Confirmed

Board of Governors

Minutes of the blended meeting held on 6th May 2025

DB1002, Duke's Building, Severn Campus

24/56 Attendance

56.1 Present

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	Independent Governor
Professor D Green CBE	Vice Chancellor & Chief Executive (from item 59)
Mr M Hardy	Independent Governor
Dr C Jones	Independent Governor
Mr N Khan (v)	Independent Governor
Mr J Lambert	Student Governor
Ms R Mane	Student Governor
Ms C Moir	Staff Governor
Mrs S Morgan	Independent Governor
Mr A Noorani (v)	Independent Governor
Mr D Pocha	Independent Governor
Mr R Richards	Independent Governor
Mr K Sorrell	Independent Governor
Ms L Taylor (v)	Independent Governor

56.2 In Attendance

Ms R Akintan	Incoming Student Governor
Mr R Bonham	Pro Vice Chancellor Finance & Resources
Mrs J Britton	Pro Vice Chancellor Communications & External Affairs
Mrs A Cope	Director of Human Resources (items 58-60)
Ms K Costis	Incoming Student Governor
Professor S Moyle	Pro Vice Chancellor Health & Science
Ms A Jordan	Provost
Mr O Ogunleye	Incoming Student Governor
Mrs J Newland	Acting Clerk to the Board (from item 60)
Professor L Stansbie	Pro Vice Chancellor Education, Culture & Society

56.3 Apologies

Mr M Scriven	Staff Governor

V – attended virtually

24/57 Declarations of Interests

57.1 There were no declarations of interest.

24/58 Annual Report of the Remuneration Committee (Vice Chancellor & Chief Executive) [BG24/52]

58.1 The Committee Chair presented the annual report of the Remuneration Committee (Vice Chancellor and Chief Executive), noting the role of the Committee is to consider and determine the emoluments of the Vice-Chancellor and Chief Executive. The report provided a summary of the meeting of the Committee held on 20th January 2025 and the decisions reached by the Committee.

58.2 The Board approved amendments to the Committee's terms of reference to identify the quoracy of the Committee going forward as: *3 members of the Board of whom not less than 2 shall be independent members of the Board.* It was noted that this change reflected changes to Committee quoracy approved by the Board of Governors in February 2025.

58.3 The Board received the report.

The Vice Chancellor joined the meeting after item 58.3.

24/59 Annual Report of the Remuneration Committee (Board Appointees) [BG24/53]

59.1 The Committee Chair presented the annual report of the Remuneration Committee for Board Appointees, noting the role of the Committee is to consider and determine the emoluments of Board Appointees other than the Vice Chancellor and Chief Executive. The report provided a summary of the meeting of the Committee held on 20th January 2025 and the decisions reached by the Committee.

59.2 The Board approved amendments to the Committee's terms of reference to identify the quoracy of the Committee going forward as: *3 members of the Board of whom not less than 2 shall be independent members of the Board* and to show the requirement for the Committee to receive an annual report from the Vice Chancellor and Chief Executive on Senior Staff Remuneration.

59.3 The Board received the report.

24/60 Arrangements to deputise for the Vice Chancellor [BG24/54]

60.1 The Board received an update to the arrangements to cover the absence of the Vice Chancellor, both planned and unplanned, from the University and noted the Provost had been designated to act in the event of both the planned or unplanned absence of the Vice Chancellor. The University's schedule of delegation has been updated accordingly.

60.2 The Board noted the updated arrangements.

The Director of HR left the meeting. Apart from the Acting Clerk to the Board, who was already present, those listed as in attendance in item 56.2 joined the meeting after item 60.

The Chair welcomed to the meeting the incoming Student governors.

24/61 Minutes

61.1 The minutes of the meeting held on 25th February 2025 [**BG24/55**] were confirmed as an accurate record of the meeting.

