



Board of Governors

Minutes of the blended meeting held on 21st November 2024

EE1012, Edward Elgar, St John's Campus

24/21 Attendance

21.1 Present

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| Mrs S Speck | Independent Governor, Chair |
| Mr E Atkinson | Student Governor |
| Mrs L Barber | Staff Governor |
| Dr D Beech (v) | Independent Governor |
| Mr S Devlin (v) | Independent Governor |
| Professor D Green CBE | Vice Chancellor & Chief Executive |
| Mr M Hardy | Independent Governor |
| Dr C Jones | Independent Governor |
| Mr J Lambert | Student Governor |
| Ms R Mane | Student Governor |
| Ms C Moir | Staff Governor |
| Mrs S Morgan | Independent Governor |
| Mr R Richards | Independent Governor |
| Mr M Scriven (v) | Staff Governor |
| Mr I Smith | Independent Governor |

21.2 In Attendance

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| Mr R Bonham | Pro Vice Chancellor Finance & Resources |
| Mrs J Britton | Pro Vice Chancellor Communications & External Affairs |
| Mrs A Cope (v) | Director of Human Resources |
| Ms H Johnstone | University Secretary and Clerk to the Board |
| Professor S Moyle | Pro Vice Chancellor Health & Science |
| Ms A Jordan (v) | Provost |
| Mrs J Newland | Assistant Clerk to the Board |
| Professor L Stansbie | Pro Vice Chancellor Education, Culture & Society |
| Mr M Whiteside | Chief Information Officer (agenda item 1) |

21.3 Apologies

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|--------------|----------------------|
| Mr N Khan | Independent Governor |
| Mr A Noorani | Independent Governor |
| Mr D Pocha | Independent Governor |
| Mr K Sorrell | Independent Governor |
| Ms L Taylor | Independent Governor |

V – attended virtually

24/22 Presentation: How Generative AI is Supporting Higher Education

- 22.1 The Chief Information Officer gave a presentation on 'How Generative AI is Supporting Higher Education'. The Board discussed and raised issues around the impact of AI on the digital divide, data sensitivity, future strategy and ethical considerations.

24/23 Declarations of Interests

- 23.1 There were no declarations of interest.

24/24 Minutes

- 24.1 The minutes of the meeting held on 1st October 2024 [BG24/14] were confirmed as an accurate record of the meeting.
- 24.2 Matters arising not covered elsewhere on the agenda There were no matters arising not covered elsewhere on the agenda.

24/25 Chair's Business

- 25.1 The Chair noted the Assistant Clerk to the Board would take on the role of Acting Clerk to the Board until the end of the academic year after the Clerk to the Board's retirement in February 2025.
- 25.2 The Chair reminded members of the upcoming UEB/Board development day in February 2025 on the Draft Strategic Plan and asked members to send the Clerk or Assistant Clerk suggestions for items for discussion.
- 25.3 The Chair is to circulate the Vice Chancellor's final objectives to Board members and thanked members for their input.

24/26 Vice Chancellor's Report [BG24/15] *Confidential*

The Vice Chancellor presented his report and highlighted the following points:

- 26.1 The Board noted the recent tragic death of a student and steps being taken as part of the 'lessons learned' process.
- 26.2 The discussion on the new University strategic plan is under way and it was hoped the discussion document circulated to the Board would be a helpful stimulus to a rich discussion.
- 26.3 Following the recent government announcement of a tuition fee increase for undergraduate courses, the Vice Chancellor responded to a DfE request to Vice Chancellors inviting input on the development of a substantive HE reform plan, and accepted invitations from regional and local media to respond to the fee announcement.
- 26.4 The Board noted the financial implications of the recently announced increases to national insurance and minimum wage, and of the rise in tuition fees. The Vice Chancellor referenced the recent OfS report on the financial sustainability of the HE sector that suggested 72% of HE providers could be in deficit by 2025-26, evidence of the difficulties faced by the sector.
- 26.4 The Board received an update on applications for Semester II and for September 2025 entry. Members asked if there was any information on the new government's strategy for funded medical school places and noted there was no update and the University continued to lobby for more home places to be made available. With regard to international medical school student places, it was noted the University received its exemption for the admission of international medical school students in September 2024. The Vice Chancellor also noted the University had won a further Help to Grow contract.

26.5 The Board noted updates on senior staff changes and preparatory work on a 2-year development campaign to be launched in the New Year. The campaign is to mark the 20th anniversary of the University earning university title and the 80th anniversary of the foundation of the College which evolved into the University, to raise money for scholarships and a hardship fund. There will also be a scholarship fund for the Compostela Group of Universities.

26.6 The Board received the Vice Chancellor's report.

24/27 Report of Finance & Development Committee [BG24/16]

27.1 The Board received the report of the Finance & Development Committee meeting held on 4th November 2024 and noted the Committee's recommendation to the Board of the annual University Group accounts and of the 5-year financial forecasts, acknowledging the forecasts were to be revised after the Committee meeting to take account of the recently announced increase in home student tuition fees.

