



BOARD OF GOVERNORS

Minutes of a meeting held at 12.00pm on 3rd April 2019 at Newton Park

Present:

Mr T Jagger (Chair)

Ms E Casey

Ms T Fisk

Mr J Glasspool

Ms R Heald

Lady T Lloyd

Mr R Lucas

Mr I Mansfield

Prof P Martin

Dr S McMillan

Mr T Osborne

Prof S Rigby (Vice-Chancellor)

Ms J Saunders

Dr C Wiffen

In attendance:

Mr D Newman (Secretary)

Ms L Porter (Acting Deputy Secretary)

Mr N Latham (Chief Operating Officer)

Prof N Sammells (Deputy Vice-Chancellor)

Ms J Nesbitt-Larking (SU President Elect)

Prof P Davies (Pro-Vice-Chancellor

Learning & Teaching Quality) (item 18/30)

Mr M Webb (Acting Head of Finance)

(items 18/31-32)

Ms A Stone (Director of Human Resources)

(item 18/35)

Apologies:

Ms N Campbell

Dr D Curnow (Deputy Secretary)

Ms V Nawathe

Note: the agenda was taken in the following order – items 18/24-29, 18/33-34, 18/30-32 and 18/35-36.

18/24 APOLOGIES

The Chair welcomed all present to the meeting and noted apologies from Nina Campbell and Vinita Nawathe, and Demelza Curnow (normally in attendance). The Chair welcomed Laura Porter to the meeting as Acting Deputy Secretary and Jazz Nesbitt-Larking as an observer in her position of Students' Union President elect.

18/25 MINUTES OF THE MEETING HELD ON 7TH FEBRUARY 2019

The draft minutes were agreed as a true record.

18/26 MATTERS ARISING

The Chair drew the Board's attention to the schedule of actions arising from the previous meeting appended to the Board papers and noted that the actions had been completed or were in progress.

18/27 CHAIR'S BUSINESS

1. University constitution: recommendation to address immediate implications for the Academic Board (Paper G1036)

The Board noted the approval by the Privy Council of the new Instrument and Articles of Government following receipt of an Order dated 13 February 2019. The previous Instrument and Articles of Government set out prescriptive details regarding the operation of Academic Board whilst the new version provided greater flexibility. The Board agreed the continuation of the present Academic Board arrangements at this time to enable new terms of reference to be informed by the ongoing academic governance review.

2. Membership of the Board of Governors (Paper G1037)

The Board noted vacancies that will arise in its membership in November 2019 and considered options for public advertisements including the national press, 'Nurole', Committee of University Chairs website and highlighted the benefit of exploring local and community options. The Board discussed the need to broadly consider the skills that would be of benefit to the Board and its sub-committees. The Board agreed the proposal to delegate authority to the Chair to convene a panel of independent members to oversee the recruitment process and participate in interviews of shortlisted candidates of up to four new independent members. Governors were invited to suggest potential candidates to the Panel who could be encouraged to apply formally via the University Secretary's Office.

[ACTION: CHAIR / SECRETARY]

The Board noted that the periods of office of the Chair and Deputy Chair were also due to be considered for renewal in November 2019. Governors were invited to contact the Chair, Deputy Chair or Secretary, as appropriate, regarding membership matters.

3. President of the Students Union (Paper G1038)

The Board noted the election of Jazz Nesbitt-Larking as President of the Students' Union for 2019/20 and her consequent appointment as member of the Board of Governors for the year commencing 1 July 2019. The Board noted that a by-election would be held for the remaining student leader vacancies.

