



BOARD OF GOVERNORS

Minutes of the meeting held on 16 February 2022 at 1330hrs
Room 201, Locksbrook campus

Present:

Mr J Glasspool (Chair)	
Dr J Brasted	Professor J Ravalier*
Ms E Casey*	Mr S Riad*
Mr S Egan	Professor S Rigby (Vice-Chancellor)
Ms M Evans	Ms C Stott
Ms S Harris	Mr N Sturge
Ms S Lane	Dr E Wakelin
Mr S Lockren*	Mr H Watts
Ms J Luxford	Ms A Workman

In attendance:

Ms L Barling (Governance Manager)
Mr Paul Fox (Pro Vice-Chancellor Finance and Infrastructure)
Mr D Newman (University Secretary)
Professor N Sammells (Deputy Vice-Chancellor and Provost)
Ms Dawn Turpin (Independent Governance Effectiveness Reviewer)
Dr Mark McGuinness (Pro Vice-Chancellor Academic Planning)* for item 7.
Professor Andy Salmon (Pro Vice-Chancellor External) for item 11.

* attended virtually

21/33 WELCOME AND APOLOGIES

- 1.1 The Chair welcomed the new independent governors to their first Board meeting.
- 1.2 The Board **NOTED** the following:
 - 1.2.1 Ms D Turpin, the external governance effectiveness reviewer, was attending the meeting as an observer and;
 - 1.2.2 There were two apologies received from Ms V Nawathe and Ms F Fryer.

21/34 DECLARATION OF NEW INTERESTS

- 2.1 The Board congratulated Dr J Brasted on her appointment to the post of Deputy Director (Assurance and Outcomes) at the Scottish Funding Council. The new appointment would be added to the Board's Register of Interests.

ACTION: University Secretary

21/35 PREVIOUS MINUTES

- 3.1 The Board **APPROVED** the minutes from the meeting on 8 December 2021 as a true and accurate record.

21/36 MATTERS ARISING

- 4.1 There were no matters arising and all of the outstanding actions on the action register had been marked as closed.

21/37 CHAIR'S BUSINESS

- 5.1 A number of updates were provided, and the following was **NOTED**:

- 5.1.1 Having approved the review terms of reference at the Board meeting in December, the external governance effectiveness review was currently underway, with the full report being presented to the Board at its meeting on 27 April 2022. Members were reminded to complete the online survey by 5pm on Friday 18 February. Interviews with board members and other key stakeholders were also scheduled to take place in the coming weeks.
- 5.1.2 The application deadline for the appointment of a new Chair was Friday 18 February 2022. Shortlisting would commence shortly afterwards. The shortlisted candidates would be invited to meet with the Vice-Chancellor and other members of the senior executive to assist them in preparing for their interviews. The interview panel would be chaired by Ms J Luxford and a focus group, led by the SU President, would also help to inform the process. Recommendations for appointment would be made to the Board following the interview process.

Out of Committee business (Paper G1203)

- 5.2 The Board **NOTED** two decisions that were taken out of committee – one seeking board approval for the appointment of the four new independent governors, in mid-December, and one seeking approval for a Board resolution relating to a change to the signatories on the HSBC banking mandate, in early January 2022.

21/38 VICE-CHANCELLOR'S UPDATE (Paper G1204)

- 6.1 The Vice-Chancellor spoke to her report, and the Board **NOTED** the following key points:

