



Board of Governors

Minutes of the blended meeting held on 23rd November 2023

EE1012, Edward Elgar, St John's Campus

23/01 Attendance

1.1 Present

Mrs S Speck	Independent Governor, Chair
Mrs L Barber	Staff Governor
Dr D Beech	Independent Governor
Mr L Coiffait-Gunn	Independent Governor
Ms L Davies-Ward	Staff Governor
Mr S Devlin	Independent Governor
Professor D Green CBE	Vice Chancellor & Chief Executive
Mr M Hardy	Independent Governor
Mr T Heywood	Independent Governor
Mr N Khan	Independent Governor
Dr C Jones	Independent Governor
Ms A Linforth	Student Governor
Ms C Moir	Staff Governor
Mrs S Morgan	Independent Governor
Mr A Noorani	Independent Governor
Ms I Price	Student Governor
Mr M Scriven	Staff Governor
Mr I Smith	Independent Governor
Mr K Sorrell	Independent Governor

1.2 In Attendance

Mr R Bonham	Pro Vice Chancellor Finance & Resources
Mrs J Britton	Pro Vice Chancellor Communications & External Affairs
Mrs A Cope	Director of Human Resources
Ms H Johnstone	University Secretary and Clerk to the Board
Professor S Moyle	Pro Vice Chancellor Health & Science
Dr T Jones	Pro Vice Chancellor Students
Ms A Jordan	Provost
Mrs J Newland	Assistant Clerk to the Board
Professor L Stansbie	Pro Vice Chancellor Education, Culture & Society

1.3 Apologies

Mr S James	Student Governor
Mr D Pocha	Independent Governor
Ms L Taylor	Independent Governor

23/02 Declarations of Interests

- 2.1 There were no declarations of interest.

23/03 Board Business

3.1 Primary Responsibilities of the Board [BG23/01]

- 3.1.1 The Board noted its primary responsibilities, presented at the start of the academic year for information.

3.2 Schedule of Business 2023/24 [BG23/02]

- 3.2.1 The Board received for information its Schedule of Business for 2023/24.

23/04 Minutes

- 4.1 The minutes of the meeting held on 4th July 2023 [**BG23/03**] were confirmed as an accurate record of the meeting.

4.2 Matters arising not covered elsewhere on the agenda

- 4.2.1 Remuneration Committee Update [minute 50.1.3] The Clerk to the Board reported the Remuneration Committee (Vice Chancellor) had met to consider the points raised by the Board at its April 2023 meeting. Further work had been undertaken which the Committee will consider at its meeting in January 2024 and report to the Board as part of the next report from the Remuneration Committee.

- 4.2.2 Access and Participation Plan [minute 66.6] The University's Access and Participation Plan has been approved and published.

23/05 Chair's Business

5.1 Chair's Actions since the last meeting

- 5.1.1 Further to the Board's approval of the draft Code of Practice on Freedom of Speech at its last meeting on 4th July 2023, the Academic Board meeting the following day considered the draft Code and was content. As per the delegation approved at the July meeting of the Board of Governors, the Chair then approved the new Code of Practice. The Board noted the Code is to be published shortly and training is being considered.

5.2 Chair's Update

- 5.2.1 The Chair reflected on the success of the joint Board/UEB Development Session held in October and thanked everyone who had taken part and to those who gave very insightful presentations.
- 5.2.2 The Chair took part in the very well organised health summit organised by Professor Sally Moyle for local NHS leaders on the NHS workforce challenges and had been particularly impressed by the Medical Students who attended and enthused the meeting with their passion and energy.
- 5.2.3 The Chair also attended part of the CUC Autumn Plenary meeting that focused on life-long learning, at which Robert Halfon, Minister for Skills, Apprenticeships and Higher Education, spoke.

23/06 Vice Chancellor's Report [BG23/04] *Confidential*

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

- 6.1 *[NOT FOR PUBLICATION]*

6.2 The Vice Chancellor was pleased to note no students had their results affected by the Marking and Assessment Boycott called by the UCU nationally and that the University's Graduation ceremonies went ahead very successfully.

6.3 *[NOT FOR PUBLICATION]*

6.4 Following on from the Silver Teaching Excellence Framework 2023 award, the Provost briefed the Board on work that has already started to secure further improvements for the next submission in 2027 and a platform to build for the Gold award. The Provost referred to the report comparing the 1st and 2nd year Course Experience Survey (CES) results and the National Student Survey (NSS) which records final year student opinion, and highlighted the improved results for last year's 1st Year students. The NSS results showed modest improvement on the previous year and the Board was reminded the 2023 graduating students were the most affected by the pandemic. The Provost briefed the Board on work taking place around educational gain and driving excellence.

6.5 The Board received the Vice Chancellor's report.

23/07 Report of Finance & Development Committee [BG23/05]

7.1 The Board received the report of the Finance & Development Committee meeting held on 6th November 2023. The Chair reported the Committee had a detailed discussion on the University's financial position and understanding opportunities for growth, including those around the Medical School, and the Committee had been reassured that appropriate measures were being taken to carefully manage the University's finances.