18/28 VICE-CHANCELLOR'S REPORT (Paper G1039)

1. External Environment

The Vice-Chancellor reported on the external context in which the University was currently operating. The Augar review had reported to Government but there remained a lack of clarity of outcomes to enable direct planning. Media interest in universities had recently focused on grade inflation, essay mills, unconditional offers, senior staff pay and student mental health and wellbeing. As a result of the combined union pay claim for this year, which was based on an average of surpluses, unrest through the summer and autumn was anticipated. The Vice-Chancellor reported that the revised Teaching Excellence Framework (TEF) data and metrics used this year would have resulted in a Bronze outcome for Bath Spa University primarily due to the use of Longitudinal Education Outcomes (LEO) data. LEO data specifically measures earnings eight years after graduation, which skews the more positive immediate employment outcomes for the University and accordingly does not reflect current progress and actions in this area. The Vice-Chancellor reported on the Office for Students (OfS) and Quality Assurance Agency (QAA) fee consultations. The Vice-Chancellor congratulated the Head of Careers and Employability on receipt of an OfS employability grant 'OfS Challenge Competition: Industrial Strategy and Skills – support for local graduates' with Bath College which will give the University reach into experiential areas. The award of the grant is currently under OfS press embargo.

2. Internal University business

The Vice-Chancellor reported on the National Student Survey (NSS) response rate which had reached 80% and noted that a high response rate resulted in more reliable data, which had an important bearing on league tables and on the student experience. She noted that the restructure could potentially impact on the results.

The Vice-Chancellor reported on the positive outlook for recruitment with the conversion rate up 51% on the same time last year which was primarily attributed to the 3.2.1.Go! initiative. The Board commended the Vice-Chancellor and the Pro-Vice-Chancellor Academic Planning for the significant efforts in this area.

The Vice-Chancellor provided an update on the 2030 strategy and thanked the Board for its contributions. The revised strategy was being considered at committees and would be subsequently shared more widely with staff and students. The Board was supportive of the approach whereby the strategy would be presented to the next meeting of the Board but the strategic planning supporting the strategy would take place over the summer to enable the new Pro-Vice-Chancellors to contribute.

The Vice-Chancellor reported the successful conclusion of the second SPA (special projects and activities) Week, which intended to develop the concept of enjoyment in learning. The University calendar had also been rearranged so that the semester 2 break in future would coincide with school holidays. Feedback from the Bath School of Art and Design Senior Academic Rep in relation to the practice of setting extra fees for areas of practice had revealed that sector practice was moving away from this approach. Accordingly, a revised approach whereby students would not be charged additional fees would be proposed in the budget setting process and was estimated as being a cost of £160,000 per annum. The Board endorsed the proposal and discussed implementation concerns regarding perceptions of current students, noting however that as costs were paid on an annual basis, all current or prospective students would benefit and that this would also serve to demonstrate the impact of the student voice.

The Vice-Chancellor and Deputy Vice-Chancellor provided an update on the Research Excellence Framework. Bath Spa University would submit 10 units of assessment in comparison to 6 in the previous submission. It was anticipated that 50% of staff would be submitted in comparison to 30% previously, but that would be dependent on the interpretation of the definition

of 'staff with significant research responsibility'. Outputs suggest that quality was rising with more internationally significant research. Support for staff was focused on impact case studies and support for submission rather than developing new outputs and the University's focus was on reputational gain and increased research profile.

The Vice-Chancellor thanked the Chief Operating Officer for the management of the Locksbrook Road project and advised that the project would be delivered sufficiently close to time. The Chief Operating Officer advised that, while continuing efforts were being made to contain costs, a slight over-spend in the order of 1% was likely and that this would be managed in the context of the current financial climate. Bath School of Art and Design staff have been reassured of the continuation of the project in the context of the restructure. Ongoing environmental and planning issues were continuing to be explored and the Board suggested liaison with Natural England to facilitate resolution. The Board commented on the development and fundraising opportunities to be explored in the context of the project.

3. University cost-saving and restructure (including reference to Paper G1040)

The Vice-Chancellor thanked the Chief Operating Officer, Deputy Vice-Chancellor and Director of Human Resources for their work in this area and noted the new PVC appointments. The Board agreed to designate the post of PVC Finance and Infrastructure as a 'senior post' in accordance with the provisions of the University's Instrument and Articles of Government, noting that this provided the Board with oversight rather than management of the post. Accordingly, the Board noted that the pay and conditions in respect of the post of PVC Finance and Infrastructure would be subject to determination by the Remuneration Committee. The recruitment panel would include Teresa Fisk and the Deputy Vice-Chancellor from Exeter University for externality.