61.2 Matters arising not covered elsewhere on the agenda

61.2.1 There were no matters arising not covered elsewhere on the agenda.

24/62 Chair's Business

62.1 The Chair had recently attended a roundtable meeting of Chairs of governing bodies in HE organised by the OfS to discuss effective governance in HE. Themes discussed included the size and structure of governing bodies and remuneration of chairs and other members of governing bodies.

62.2 The Board noted the Vice Chancellor was to embark shortly on the Compostela challenge to raise funds for the University's Scholarships and Hardships fund.

24/63 Students' Union Business

63.1 Students' Union Report [BG24/56]

63.1.1 The Students' Union officers presented their update on recent activities, highlighting key initiatives and progress on their officer objectives. The Board noted demand for the Help and Advice service has continued to rise with academic issues remaining the most frequently raised enquiries. Club and society memberships remained relatively stable, and student-led fundraising through RAG had achieved £7,200, with standout events including the Paramedic Society's CPR Marathon. Cost of living measures including the Community Cupboard and Breakfast with the SU continued to run. Student voice activities remained strong, with very positive Academic Representation satisfaction scores in the Course Experience Survey (up to 86.77%). The 2025 SU Leadership Elections took place, and preparations for new officer handovers are underway.

63.1.2 The University secured a Varsity win over Gloucestershire University for the third year in a row. The officers reported on an incident concerning a small group of spectators on the Varsity football match day and the subsequent actions taken by the Students' Union.

63.1.3 The Board congratulated the outgoing officers on their work over the past year. Members of the University Executive also highlighted their work on Equality, Diversity and Inclusion, on supporting students and on academic representation.

63.1.4 The Board noted the report.

24/64 Students' Union Constitution [BG24/57]

64.1 The Board received an update on the Students' Union constitution, noting it was due for review and approval by the Board of Governors by 30th June 2025. The Students' Union asked the Board of Governors to re-approve the Constitution in its current form for a period of 12 months (until 30th June 2026), to allow core staff and Officers to review it in more depth and to ensure the Union continues to be fit for purpose, future proof and structurally relevant for its existing and prospective student body. The Board noted that in its current form, the Constitution was still entirely relevant to the Student's Union and its existing structure.

64.2 The Board approved the extension of the Students' Union Constitution in its current form for 12 months until 30th June 2026.

24/65 Presentation

65.1 Carolyn Moir, Head of Student Evaluation and Enhancement, gave a presentation on the CES (Course Experience Survey) 2024-25 results, the emerging themes and next steps.

65.2 Jane Britton, PVC Communications and External Affairs, then gave a presentation on understanding the LEO (Longitudinal Education Outcomes) data and the University's performance in LEO, noting the University is the overall leading non-specialist HEI in LEO 'sustained employment, further study or both' five, three and one year after graduation since the survey launched.

65.3 The presentations were followed by group discussions and Board members discussed where the presentations took their thinking in terms of informing the draft strategic plan.

24/66 Vice Chancellor's Report [BG24/58] *Confidential*

66.1 The Vice Chancellor presented his report and highlighted key points. *[NOT FOR PUBLICATION]*

66.2 Members received an update on a number of changes to senior staffing at the University.

66.3 Referencing the international context and recent developments in the United States concerning university independence and government funding for universities, in particular recent developments at Harvard University, the Vice Chancellor added that he had written to the President of Harvard University.

66.4 Turning to the national context, the Vice Chancellor noted the national financial crisis affecting most of the HE sector continued to be very challenging, and spoke about the OfS ruling and fine imposed on Sussex University for breaching two conditions of registration. The Vice Chancellor reported on a recent meeting he took part in of the GuildHE executive, attended by the Rt. Hon Jacqui Smith, Minister for Skills with responsibility for universities.

66.5 The Board noted there would be a change in the county council leadership following the recent local elections.

66.6 The Vice Chancellor highlighted the significance of the recent ruling of the Supreme Court on the definition of sex in the Equality Act 2010.