7.2 *[NOT FOR PUBLICATION]*

7.3 The Board:

- **approved** the appointment of Sally Morgan as Chair of the Investment Committee;
- **approved** the Committee's updated terms of reference.

7.4 The Board received the report.

23/08 Five-year Financial Forecasts [BG23/06]

8.1 The Board considered the five-year financial forecasts that are required to be submitted to the OfS alongside the Statutory Accounts. *[NOT FOR PUBLICATION]*

8.2 *[NOT FOR PUBLICATION]*

8.3 *[NOT FOR PUBLICATION]*

8.4 Members discussed the likelihood of the government raising tuition fees and possible future scenarios for the HE sector. It was noted there had already been some mergers in the sector. The Board also discussed the possible impact of a new government after the next general election.

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

23/09 Report of Audit Committee

9.1 Annual Report of Audit Committee [BG23/07]

9.1.1 The Chair of the Audit Committee presented the Committee's Annual Report 2022/23 on key audit issues during the year, noting it 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 highlighted the emphasis on risk management, the presentation to the committee on data returns and the appointment of a new internal audit service.

9.1.2 Members discussed the risk of AI and noted it is currently seen as an emerging risk by UEB and will be kept under review. AI is being looked at in relation to research integrity.

9.1.3 The Board received the report.

9.2 Report of Audit Committee meetings [BG23/08]

9.2.1 The Chair of the Committee presented the report of the Committee meetings held on 19th September and 13th November 2023. At its meeting on 13th November the Committee considered the Group annual accounts and the Board could take confidence from the Committee's considerations. The Chair noted the external auditors had not yet finalised their audit due to the OfS delaying the new Data Futures student data return meaning the auditor's tuition fee income testing could not be completed. *[NOT FOR PUBLICATION]*

9.2.2 *[NOT FOR PUBLICATION]*

9.2.3 The Board **approved** the Audit Committee's updated terms of reference.

9.2.4 The Board received the report.

23/10 Financial Matters

10.1 Statutory Accounts 2022/23 Cover Paper [BG23/09]

10.1.1 The Board received and noted the summary of key points in the 2022/23 statutory accounts for the University and subsidiary companies.

10.2 University of Worcester Group Accounts 2022/23 [BG23/10]

10.2.1 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 noted the banking covenants were met. Members also noted the Corporate Governance and Public Benefit statements and thanked those involved in their preparation.

10.2.2 The Board **approved** the University of Worcester Report and Financial Statements for the year ended 31st July 2023.

10.3 External Audit Findings Report 2022/23 [BG23/11]

10.3.1 The Board received the External Auditors' Audit Findings Report for the year ended 31 July 2023 and noted it had been scrutinised by Audit Committee. The audit ran smoothly and the auditors did not identify any issues requiring adjustment to the financial position as set out in the draft financial statements.

10.4 Accounts for UW Developments Ltd 2022/23 [BG23/12]

10.4.1 The Board received the Annual Report and Accounts for the year ended 31 July 2023 for UW Developments Ltd. It was noted the company was virtually dormant and recorded a break-even result.

10.4.2 The Board noted the Annual Accounts for the year ended 31 July 2023 for UW Developments Ltd.

10.5 Accounts for UW Worcester Wolves Ltd 2023/23 [BG23/13]

10.5.1 The Board received the Annual Report and Accounts for the year ended 31 July 2023 for UW Worcester Wolves Ltd and noted the company made good progress in the year and made a profit.

10.5.2 The Board noted the Annual Accounts for the year ended 31 July 2023 for UW Worcester Wolves Ltd.

10.6 Accounts for UW Enterprises Ltd 2021/23 [BG23/14]

10.6.1 The Board received the Annual Report and Accounts for the year ended 31 July 2023 for UW Enterprises Ltd and noted no trading activity was undertaken in the year but that accounts are produced as the entity holds the UW Worcester Wolves loan that is passed through to the University.

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

10.7 Going Concern [BG23/15]

10.7.1 The Board received the summary from the Pro Vice Chancellor Finance and Resources of the going concern position of the University that outlined the rationale for expecting the University to remain a going concern over the prescribed period of the coming 12 months and beyond. Members noted the conclusion that only two risks, cyber threat and large scale fraud perpetrated by a senior staff member, could cause Going Concern issues.

10.7.2 The Board discussed the going concern position and endorsed the report.

23/11 *[NOT FOR PUBLICATION]*

23/12 **Students' Union Business**

12.1 Students' Union Report [BG23/17]

12.1.1 The Students' Union officers presented an update on the Students' Union activities, together with their new Strategic Framework for 2023-2028 that sets out five strategic aims. The update linked their work to each of the strategic aims.

12.1.2 The officers highlighted the launch of the Consent Campaign that aims to encourage positive conversations around consent and respect within the community, the Cost of Living Campaign, initiatives on Student Voice and Diversity, and campus chats that link into the aim to increase the Students' Union in-person outreach.

12.1.3 The PVC Students noted academic representation was better this year and the relationship between the University and Students' Union stronger than ever. The Board thanked the officers for their report and noted the report.