18/29 PROGRESS WITH RESTRUCTURING (Paper G1040)

The Chief Operating Officer reported that good progress was being made with the restructuring and that the academic elements were still subject to consultation until early May. Restructures of other areas including those relating to the new PVCs were due for consultation in May. The proposed structure was intended to be more responsive to changing circumstances and would also have a cost saving impact. Confidence was expressed that the changes could be implemented within budget. Resources had been developed to support staff during the period of uncertainty. Effective working relationships were in place with the Trades Unions.

The Board discussed the number of direct reports of the Vice-Chancellor and Deputy Vice-Chancellor in the proposed structure. The fact that the direct reports would be senior roles with their own clearly defined responsibilities was noted as was the importance of the quality and experience of the appointees. The structure was noted to align with sector practice in terms of the number of direct reports.

The risk register for the restructure had been updated but it was noted that delivery of the proposed benefits also required cultural change. The Board noted that there was no explicit reference to the risk on curriculum delivery although it was broadly encapsulated in the risk that the new structures do not operate as intended. The Board agreed that the risk on curriculum delivery should be added to the register.

[ACTION: CHIEF OPERATING OFFICER]

The Senior Academic Reps were meeting with the PVC Student Experience and PVC Academic Planning to discuss communications with students due to some inconsistent messaging to students from some staff.

The Board commended the approach to the restructure and noted that future updates to the Board could focus on any issues arising from the restructure.

18/30 UNIVERSITY RISK REGISTER (Paper G1041)

The Pro Vice-Chancellor (Learning and Teaching Quality) presented the University Risk Register and noted that there had not been significant changes pending review of the risk management framework and the register which would be considered by Audit Committee in June and the Board in July.

[ACTION: SECRETARY / PVC (LEARNING AND TEACHING QUALITY)]

The Board discussed the need to focus on the main body of risks facing the institution and on developing monitoring mechanisms to ascertain whether the risk was under control. The Board noted that Audit Committee had responsibility for the process whilst the Board was responsible for overview of the risks. The Board discussed the designation of Vice-Chancellor's Advisory Group (VCAG) as the risk register owner and noted that VCAG acted as a risk committee but suggested that the ownership of the register should form part of the review. It was also noted that it would be beneficial for the Executive to, in future, guide the Board on risks it particularly wished to highlight. The Board noted that it may be beneficial to discuss the Compliance risk in more detail at a future meeting. The Board noted that there may be a number of changes to the detail in the register particularly in respect of accountable managers following the restructure. The PVC Learning and Teaching Quality was thanked for his work on risk management.

18/31 FINANCIAL REPORT FOR THE PERIOD 1 AUGUST 2018 to 30 JANUARY 2019 (Paper G1042)

The Chief Operating Officer and Acting Head of Finance presented the half yearly report. The expected range of outcomes for the operating surplus before restructuring was reported as £1.23M to £1.83M with an overall deficit forecast of £2.07M. Quarter 3 would be reported to Finance and Infrastructure Committee in May. In respect of covenants, Lloyds had proposed aligning the original borrowing covenants with the more recent covenants. A number of meetings had been held with Santander regarding the rewriting of the covenants and although an email had been received stating their position, formal written confirmation had not yet been received; this was in part seen to be due to the bank awaiting the routine tri-annual revaluation of Green Park House. The external auditor had been present at the meetings with Santander and required the covenants to be relaxed or revised before 31 July. The second part of the process would be for the covenants to be reviewed and revised more broadly.

The Board approved the changes to bank account signatories following the departure of the Head of Finance and also approved the PVC Finance and Infrastructure as a bank account signatory once appointed.