27.2 The Committee recommended to the Board the sale of Oldbury House as set out in the report. The Board approved the sale of Oldbury House.

27.3 The Board received the report.

24/28 Five-year Financial Forecasts [BG24/17]

28.1 The Board considered the five-year financial forecasts that are required to be submitted to the OfS alongside the Statutory Accounts at the beginning of December, noting the OfS had also asked providers this year for scenarios and mitigating actions. The forecasts were updated after the version considered by Finance & Development Committee meeting to take account of the recently announced change in home student tuition fees from September 2025.

28.2 The Pro Vice Chancellor outlined the key assumptions underpinning the projected outturns *[NOT FOR PUBLICATION]*. It was noted that based on the knowledge available at this time, the assumptions appeared to be a reasonable basis for preparing the forecasts.

28.3 The Board **approved** the Five-year Financial Forecasts for submission to the OfS.

24/29 Report of Audit Committee

29.1 Annual Report of Audit Committee [BG24/18]

29.1.1 The Chair of the Audit Committee commended to the Board the Committee's Annual Report that outlined updates on key audit issues during the financial year 1 August 2023 to 31 July 2024, noting the report provided the Board with assurance the University has appropriate arrangements in place for risk management, governance, value for money and management and quality of data. The Chair thanked the Committee members for their work over the year and highlighted in particular the work of the internal auditors and the assurance on data provided to the Committee by the Registrar.

29.1.2 The Board received the report.

29.2 Report of Audit Committee meeting [BG24/19]

29.2.1 The Chair of the Committee presented the report of the Committee meeting held on 11th November 2024 and highlighted the Committee's consideration and recommendation of the six-monthly review of the strategic risk register and its revised format, noting it would provide the Board with added assurance. The Committee held its annual private meeting with the internal and external auditors.

29.2.2 The Board received the report.

24/30 Financial Matters

30.1 Statutory Accounts 2023/24 Cover Paper [BG24/20]

30.1.1 The Board received and noted the summary of key points in the 2023/24 statutory accounts for the University and its subsidiary companies. The Pro Vice Chancellor Finance & Resources reported that following requests for additional information on the Going Concern status, the external auditors had confirmed they were happy to sign the accounts and support the Going Concern premise. *[NOT FOR PUBLICATION]*

30.2 University of Worcester Group Accounts 2023/24 [BG24/21]

30.2.1 The Pro Vice Chancellor Finance and Resources drew Members' attention to the key headlines on income, costs, the overall trading deficit, cashflow and fixed asset movements. Members also noted the Corporate Governance and Public Benefit statements and thanked those involved in their preparation.

30.2.2 The Board **approved** the University of Worcester Report and Financial Statements for the year ended 31st July 2024.

30.3 External Audit Findings Report 2023/24 [BG24/22]

30.3.1 The Board received the External Auditors' Audit Findings Report for the year ended 31 July 2024 and noted it had been scrutinised by Audit Committee.

30.4 Accounts for UW Worcester Wolves Ltd 2023/23 [BG24/23]

30.4.1 The Board received the Annual Report and Accounts for the year ended 31 July 2024 for UW Worcester Wolves Ltd and noted the entity made an overall profit that is to be gift aided up to the University and made another repayment of its loan to the University. The University's sponsorship remained steady.

30.4.2 The Board noted the Annual Accounts for the year ended 31 July 2024.

30.5 Accounts for UW Developments Ltd 2023/24 [BG24/24]

30.5.1 The Board received and noted the Annual Report and Accounts for the year ended 31 July 2024 for UW Developments Ltd. It was noted the company did not undertake any new trading activity in the year.

30.5.2 The Board noted the Annual Accounts for the year ended 31 July 2024.

30.6 Accounts for UW Enterprises Ltd 2023/24 [BG24/25]

30.6.1 The Board received the Annual Report and Accounts for the year ended 31 July 2024 for UW Enterprises Ltd and noted no trading activity was undertaken in the year. The accounts had been restated to recognise the interest received from UW Worcester Wolves on the intercompany loan between the University and UW Worcester Wolves that goes through UW Enterprises Ltd. There are future plans for the Company to be utilised for the employment of students.

30.6.2 The Board noted the Annual Accounts for the year ended 31 July 2023 for UW Enterprises Ltd.

30.7 Going Concern [BG24/26]

30.7.1 The Board received a summary from the Pro Vice Chancellor Finance and Resources of the Going Concern position of the University and the rationale for expecting the University to remain a going concern for at least 12 months from the dates of signing of the Statutory Accounts. *[NOT FOR PUBLICATION]*

30.7.2 The Board thanked the finance team for their work and endorsed the report.

24/31 Students' Union Business

31.1 Students' Union Report [BG24/27]

31.1.1 The Students' Union officers presented their update on recent activities and progress on their officer objectives. Highlights included the successful launch of campaigns focused on student wellbeing, safety and the cost of living, increased engagement across clubs and societies, and broadening the Students' Union reach and accessibility with the new Hub at City Campus and expanded engagement at Dudley Institute of Technology.

