 2019

19/14 Attendance

14.1 Present

Mr J Bateman OBE	Independent Governor, Chair
Mr J Bothamley CBE	Independent Governor
Mr R Dudley	Staff Governor
Mrs D Gant	Independent Governor
Professor D Green CBE	Vice Chancellor & Chief Executive
Mrs A Hooper	Independent Governor
Mr D Iddon	Independent Governor
Mr N Khan	Independent Governor
Mr H Lonsdale	Student Governor
Dr D McDougall	Staff Governor
Rev'd Dr A Pettersen	Independent Governor
Miss M Price	Student Governor
Mr I Smith	Independent Governor

14.2 In Attendance

Mr R Bonham	Director of Finance & Resources
Mrs J Britton	Director of Communications & Participation
Mrs A Cope	Director of Human Resources
Professor S Greer	Deputy Vice Chancellor & Provost
Ms H Johnstone	Head of Governance and Regulatory Affairs (Clerk to the Board)
Mrs J Newland	Assistant Clerk to the Board
Mr R Renton	Pro Vice Chancellor Students
Dr M Stowell	Director of Quality and Educational Development (item 24)

14.3 Apologies

Professor G Agyemang	Independent governor
Mr C Arntzen	Independent governor
Mr M Harris	Vice President, Students' Union
Dr S Pittaway	Staff Governor
Mr M Scriven	Staff Governor
Mrs S Speck	Independent Governor

19/15 Declarations of Interests

- 15.1 There were no declarations of interest.

19/16 Minutes

- 16.1 The minutes of the meeting held on 30th September 2019 [BG19/10] were confirmed as an accurate record of the meeting.
- 16.2 There were no matters arising not covered elsewhere on the agenda.

19/17 Chair's Business

- 17.1 The Chair recently attended the CUC Autumn plenary where the theme was Universities in their Community. He was pleased to note the University's achievements on this. He reported on concerns raised over the attitude and powers of the Office for Students (OfS) in their relationship with institutions and referred to the report given by the interim Chair of De Montfort University and a meeting between the OfS and the CUC.
- 17.2 The Chair congratulated everyone on the Graduation ceremonies and dinner and for their hard work.
- 17.3 The Chair highlighted the Tea Dance being held on 11th December for the over 65's.

19/18 Vice Chancellor's Report [BG19/11]

The Vice Chancellor presented his written report to the Board and drew members' attention to the following:

- 18.1 The Vice Chancellor received a letter from the Secretary of State for Education sent to all Vice Chancellors seeking assurances regarding fire safety following the recent fire in student accommodation at the University of Bolton. Following the Grenfell Tower fire, the University had undertaken an extensive review of all buildings owned or leased by the University including a specific review of cladding. The reports from this review indicated that the 'cladding' used on the University's properties was very different to that used on the Grenfell Tower and there was no prospect of a fire spreading rapidly. A number of enhancements, which had been identified in the review, such as the compartmentalisation of the roof void in the older halls had been undertaken. Subsequent to the recent fire at the University of Bolton a further review had been undertaken which gave further assurance. Members noted that the University has a 'Gold Standard' fire alarm system and ensures that appropriate evacuation exercises are carried out. The Vice Chancellor is to reply to the letter.
- 18.2 The Board received and considered the letter from the Secretary of State for Housing, Communities and Local Government requesting that the University adopt the International Holocaust Remembrance Alliance (IHRA) working definition of antisemitism. The Board agreed to adopt the non-legally binding working definition as published on the IHRA website:
- "Antisemitism is a certain perception of Jews, which may be expressed as hatred toward Jews. Rhetorical and physical manifestations of antisemitism are directed toward Jewish or non-Jewish individuals and/or their property, toward Jewish community institutions and religious facilities."
- 18.3 *[NOT FOR PUBLICATION]*
- 18.4 Severn Campus development: the University has exchanged contracts on the purchase of Berrows House and the brief for refurbishment, which includes the façade, has been approved. The timescale for the completion of the re-development of Berrows House is July 2021. Members noted progress on fundraising efforts for the Inclusive Cricket Education Centre.

18.5 [NOT FOR PUBLICATION]

18.6 [NOT FOR PUBLICATION]

18.7 The University, together with the Students' Union, has been very active in promoting voter registration and has recently come joint top in the first voter registration rankings for universities. Hustings for the General Election are taking place at the University today. The City Council has refused an appeal from the University and the local primary school to move a polling station to St John's Campus.