[ACTION: CHIEF OPERATING OFFICER]

18/32 BUDGET PREPARATIONS 2019/20 (Paper G1043)

The Chief Operating Officer and Acting Head of Finance presented the budget preparations and confirmed that the University was taking a cautious approach with assumptions set out in the appendix. Key assumptions related to a prudent approach to recruitment noting that early indications suggested that postgraduate taught and international recruitment would maintain current levels. It was assumed that the OfS Teaching Grant would be reduced.

The Board discussed capital expenditure and the development of the University sports ground, including exploration of the potential for investment sources. The Chief Operating Officer reported

that the potential for reconfiguration of Sion Hill was being explored and an update would be provided at the next meeting.

[ACTION: CHIEF OPERATING OFFICER]

The Board discussed the need to proactively consider an approach to pensions. The Chair declared that he was a director of a different LGPS pension scheme. The Chief Operating Officer noted that pension costs were continuing to rise and that options would be explored including growing a defined contribution scheme, transfer into an enhanced defined contribution scheme or maintaining the current situation. The Board commented on the ethical and equality factors surrounding the issue of pensions and the difficulty of managing this during a change programme. Concerns were raised in respect of duty to the workforce and the potential for changes to impact disproportionately on specific groups of staff, particularly those on lower incomes. The Board encouraged consideration of broad and potentially hybrid options. The Board was supportive of the University being part of the Million Plus consortium of thinking which would also facilitate a consistent approach in the sector. The Board agreed that an initial outline of options should be discussed at the September Board meeting and emphasised the importance of seeking professional advice given the complexity of the issues involved.

[ACTION: CHIEF OPERATING OFFICER]

18/33 FINANCE & INFRASTRUCTURE COMMITTEE CHAIR'S UPDATE (Paper G1044)

The Chair of the Finance and Infrastructure Committee reported that the committee had considered the restructure and the Locksbrook Road project in detail and the minutes had been circulated to the Board. She noted ongoing discussions in relation to pensions in particular linking to the principle of fairness and actions taken by other universities.

The Board approved the revision of the terms of reference to increase the maximum number of members to six and minor changes to nomenclature.

18/34 AUDIT COMMITTEE CHAIR'S UPDATE (Paper G1045)

The Chair of the Audit Committee reported that the committee had looked at the risk policy and risk appetite and audits in relation to NSS and the student experience and housekeeping regarding insurance and bad debts. The risk management framework would be further reviewed in June.

The Board noted that the Remuneration Committee had discussed the need to ensure that the expenses policy is up to date and that this should be referred as appropriate to the Audit Committee to avoid duplication.

[ACTION: SECRETARY / CHAIR OF AUDIT COMMITTEE]

The Board approved the revision of the terms of reference in relation to nomenclature and emphasis of risk management

18/35 HEALTH & SAFETY ANNUAL REPORT (Paper G1046)

The Director of Human Resources presented the annual Health and Safety report and noted that fundamentally the University is a safe organisation with a good health and safety record. Analysis by the Estates team was taking place in respect of the number of fire alarm activations given the impact on the student experience. The Board discussed the focus on safety rather than health and requested that future reports have a stronger emphasis on health. The Board noted that the Health and Safety Policy was reviewed annually and that the Students' Union are members of the Health and Safety Committee, which assists in identifying and communicating student issues. The Board discussed the reduction in traffic related incidents and noted action taken in this area.

including the improved lighting on walkways and security team presence on a pedestrian crossing alongside a bus stop.

18/36 OTHER ITEMS FOR INFORMATION

The following minutes were received for information:

- Academic Board – 29th January 2019
- Audit Committee – 7th November 2018
- Finance and Infrastructure Committee – 7th November 2018

18/37 ANY OTHER BUSINESS

The Board noted that it was Ryan Lucas' last meeting and thanked him for his contributions to the Board.

The Vice-Chancellor congratulated Susan McMillan for her success with the motion capture bid.

The meeting closed at approximately 3.10pm.

David Newman
Secretary to the Board of Governors
April 2019

Signed as a record of confirmed minutes by:

Mr Terence Jagger
Chair

Date
16th July 2019