66.7 *[NOT FOR PUBLICATION]*

Progress on other strategic developments including the University's CPD offer and work in the Black Country were noted, together with the award for a major research programme to investigate mental health inequalities across Herefordshire and Worcestershire.

66.8 The Vice Chancellor thanked Board members for supporting the charity challenge to raise funds for the University's Scholarships and Hardships fund.

66.9 The Board received the Vice Chancellor's report.

24/67 OfS Matters [BG24/59]

67.1 The Board received an update on recent OfS matters including:

- details of the OfS investigation into the University of Sussex that found the university had breached two OfS conditions of registration relating to management and governance.

- an update on the implementation of the Higher Education (Freedom of Speech) Act.

- *[NOT FOR PUBLICATION]*

- the submission of a reportable event to notify the OfS of the University's new Prevent Lead.

67.2 The Board noted the report.

24/68 Reports from Committees

68.1 Report of Audit Committee meeting [BG24/60]

68.1.1 The Committee Chair presented the report of the Committee meeting held on 1st April 2025 and highlighted the Committee received an update on the Data Protection (student data) internal audit and was reassured on progress on the management actions. The Committee received a number of other reports including the annual Purchasing report on key activity undertaken by the Procurement Office, and the 2023/24 Statutory Accounts Benchmarking report.

68.1.2 The Committee approved an update to the Counter Fraud Policy and Procedure.

68.1.3 The Board received the report.

68.2 Finance & Development Committee report [BG24/61]

68.2.1 The Committee Chair presented the report of the Finance & Development Committee meeting held on 8th April 2025 noting the Committee considered in detail financial sustainability and the student numbers' outlook. The Committee also considered updated proposals for contribution rates for a Defined Contribution pension scheme and received updates on the disposal of assets and on capital developments.

68.2.2 *[NOT FOR PUBLICATION]*

68.2.3 The Board received the report.

68.3 Report of Nominations & Governance Committee meetings [BG24/62]

68.3.1 The Board received the report of the Nominations & Governance Committee meeting of 29th April 2025 with recommendations for the appointment of new Independent Board members and an Academic Staff Board member.

68.3.2 *[NOT FOR PUBLICATION]*

68.3.3 *[NOT FOR PUBLICATION]*

68.3.4 Following confirmation of the new appointments to the Board, the Committee is to review the Board's committee membership and asked members to inform the Acting Clerk if they wish to move Committee.

68.3.5 The Board noted the report.

24/69 Progress update on proposals for a DC pension scheme [BG24/63]

69.1 The Board received an update on the proposals for a DC (Defined Contribution) Pension scheme and the proposed final set of contribution rates for the scheme, noting they had been considered and endorsed by the Finance & Development Committee at its meeting on 8th April 2025.

69.2 Members also noted an update on taking forward the necessary arrangements to operationalise Uniworc Ltd through which new staff will be employed, and progress on adopting a pension scheme currently being developed for the HE sector by UCEA.

69.3 A recommendation on the final decision to operationalise Uniworc Ltd will be brought to the Board, probably at its July 2025 meeting.

69.4 The Board noted the report.

24/70 Academic Governance

70.1 Report from Academic Board [BG24/64]

70.1.1 The Board received the report of the Academic Board meeting of 9th April 2025 and noted Academic Board reviewed among others student numbers and applications, the OfS and quality standards matters and the Research Excellence Framework. It also received the annual report on student casework statistics for 2023-24 and the Board noted the number of complaints and appeals was well within acceptable limits.

70.1.2 Members discussed student application numbers, offer making including the use of unconditional offers, and the approach to results day. The PVC Communications and External Affairs gave an update on improvements to offer making and conversion.

70.1.3 The Board noted the report.

24/71 Reports

71.1 Report on University Seal [BG24/65]

71.1.1 The Board received for information a report on the use of the University Seal.

24/72 Any Other Business

72.1 The Board thanked the outgoing student governors for their work throughout the past year.

24/73 Dates of Next Meetings

Board Development Session	7th June 2025
Board Meeting	8th July 2025