18.8 The Board received the report.

19/19 Students' Union business

19.1 Students' Union report [BG19/12]

19.1.1 The Students' Union officers highlighted key points from their report including updates on the work of the Help and Advice Service, events run for World Mental Health Day and Movember and engagement through Campus Chat. RAG week raised £1168.99 compared to last year's total of £390. This Autumn's elections recorded the third highest turnout on record for Part Time Officer elections, however there were fewer candidates than last year. There are now more than the reported 345 course reps. The SU President confirmed the Students' Union had received initial findings of the mental health survey carried out by the SU last year which helped to inform their work. Members thought the student success story in the report was very helpful.

19.1.2 The Board received the report.

19.2 Students' Union Annual Accounts 2018/19 [BG19/13]

The Board received for information the Students' Union Annual Accounts 2018/19 and noted they had been considered by the Audit Committee.

19/20 Annual Accounts for the University and its subsidiary Companies

The Board received for formal approval the annual accounts for the University and its subsidiary companies. It was noted these have been received and reviewed by both the Audit and Finance and Development Committees.

20.1 University of Worcester Group Accounts 2018/19 [BG19/14]

20.1.1 The Director of Finance and Resources noted the audit had gone very smoothly with very few adjustments. There was a slight drop in income, due essentially to the tuition fee freeze and a fall in student numbers. The accounts showed a surplus of £556,000. The surplus would have been higher but for the impact of two provisions: £(1.4)m to reflect the costs associated with the Medical School Agreement with Swansea University and £(1.2)m relating to the LGPS pension provision and the potential impact of the 'McCloud' ruling. Members noted the University's cash provision improved by £5.5m and the University has met all its financial covenants.

20.1.2 Members noted the 'Public Benefit Statement' in the accounts was very well written and informative.

20.1.3 The Board **approved** the Annual Accounts.

20.2 Report on the University as Going Concern [BG19/15]

Confirmed

- 20.2.1 The Director of Finance and Resources presented the Going Concern Report that forms part of the Statutory Audit process and sets out the rationale for expecting the University to remain a Going Concern over the coming period.
- 20.2.2 The Board received the report for information.
- 20.3 External Audit Completion Report and Management Letter for 2018/19 [BG19/16]
- 20.3.1 Members received further assurance from the External Auditors' Audit Completion Report for the year ended 31 July 2019. The Chair of the Audit Committee noted that the external auditors expected to give an Unqualified Opinion on the financial statements, there were no matters they wished to draw attention to by way of 'emphasis of matter' and there was no suspicion of fraud.
- 20.3.2 The Board thanked the Finance team and the Audit Committee for all their work.
- 20.3.3 The Board **received** the External Audit Report and Management Letter for the year ended 31 July 2019.
- 20.4 Accounts for UW Developments Ltd 2018/19 [BG19/17]
- 20.4.1 The Board received the Annual Report and Accounts for the year ended 31 July 2019 for UW Developments Ltd. The only current activity is the Himbleton Townhouse Development.
- 20.4.2 The Board **approved** the Annual Accounts for submission to Companies House.
- 20.5 Accounts for UW Worcester Wolves Ltd 2018/19 [BG19/18]
- 20.5.1 The Board received the Annual Report and Accounts for the year ended 31 July 2019 for UW Worcester Wolves Ltd. The company made a small profit despite a challenging season last year. The Chair of the company thanked in particular Mr M Donovan and Mrs A White for their work. A detailed impact report is to be brought to the Board. The Governor observer to the Board noted the very healthy direction of the company.
- 20.5.2 The Board **approved** the Annual Accounts for submission to Companies House.
- 20.6 Accounts for UW Enterprises Ltd 2018/19 [BG9/19]
- 20.6.1 The Board received the Annual Report and Accounts for the year ended 31 July 2019 for UW Enterprises Ltd. The company was originally established to manage commercial activities based on research undertaken by the University but is now dormant. Members noted that since the report, the loan to UW Worcester Wolves has been novated from UW Enterprises Ltd to the University.
- 20.6.2 The Board **approved** the Annual Accounts for submission to Companies House.
- 20.7 The Board **gave approval** for the University to provide a letter of assurance to the auditors that it will continue to support the three subsidiary companies.
- 19/21 Financial Matters
- 21.1 *[NOT FOR PUBLICATION]*
- 21.2 Financial forecasts [BG19/20b]
- 21.2.1 The Board received updates to the Financial forecasts which are to be submitted to the OfS by 2nd December. The Board reviewed the Financial forecasts in July 2019, however the OfS have issued new requirements. The Director of Finance and Resources noted the main changes related to actualising 2018/19 and adding a further year into the forecasts and highlighted changes made

since July to assumptions. The Board noted these were reasonable forecasts based on the situation as it is known.

