



**BOARD OF GOVERNORS**  
**Minutes of Meeting held 10 December 2020 at 14:30 by conference call**

Present:

Mr T Jagger (chair)	Ms J Luxford (committee chair)
Dr J Brasted	Mr S Lockren
Ms E Casey (Students' Union President)	Dr S McMillan
Mr R Clarke	Ms V Nawathe
Ms T Fisk (committee chair)	Prof S Rigby (vice-chancellor)
Mr J Glasspool (deputy chair)	Ms L Stone
Ms S Harris	Mr N Sturge
Ms S Lane	

In attendance:

Mr D Newman (University Secretary)  
Ms R di Corpo (Governance Manager)  
Mr M Bishop (Partner, Grant Thornton) *[item 5]*  
Mr P Fox (Pro Vice-Chancellor, Finance and Infrastructure)  
Ms S Johnson (Audit Manager, Grant Thornton) *[item 5]*  
Mr J Gulrajani (Head of Strategic Planning and Insights) *[items 6]*  
Prof N Sammells (Deputy Vice-Chancellor and Provost)  
Mr M Webb (Deputy Director of Finance) *[items 1-5]*

**20/35 APOLOGIES**

No apologies were received, but J Luxford had provided advance notice that she would be joining late. The External Auditors, Grant Thornton, will be in attendance for the agenda item concerning the annual report and financial statements for the year ending 31 July 2020. The chair ensured governors had received the university secretary's email of 9 December, notifying the board of the updated documentation for their attention concerning the going concern issue.

**20/36 MINUTES** of the meeting held on 25 November 2020

The minutes of meeting 25 November 2020 were approved, subject to one small amendment to reflect the postgraduate taught student membership of academic board, reported via the vice-chancellor's report (G1122).

**20/37 MATTERS ARISING**

With reference to the schedule of actions, no matters were outstanding or reported on.

**20/38 CHAIR'S BUSINESS**

The chair encouraged governors to send apologies for the board awareness sessions at least one week before the event date, to ensure a strong turnout for presenters.

The board confirmed J Brasted as a member of the remuneration committee, on recommendation of the university secretary and committee chair, J Glasspool, following the departure of governors R Heald and P Martin.

The university secretary updated governors on the recruitment process for new governors. Panel members are T Jagger, J Luxford and R Clarke supported by D Newman, and three applicants have been invited for interview. Any recommendations for appointment will be made to the Board. The expertise of applicants is concentrated mainly on higher education with some management experience of equality, diversity and inclusion.

*[L Stone left the meeting]*

*[M Bishop and S Johnson (External Auditors) joined the meeting]*

**20/39 ANNUAL REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 JULY 2020 (Paper G1134)**

P Fox introduced the final version audit report and the annual report and financial statements for the university and its subsidiaries for the year ending 31 July 2020, as provided (paper G1134). The university has received a clean audit despite the difficult working environment. The deputy director of finance and his team were thanked for their efforts and the head of strategic planning and insights was acknowledged for coordinating the narrative sections of the annual report; an addition to previous years' reports, on recommendation of the board. P Fox reported that the audit committee and finance and infrastructure committee had reviewed the papers, where aligned with their respective remits, but that for the purposes of this meeting governors are to consider the external auditor's conclusions.

M Bishop confirmed the clean audit, with no issues to report. Submission of the audit findings report was delayed due to the need for the university to create a more substantive going concern review document on account of the more challenging environment arising from the pandemic. M Bishop referred to P Fox's helpful paper in relation to going concern which analysed the key risks, and confirmed that mitigations were in place and that there was continued dialogue with the banks. The external auditors are comfortable with the clean opinion regarding the going concern. There is one control finding regarding journals to be aware of, however overall the university is in a good position. The assistance of M Webb (deputy director finance) in ensuring timely information flow was appreciated.

*[J Luxford and V Nawathe joined the meeting]*

On pensions, M Bishop recommended the university stay in regular contact with the pension funds on the direction of travel. Governors had given due consideration to pension issues in the 2019/20 academic year, highlighting key areas of concern including (future) discount rates and employer contributions (in cash terms). P Fox will report back to the finance and infrastructure committee.

[PRO VICE-CHANCELLOR, FINANCE AND INFRASTRUCTURE COMMITTEE]

J Luxford advised that the audit committee had interrogated the audit processes and reviewed the draft reports and that feedback was positive.

As recommended in paragraph 1.2 of the paper (G1134) the board,

- a) considered the audit findings report of the external auditor (appendix a);
- b) agreed the annual report and financial statements for the year ended 31 July 2020 (appendix b);

- c) confirmed, in accordance with FRS 102, that the accounting policies (pp 41-46 of the annual report and financial statements 2019/20), are appropriate;
- d) agreed the letter of representation from the university to the independent auditors (appendix c);
- e) noted that the accounts for the subsidiary companies Bath Spa U Ltd (BSUL) and Bath Spa Venues Ltd (BSV) (appendices d and e) have been considered and approved by their own boards, and form part of the university's consolidated results;
- f) agreed the draft letters of support to BSU Ltd and BSV Ltd (appendix f);
- g) noted the finance report (presentation) for the year ended 31 July 2020 which included an explanation of significant variances between the budget for the year ended 31 July 2020 and the annual financial statements (appendix g);
- h) authorised the chair and vice-chancellor to sign the report and accounts, the letter of representation and the letters of support.

The chair reiterated his thanks to all those involved in the preparation of the annual report and financial statements, and for the outcome of a clean audit, on behalf of the board. Thanks were also extended to the external auditors.

*[M Bishop, S Johnson and M Webb left the meeting]*

**20/40 PROPOSAL TO EXPLORE A STRATEGIC ALLIANCE BETWEEN BATH COLLEGE AND BATH SPA UNIVERSITY (Paper G1135)**

**Redacted: FOI exemption, Section 43 (commercial interests)**

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**20/41 ITEMS FOR INFORMATION**

No items for information were presented at this time.

**20/42 ANY OTHER BUSINESS**

The chair thanked J Brasted for attending the Committee of University Chairs event, 'learning and teaching reimagined'. A summary of the main focus areas (digital transformation, learnings from Covid-19, accessibility agenda) is available to governors for information.

Future board meetings will continue to be held virtually in light of the coronavirus pandemic, unless otherwise advised. The secretariat is looking into a subscription agreement for board portal software to improve access to and use of board and committee papers for governors. The objective is to initiate the service in early 2021, to roll out over a period of time, with user training arranged as required.

The university's virtual carol service was confirmed for 14 December and governors will receive the details in due course.

The meeting closed at 16:30.

R di Corpo  
Governance Manager  
December 2020

Signed as a record of confirmed minutes by:

Mr Terence Jagger  
Chair

REDACTED FOI  
exemption,  
Section 40 (personal data)

Date: 1 March 2021