- 6.1.1 This was a pivotal moment for the University given the recent positive UCAS outcome and the sale of Green Park House, and it meant that the University, together with the Board, could now look to revisit and refresh the Strategy 2030.
- 6.1.2 The external environment remained somewhat turbulent with the pending response to the Augar report, the current OfS consultation on B conditions, cuts in arts funding, and rising inflation, national insurance contributions and energy costs.
- 6.1.3 With regards to COVID19, the University was hopefully on a glide path to normality – this would be a phased process, ending September 2022. In terms of lessons learned from the pandemic, the University was working hard to capitalise on the digital learning (i.e. digital transformation programme) and workforce flexible working.
- 6.1.4 The recruitment trajectory for the University was looking increasingly positive – over the past two years, BSU had increased its undergraduate applications by [REDACTED] which was significantly up compared with the rest of the sector which was only up by circa 3%. Although the Board noted that conversion activities had not yet begun, the University had developed three scenarios to model how the applications could convert into enrolments (see 21/39 below).
- 6.1.5 Student retention was much improved in Semester 2, compared with Semester 1 and it was anticipated that this would settle further over the coming months.
- 6.1.6 National Student Survey (NSS) returns were currently at a 58% response rate, which was looking positive.
- 6.1.7 [REDACTED: FOI exemption, Section 43: commercial interests]
- 6.1.8 In terms of portfolio development, new undergraduate courses had been introduced in Architecture, Law, Forensic Psychology, Fashion Marketing, Games Development and Cyber, all of which were recruiting extremely well. In the pipeline for 2023/4 were programmes such as Sports Production, Sports Nutrition, Sports Management, Biomedical Science and Marketing. It was noted that unsustainable courses had been suspended from recruitment, with no new intakes this year and teaching out for 2nd and 3rd years. The University was also undertaking module streamlining to improve sustainability, to focus resources and to preserve the student experience.

- 6.1.9 Partnerships were assisting the University in broadening its income base and BSU London, in particular, was recruiting well. The partnerships would also help to promote BSU's brand and reputation and foster new teaching opportunities.
- 6.1.10 A lot of work was going on in improving the student experience at the University – the current focus was on: student engagement, retention and success; looking at how best to support students through their journeys with us and graduates into high level and fulfilling graduate work; campus/residential life and community and developing our digital skills provision.
- 6.2 In particular the Board **NOTED** that the University's key priorities for the coming year were emerging as follows:
- To rebuild staff morale and sense of purpose following VS and industrial unrest;
 - To develop our workforce with teaching-only contracts, career pathways for teaching, enterprise and research, a reduction of our use of casual contracts;
 - To return teaching and learning to a new normal by September 2022;
 - To optimise conversions into our undergraduate degrees for 2022 entry;
 - To build a clear understanding of our data into our decision-making, especially around retention, teaching and OfS B conditions/Teaching Excellence Framework;
 - To continue with our Recovery and Renewal Plan, including carefully leading through the delicate process of closing courses as well as opening them;
 - To capitalise on external opportunities through the **Redacted: section 43, commercial interests** ;
 - To ensure that we have the external reach and impact to be agents of change and not just passive recipients of the need for such change and;
 - To continue the rapid development of our estate to fit our emerging purposes.
- 6.3 During discussions, the following was highlighted:
- 6.3.1 The key University priorities as highlighted in paragraph 6.2 above would help to inform board discussions at the Board Away Day in April.
- 6.3.2 The University would not need to invoke its student protection plan for courses that were being closed because the University was 'teaching out' those courses.
- 6.3.3 The Pandemic Planning Group would be running a consultation with students in the coming weeks to better understand their views on virtual versus face-to-face teaching, although initial feedback from students was that the majority would prefer to go back to face-to-face teaching.
- 6.3.4 Communication with staff around the VS scheme had been extremely well articulated, although feedback from some staff had been that perhaps the tone of that communication could be more nuanced at future Town Hall sessions. The Vice-Chancellor would address this at the upcoming sessions.
- 6.3.5 Some academic staff had raised a concern that they might be asked to move to a teaching only contract as a result of the cuts in casual contracts, but the Board was assured that this was not the case. The Vice-Chancellor would additionally address this concern at the upcoming Town Halls.
- 6.3.6 The SU was keen to work with the University around TEF and the OfS B conditions, and would be invited to future discussions.
- 6.3.7 With regards to the development of short courses and the curriculum review, the Board emphasised the importance of making use of the learning from those, to bring new ideas on content and curriculum back into the overall core business of the University. This would then allow the University to better articulate the type of flexible delivery model that it would like to have in the future and how that could be costed effectively and efficiently. This was a topic that the Board was keen to discuss further at the April away day.
- 6.3.8 All of the work currently underway at the University should transform the student experience and this must be transparently communicated across the University and in as many fora as possible.
- 6.3.9 The West of England Cultural Plan represented a significant opportunity for the University, not least because it set the university in the context of the West of England's value in culture, skills and activity. Members noted that no other cultural compact in the country had done as well as this one.