21.2.2 The Board **noted** the updated Financial forecasts.

19/22 Formal Approval items

22.1 Annual Prevent Return [BG19/21]

22.1.1 The Board received for formal approval the OfS Annual Prevent Return 2018-19. It was noted there is no longer a requirement to produce an Annual Report, however it has been decided to continue with the production of the Report to provide context for the return. The OfS have introduced a requirement to report on welfare cases and it was noted no welfare cases in 2018-19 were escalated under the Prevent Duty. A nil return was submitted for external speakers and events. The University's Prevent Risk Assessment and Action Plan has been updated and provided further assurance the University was meeting its obligations under the Prevent Duty.

22.1.2 The Board **formally approved** the Annual Prevent Return 2018-19 for submission to the OfS and authorised the Chair to sign the Declaration on the Board's behalf.

22.2 Annual Report of the Audit Committee [BG19/22]

22.2.1 The Audit Committee Chair presented the Annual Report of the Audit Committee and noted the Audit Committee's opinion that the Board should have confidence in the adequacy and effectiveness of the University's arrangements for:

- risk management, control and governance (and the arrangements are on an ever improving trajectory);
- economy, efficiency and effectiveness (value for money);
- management and quality assurance of data submitted to public bodies.

22.2.2 It was noted that the Committee had received 8 internal audit reports for 2018/19 and receives a rolling report of actions taken to implement recommendations, together with a 5 year overview of internal audits. The Internal Auditors' Annual report and Audit Opinion provided reasonable assurance on the University's risk management, control, governance and value for money arrangements.

22.2.3 The Board **approved** the report for submission to the OfS as part of the Annual Accountability Return for 2018-19.

19/23 Reports from Committees and Academic Board

23.1 Finance and Development Committee [BG24/23]

In the absence of the Committee Chair, the Clerk to the Board presented the report on the work of the Finance and Development Committee. The Committee received and considered the Annual Accounts for the University and its subsidiary companies and considered reports on the purchase of Berrows House and a capital development update. The Board received the report.

23.2 Audit Committee [BG19/24]

The Committee Chair presented the report. In addition to reviewing the Annual Accounts, the Committee considered the internal audit report on IT General Controls which provided Partial Assurance and will monitor implementation of the recommendations. The Committee also reviewed the Students' Union Annual Accounts for 2018/19 and the Chair congratulated the Students' Union CEO and her team for the significant improvement to the Students' Union financial management over the last four years. The

Committee has indicated to the CUC that it is interested in participating in a CUC pilot for a new Code of Practice for Audit Committees. The Board received the report.

23.3 HR Committee [BG19/25]

The Committee Chair presented the report, noting the Director of HR's report and the update on National Pay Negotiations. It is proposed the PVC Students and the SU report to the Board at a future meeting on Health & Safety. The Board **approved** the amendments to the Committee's terms of reference. The Board received the report.

23.4 Academic Board [BG19/26]

Mrs Hooper, the Governor observer on Academic Board presented the report on the work of Academic Board, noting updates on ongoing preparations for the Research Excellence Framework (REF) 2021, Knowledge Exchange and a report on the 2019 National Student Survey outcomes. The Board received the report.

23.5 Nominations Committee [BG19/27]

23.5.1 *[NOT FOR PUBLICATION]*

23.5.2 The Clerk to the Board gave a verbal update on the proposed review of Board effectiveness that is required, every 4 years, under the CUC Code of Governance. It is proposed Shakespeare Martineau carry out the review. The Clerk to the Board is to write to Board members summarising the planned approach and timelines.

23.5.3 *[NOT FOR PUBLICATION]*

23.5.4 The Board received the report.

19/24 Strategic Discussion – Academic Governance

24.1 The Board received a presentation from Prof. S Greer and Dr M Stowell on Academic Governance. Key points covered were:

- The role of the Board of Governors, the OfS Academic Governance principle and how the Board receives and tests assurance that academic governance is adequate and effective. Reference was made to relevant reports to the Board and how they map to OfS conditions of registration.
- The University's mechanisms for ensuring academic quality and standards.
- The challenges and achievements in the Academic Quality and Standards Annual Report 2018/19.

24.2 The presentation was followed by a group discussion on to what extent during 2018/19 the Board has received and tested assurance that academic governance is adequate and effective. Suggestions were made on what else might be helpful to assure the Board. The Chair thanked Prof. S Greer and Dr M Stowell for their presentation.

24.3 Executive Summary of the Annual Report on Academic Quality and Standards 2018/19 [BG19/28]

The Board received and discussed the Executive Summary of the Annual Report on Academic Quality and Standards 2018/19. The full report is available to Members of the Board on the Governors' portal.

19/25 Any Other Business

25.1 The Vice Chancellor confirmed the student accommodation development on the site of the former Images nightclub is a private development.

19/26 Date of Next Meeting

Confirmed

24th February 2020 10.00 am.