31.1.2 Members were invited to attend 'Breakfast with the SU' sessions and details are to be shared of items that can be donated to the Community Cupboard.

31.1.3 The Board congratulated the officers on their work and noted the report.

31.2 Students' Union Accounts 2023/24 [BG24/28]

31.2.1 The Board received for information the Report of the Trustees and Consolidated Financial Statements for the Students' Union for the year ended 31st July 2024 and noted they were received and discussed by the Audit Committee at its meeting on 11th November 2024.

24/32 Report of People & Culture Committee [BG24/29]

32.1 The Board received the report of the People & Culture Committee meeting of 10th October 2024. The Committee received a number of reports including the Annual Report on HR and Health & Safety related activity in the last year, a progress report on activities undertaken following the staff survey and a report on recent Equality, Diversity and Inclusion activity.

32.2 The Board noted an update on the outcomes of the Voluntary Severance schemes.

32.3 The Board noted the report.

24/33 Academic Governance

33.1 Report from Academic Board [BG24/30]

33.1.1 The Board received the report of the Academic Board meeting of 23rd October 2024. The Provost highlighted the very positive results of the annual National Student Survey with the University's scores having improved in every category. Academic Board noted the OfS regulatory case report that confirmed, as the University had already been informed, the OfS found the University compliant with ongoing OfS condition B3 and that no further action had been identified.

33.1.2 Academic Board recommended to the Board of Governors for approval the Annual Statement on Research Integrity 2023/24, produced as part of the University's commitment to the Concordat to Support Research Integrity. The Board **approved** the Annual Statement.

33.1.3 The Board noted the report.

24/34 Review of the Strategic Risk Register & Risk Appetite Statement [BG24/31]

- 34.1 The Board received the six-monthly review of the University's Strategic Risk Register and annual review of Risk Appetite Statement. The Board noted the format of the Strategic Risk Register had been redesigned to allow for greater functionality and easier analysis and a revised wording was proposed in relation to reputational risk in the Risk Appetite Statement.
- 34.2 The Board approved the update to the University Strategic Risk Register and amendment to the University's Risk Appetite Statement.

24/35 Items for Approval

35.1 Annual Prevent Return [BG24/32]

- 35.1.1 The Board received the report on the Prevent Monitoring: accountability and data return 2024 and noted the University was not reporting any Prevent-related cases and was submitting a nil return in relation to external speakers and events. The Board also noted the University's arrangements in place to oversee the response to the Prevent Duty.
- 35.1.2 The Board **confirmed** it was content for the Chair to sign the Prevent Annual Accountability Declaration.
- 35.1.3 The University's arrangements for external speakers, a specific requirement of the Prevent Duty, are set out in the Code of Practice on the Freedom of Speech, which was approved by the Board at its October 2024 meeting together with the Visiting Speaker Policy and Procedure. The Board endorsed the proposal to implement the revised Code of Practice on the Freedom of Speech and the new Visiting Speaker Policy and Procedure from the 1st January 2025 and noted the requirement to submit a reportable event to the OfS relating to the revised Code and new Policy.

35.2 Modern Slavery Statement 2023/24 [BG24/33]

- 35.2.1 Noting the University is required to publish a Modern Slavery Statement every year, the Board received the Statement for 2023/24 that the People & Culture Committee had considered and recommended to the Board for approval.
- 35.2.2 The Board approved the Modern Slavery Statement for 2023/24 for publication.

35.3 Approval of signatories for Rathbones Investment company [BG24/34]

- 35.3.1 The Board approved a resolution confirming the individuals authorised to sign and instruct with regard to the University's investment portfolio with Rathbones.
- 35.3.2 The Pro Vice Chancellor Finance & Resources is to confirm the number of named individuals required to sign and instruct with regard to the investment portfolio.

24/36 Compliance with OfS Conditions [BG24/35]

- 36.1 The Board received for information an update on OfS matters, including progress against OfS Capital Grant funding and a number of recent OfS publications.

24/37 Subsidiary Companies

37.1 UW Worcester Wolves Ltd Impact Report 2023/24 [BG24/36]

- 37.1.1 The Board received for information the UW Worcester Wolves Impact report for 2023/24, that provided an overview of the club's impact and value during the past year.

37.2 Recommendation for appointment of Director to UW Enterprises Ltd [BG24/37]

37.2.1 The Board approved a recommendation for the appointment of Ann Jordan as a director of UW Enterprises Ltd.

24/38 Reports

38.1 The Board received for information the report on the Use of the University Seal [BG24/38].

24/39 Any Other Business

39.1 The Board noted Tim Heywood had stepped down as Independent Member of the Board.

39.2 *[NOT FOR PUBLICATION]*

24/40 Date of Next Meetings

Board/UEB Development Session
Board Meeting

8th February 2025
24th February 2025