21/39 UNDERGRADUATE STUDENT RECRUITMENT 2021 & 2022 (PowerPoint Presentation)

- 7.1 The PVC Academic Planning delivered a presentation on progress with UG student recruitment for 2021 and 2022. The highlights were:
 - 7.1.1 There had been a big increase in applications **Redacted: Section 43: commercial interests** related to extended geographical reach through lockdown marketing, and the market share of all UCAS applications had grown **Redacted: as above**
 - 7.1.2 However, continued lockdowns meant that the University was unable to capitalise on this interest, showing only very small growth in acceptances and then enrolments: **Redacted: FOI exemption, section 43: commercial interests**; further analysis showed Russell Group encroachment, grade inflation, and with reversion to stronger brand/reputations all implicated.
 - 7.1.3 The 2022 UCAS cycle was looking positive, with a strong demand for Open Days: **Redacted: FOI exemption, section 43: commercial interests**.
 - 7.1.4 The reasons why the University had done so well with recruitment appeared to be down to various initiatives currently underway – **Redacted: FOI exemption, Section 43: commercial interests**.
 - 7.1.5 The University had developed three scenarios to model how the applications could convert into enrolments and these were shared with the Board as part of the presentation.
- 7.2 During discussions, the following was highlighted:
 - 7.2.1 The Board congratulated the PVC Academic Planning and his staff for the impressive effort around recruitment.
 - 7.2.2 Members noted that many students choose BSU because it is campus-based, and provides a strong community led experience, where students had a relatively human scale experience. This was something that had always been very well articulated and marketed, and was used to the University's advantage during Open Days.
 - 7.2.3 Whilst applications now needed to be turned into conversions, the Board noted that the University was working hard as part of its conversion activity to try and predict student needs and listen to them, and then act swiftly to accommodate them (this was made much easier because BSU was a smaller scale University compared with the bigger Russell Group institutions).
 - 7.2.4 The Board emphasised how important the rapidly developing portfolio of applied courses with vocational relevance was, and commented that this was yet another strength for BSU.
 - 7.2.5 The University's presence at Locksbrook in Bath had clearly positively impacted on the perception of the University in terms of future recruitment – this went a long way to endorsing the University's strategy of growing and diversifying its campus, and proving that the University's current and future investment in its estate was working. The focus now would be on continuing with that diversification **Redacted: FOI exemption, Section 43: commercial interests**.
 - 7.2.6 With reference to the three 'scenarios' referenced in paragraph 7.1.5 above, the Executive team would be reviewing those again in the next 6 weeks, the outcome of which would be communicated to governors and other key stakeholders.
 - 7.2.7 Whilst the percentage of applications from new courses was extremely encouraging, grade inflation was slowly decreasing and DfE were clear that things would go back to normal over the next two or three years – therefore, it would be important to put in place plans for a potential significant increase in student numbers. The Board was assured that from a space perspective,

the University was planning for that sufficiently, **FOI exemption, Section 43: commercial interests** The Board emphasised the importance of also ensuring that the student experience was maintained in that 'scenario'.

[Mark McGuinness left the meeting]

21/40 ADAPTED VERSION OF THE BUDGET ASSUMPTIONS (Paper G1205)

8.1 The PVC Finance & Infrastructure introduced his paper. The following was highlighted:

8.1.1 This paper kicked-off the annual review of the budget and medium term plan, and represented a 'snapshot in time' - the PVC F&I would continue to monitor the assumptions as things changed and evolved.