12.2 Students' Union Accounts 2022/23 [BG23/18]

12.2.1 The Board received for information the Report of the Trustees and Consolidated Financial Statements for the year ended 31st July 2023 for the Students' Union and noted they were received and discussed by the Audit Committee at its meeting on 13th November 2023.

23/13 **Report from People & Culture Committee** [BG23/19]

13.1 The Board received the report on the Committee meeting of 19th October 2023. The Committee received a number of reports including the Annual Report from the HR Director with a summary of

HR and Health & Safety related activity in the last year, and a review of the outcomes of the staff reward and academic promotion scheme 2022/23. The Board noted a survey provider had been appointed who will work with the University on the delivery of an annual staff survey.

13.2 The Board **approved** the Committee's updated terms of reference.

13.3 The Board noted the report.

23/14 Academic Governance

14.1 Report from Academic Board [BG23/20]

14.1.1 The Board received the report of the Academic Board meetings of 5th July and 25th October 2023, noting a number of items reported from the 5th July meeting had been superseded. The Provost highlighted the Board's consideration of OfS and Quality Standards Matters including the Teaching Excellence Framework outcomes, the NSS results and the UKVI visit. The Board also received updates on the Research Excellence Framework (REF) and outcomes of the Knowledge Exchange Framework (KEF).

14.1.2 Academic Board recommended to the Board of Governors for approval the Annual Statement on Research Integrity 2022/23, produced as part of the University's commitment to the Concordat to Support Research Integrity. The Board **approved** the Annual Statement.

14.1.3 The Board noted the report.

23/15 Risk Management

15.1 Annual Review of Risk Management Policy & Risk Appetite Statement and Six-Monthly Review of Strategic Risk Register [BG23/21]

15.1.1 The Board noted the Audit Committee had undertaken its six-monthly review of the Strategic Risk Register and reviewed the Risk Management Policy and Risk Appetite Statement.

15.1.2 The Board noted there were no proposed amendments to the Risk Management Policy and **approved** the Audit Committee's recommendation that the policy be reviewed on a three year basis going forward.

15.1.3 The Board **approved** the Audit Committee's recommendation that there are no changes to the University's risk appetite statement.

15.1.4 The Board received the six-monthly review of the Strategic Risk Register, and noted no new risks had been identified for inclusion. The growth of Artificial Intelligence (AI) had been considered by UEB and this was seen as potentially an emerging risk and would be kept under review. There was one proposed change to a net risk rating which relates to the introduction nationally of Data Futures. The Audit Committee drew the Board's attention, in relation to risk A 1 'Changing government agenda and priorities' to the University's success in the past period in navigating various government based challenges.

15.1.5 The Board **approved** the updated University Strategic Risk Register.

23/16 Annual Prevent Return [BG23/22]

16.1 The Board received the report on the Prevent Monitoring: accountability and data return 2023 that must be submitted to the OfS by the 1st December each year and noted the University was reporting one Prevent-related case and submitting a nil return in relation to external speakers and events. The

Board also noted the OfS now only requires reporting of training for staff identified as key in relation to the Prevent Duty, however the University, through the Safeguarding Committee, ensures that Prevent training is provided to a wider group of staff.

- 16.2 The Board noted the University and its campus will be subject to the requirements of the Terrorism (Protection of Premises) Bill which was included in the King's Speech at the Opening of Parliament in November 2023. University officers recently met with the Regional DfE Lead for Prevent and discussed the University's approach including to external speakers and events. A number of actions to follow up had been identified and would be taken forward
- 16.3 The Board noted the report and data return 2023 and **confirmed** it was content for the Chair to sign the Prevent Annual Accountability Declaration.

23/17 Compliance with OfS Conditions [BG23/23]

- 17.1 The Board received the Annual Report on Compliance with the OfS Conditions of Registration together with an update on the University's engagement with the OfS.
- 17.2 The University Secretary highlighted that the University's Access & Participation Plan has been published further to the Board's confirmation of the OfS' provisional approval.
- 17.3 The Board also received an update on the continued dialogue with the OfS over its B3 review of continuation rates for students studying on some Business courses, noting the poor continuation rates related to UWIC students in 2019/20 and that the University's partnership with the Holmes Institute, its partner in the UWIC initiative, ended in 2022.
- 17.4 The University provided an interim monitoring report in October to the OfS on the Capital Grant Funding awarded in 2022. The remaining grant is set against the new teaching building on Severn Campus and the Board noted there was a slight delay due to relocating the existing mobile phone mast. The PVC Finance & Resources had discussed this with OfS officers and the grant was being reprofiled to reflect the delay.
- 17.5 The Board noted the report.

23/18 Reports

- 18.1 Report on the Use of the University Seal [BG23/24]
 - 18.1.1 The Board received for information the report on the Use of the University Seal.

23/19 Any Other Business

- 19.1 There was no other business.

23/20 Date of Next Meeting

Board/UEB Development Session	16 th January 2024
Board Meeting	27 th February 2024