8.1.2 Inflation in the financial plan was currently at 2% on pay and 0% on non-pay, and would need to be revised upwards. **Redacted: FOI exemption: Section 43, commercial interests**

8.1.3 The senior executive team continued to keep the Recovery & Renewal Plan under review and a regular update was provided by the Vice-Chancellor at each Board meeting. Changes in that Plan would impact 2022/23 and the revised financial plan for the outer years on a top-down basis.

8.1.4 University Schools and Departments would focus on reviewing and updating their operating plans in the period February – April, and whilst this was not being conducted as an opportunity to bid for additional resources there was the possibility of anticipated changes (e.g. in student numbers or planned curriculum) requiring budget changes, and this would be identified through this 'bottom up' process on an exceptional basis.

8.1.5 The senior executive team would need to integrate those bottom up and top down drivers for change into the draft 22/23 Budget and revised financial plan for consideration at the F&I Committee in June for it to make recommendations to the Board in July 2022.

8.1.6 The Capital Plan was approved by the Board in July 2021 and this would be the starting point for review. Any capital proposals approved under the investment framework would also need to be incorporated.

8.2 During discussions, the following comments were made:

8.2.1 **Redacted: FOI exemption, Section 43: commercial interests**

8.2.2 **Redacted: FOI exemption, Section 43: commercial interests**

8.3 The Board **APPROVED** the delegation mechanism in respect of Locksbrook adaptations which meant that the approval of the business case would be delegated to the Chair of the Board and the Vice-Chancellor.

21/41 ESTATES STRATEGY UPDATE (SUMMIX SITE) (Paper G1206)

9.1 The PVC F&I introduced his paper.

9.2 The Board **NOTED** that, in accordance with that which was agreed at the December Board meeting, the Chair of the Board, and the Vice-Chancellor, in consultation with the Chair of the F&I Committee had agreed the Heads of Terms for the Locksbrook (Summix) acquisition in late January 2022. The major terms were included in today's paperwork and the transaction was with lawyers, due to complete on 9 March.

9.3 The Board **CONSIDERED** the potential opportunities going forward, as highlighted in the paper, and noted that the Board would be having a further in-depth discussion about the University's estate at its away day in April.

21/42 FINANCIAL PORTFOLIO STRATEGY (Paper G1207)

10.1 The PVC F&I introduced his paper which set out the proposed terms of reference of the Financial Portfolio Committee, the proposed University Responsible Investment Policy and the proposed

way forward in respect of the financial portfolio, in light of the Financial Portfolio workshop held on 27 January 2022.

- 10.2 The Board **APPROVED**: the terms of reference and membership for the Financial Portfolio Committee. The members included: Joy Luxford (Chair), Steve Egan, Vinita Nawathe, Emily Casey, Alice Workman, the SU President, and the Vice-Chancellor or her nominee (Paul Fox, PVC F&I).
- 10.3 The Board **APPROVED**: a Resolution such that the 3 bank account signatories were also the signatories to the HSBC financial portfolio. The Board **AGREED** that the signatories would be:
- Paul J Fox, Pro Vice-Chancellor Finance & Infrastructure, as a signatory;
 - Joanna Stocks, Director of Finance & Strategic Planning, as a signatory and;
 - Tracy Banks, Head of Financial Operations, as a signatory.
- With 2 of the 3 being required in each case.
- 10.4 The Board **CONSIDERED** the Responsible Investment Policy prepared by the University Secretary, which had been deliberately framed as a high level starting point which should evolve over time. There was detailed discussion around how the University could best interpret that policy, in particular in respect of investment in fossil fuels either directly or indirectly. The Board **NOTED** that if it were minded to choose no indirect exposure, then the University's current investment banking partner, HSBC, would charge more money in investment management fees and it would also take longer to set up the investment portfolio.
- 10.5 The Board also **CONSIDERED** more broadly its stance as a University on sustainability. There had been a robust discussion at the financial portfolio workshop in January around those issues, with the majority of members agreeing that if the University were to draw from the body of policies already in place, there was a strong argument for being more ambitious with our sustainability pledge.
- 10.6 The Board broadly endorsed the point about the University making a stand in its environmental credentials, and members were very keen to be as ambitious in this area as possible. Members felt that it was important for the University's reputation, as it would demonstrate a very positive ethos, and would be very much welcomed by the students as well as other key stakeholders both internally and externally. The Manchester University sustainable investment approach was referenced as a potentially helpful starting point, particularly around renewable energy.
- 10.7 The Board emphasised the importance of generating well-articulated and transparent communications about this matter to staff and the wider university community. It would be useful to have a discussion with the Unions and the Pension funds to ensure that the University was surrounding itself with organisations that embraced the same ethos – this would make it very clear that the University was living and breathing its own values.
- 10.8 The Board **AGREED** the Responsible Investment Policy including the Fossil Fuel Pledge, and in particular that the latter should be interpreted as excluding both direct and indirect investments in fossil fuel extraction companies. Consequently, the Board **AGREED** that an urgent meeting of the Financial Portfolio Committee should be scheduled to consider next steps, and that the Committee should be delegated to change the investment partner (away from HSBC) if it felt that that was necessary.

ACTION: Governance Manager

[Andy Salmon joined the meeting]

21/43 EMERGING OPPORTUNITIES (PowerPoint presentation)

- 11.1 Sue Rigby, Vice-Chancellor, and Andy Salmon, PVC External, delivered a presentation on key emerging opportunities for the University. A copy of the slides would be circulated after the meeting.

11.2 The Board **CONSIDERED** the emerging opportunities as presented, and the following comments were made:

11.2.1 The collective was around being agile and seeing the inter relationship between the parts. It would be essential to join up all of those opportunities and connect them to the core UG portfolio, in the longer term.

11.2.2 All of the opportunities as highlighted linked very well to our applied future as a University.

11.2.3 Redacted: FOI exemption, section 43: Commercial interests

11.2.4 Redacted: FOI exemption, section 43: Commercial interests

11.2.5 Redacted: FOI exemption, section 43: Commercial interests

11.2.6 It was important to understand what the relative opportunity size was for each of those opportunities and how the University could effectively benchmark that – not everything would be equal in terms of value or reach, and some of those would have different components, some of which would be uncomfortable. Members were keen to understand how the University could achieve more insight into each of those areas that the Board was exploring here today. This was something that would be discussed further at the April Away Day.

11.2.7 The board broadly agreed that it might be helpful at the Away Day to discuss which of the opportunities would really end up driving diversification in a meaningful way for the University and prioritise them.

(Joy Luxford left the meeting to attend another engagement)

21/44 STUDENTS UNION ANNUAL REPORT AND FINANCIAL STATEMENTS 2020/21 (Paper G1208)

12.1 Board **NOTED** the report.

21/45 OTHER ITEMS FOR INFORMATION

13.1 The Board **NOTED** the following reports:

13.1.1 Draft Action notes from the Governance Effectiveness Review Steering Group meeting held on 28 January 2022.

13.1.2 Draft minutes from the Finance and Infrastructure Committee meeting on 3 February 2022.

21/46 ANY OTHER BUSINESS

14.1 Members noted that the next board awareness session was scheduled for 1 March and; the board away day would take place on 26 April at Corsham Court, followed by the formal Board meeting on 27 April.

[The meeting ended at 16.07]

Lucy Barling
16 February 2022

(Signed as a record of confirmed minutes)

Redacted: FOI exemption,
section 40: personal data

Jonathan Glasspool, Chair
Date: 27 April 2022