

MINUTES

BOARD OF GOVERNORS, BG-131

Date: Tuesday 28 November 2023

Time: 14:30

Location: CA105/6, Catalyst, Leek Rd

Notes:

1. *Items marked with an asterisk (starred items) are for information only or regarded as noncontentious. Starred items will not be discussed and will be assumed to have been noted or approved unless a request to unstar a named item is received from a Board member in advance, or at the commencement, of the meeting.*
2. *Items classified as Confidential, and their subsequent minutes, will be redacted before publication of the agenda and minutes on the University's public website.*

Know Your Business session, 1430 – 1500: Equality, Diversity and Inclusion presentation. A session was delivered by Ravinder Kaur, Director of Equality, Diversity and Inclusion summarising the findings of the EDI annual report.

Members and attendees commented as follows:


- Discussion ensued on the profile of Governors, and it was agreed that it would be beneficial to capture socio economic data in the EDI form for Governors.
- Leonard Stuart asked about the ethnicity pay gap and whether staff from ethnic minorities employed at the University tended to work in lower grade roles. Ravinder Kaur explained that the ethnicity pay gap information showed that more staff from ethnic minorities were employed in higher graded roles, albeit this was skewed by the low number of staff from these backgrounds.
- Ravinder Kaur discussed the Data Integrity campaign being launched in January which will encourage staff to report sensitive data more fully if they wish, and provide updates to historical records. The results will be benchmarked against ONC and OfS data for comparison purposes.
- Jonathan Chapman commented on the student attainment gap and whether more ambitious targets should be set. Annabel Kiernan explained that the APP was rebased last year and a new plan was in place from September 2023 with new shaped interventions.
- The Board commended the report and praised the leadership of Ravinder Kaur.

Members		
Olayemi Ajiteru	Student Governor (President, Students' Union)	P
Jonathan Chapman	External Member	P
Mohit Dhingra	External Member	P
Kevin Gould	External Member	P
Chris Headleand	Staff Governor (academic staff)	P
Saima Hussain	Staff Governor (professional services staff)	P
Colin Hughes (Chair)	External Member	P
Professor Martin Jones	Vice Chancellor	P
Baljinder Kuller	External Member	P
Martin Pugh	External Member	P
Kim Newell Chebator	External Member	P
Juliet Oosthuysen	External Member	P
Leonard Stuart	Student Governor	P
In attendance		
Ian Blachford	Chief Operating Officer and Clerk to the Board of Governors	IA
Dr Annabel Kiernan	Pro Vice Chancellor - Education	IA

Professor Kevin Hetherington	Deputy Vice Chancellor	IA
Sally McGill	Chief Financial Officer	IA
Professor Raheel Nawaz	Pro Vice Chancellor – Digital Transformation	IA
Sue Boyce	Assistant Clerk to the Board of Governors (<i>minutes</i>)	IA

P = Present; A = Apologies; Ab = Absent; L = Late; IA = In Attendance; T = via Teams

1 MEETING MANAGEMENT	
2855	No Apologies for Absence were received.
2856	There were no new Declarations of Interest .
2857	The Minutes of the last meeting of the Board of Governors , 12 October 2023 BG/130/01 were confirmed as a true and accurate record.
2858	<p>Matters arising:</p> <p>Minute 2836 – Student recruitment – to note that this would be one of the main subjects to be discussed at the strategic event on 29th November 2023.</p> <p>Minute 2839 – Budget and Expenditure Reduction – the Board would be provided with an update on the delivery of the in-year budget savings under the item referred through from Sustainability and Resources Committee.</p>
2 STRATEGIC OVERVIEW	
2859	<p>The Strategic Developments Report BG/131/02 was introduced for discussion by the Vice Chancellor Martin Jones. Since the last Board, the external landscape for HE has been shaped by the last party conference season before the anticipated general election in 2024, the maiden public speech of the Professor Arif Ahmed as the OfS's first Director of Free Speech, the King's Speech and the Cabinet Reshuffle.</p> <p>Discussion ensued on the impact of potential political developments on the University. Martin Jones stated that hyperflex courses are set to become standard in the LLE space, and this is an opportunity for the University as it is already exploring micro credential offerings. The University is maintaining a watching brief and monitoring the political landscape, but is very well placed to offer modular learning, depending how this progresses with the political parties and future government.</p> <p>There were no further comments and the report was noted.</p>
2860	<p>The Annual Quality and Standards and Student Success Report 2022-23 (incl Degree Outcomes Statement) BG/131/03 was introduced by Pro Vice Chancellor Academic, Annabel Kiernan. The report provided a holistic picture of the University's performance in the previous academic year and Annabel Kiernan provided a presentation of the main summary findings from the report, noting the areas of assurance that the Board needed to consider.</p> <ul style="list-style-type: none"> • Members and attendees commented as follows: • Juliet Oosthuysen asked whether cost of living challenges could have affected the withdrawal rates. Annabel Kiernan said that the basic needs survey deployed by the Student Union confirms that the cost of living was a factor. The survey also reveals that mental health problems also present challenges to some students and she confirmed that early interventions are being deployed to assist with student's individual circumstances. • Discussion ensued on the University's performance against national averages and Annabel Kiernan explained that retention rates are constant and the University has a slightly higher withdrawal rate. Mohit Dhingra asked whether it was typical for apprentices to have higher withdraw rates and Annabel Kiernan explained it is common in industry as organisations struggle to specify when apprentices are required to work rather than study. Challenges also exist within the NHS as releasing staff to study presents difficulties with staffing levels for the NHS. Issues around withdrawal rates are being monitored so that support can be provided to apprentices. • Kim Newell Chebator asked about intermittent study rates and Annabel Kiernan explained that further investigation needs to take place on why students are disengaging before withdrawing. It remains a priority to triangulate withdrawals with NSS comments relating to for example, mental health, to offer students more support holistically. • Leonard Stuart asked whether the new Lifelong Learning Entitlement (LLE) could encourage students to study at different universities. Martin Jones confirmed that this could be the case as students will be entitled to academic credits, rather than the current year by year study arrangement. • Although the detailed information contained in the report is required for OfS reporting purposes it was agreed that the report could be reformatted into a high-level dashboard or a tabulated format, with concise statements and a

	<p>RAG status reporting system. Annabel Kiernan agreed to provide a version of this to the Strategy and performance Committee for their next meeting, with onward referral to the Board.</p> <p>There were no further comments and the report was approved.</p>
3 SUB-COMMITTEE BRIEFING SHEETS AND REFERRED ITEMS	
2961	<p>BRIEFING SHEET - Remuneration Committee, 13 October 2023 BG/131/04</p> <p>The contents of the Briefing Sheet from the Remuneration Committee were noted and the follow matters were considered.</p> <p>FOR APPROVAL</p> <p>a) Minute 7 - Committee Terms of Reference 2023-24 BG/131/05</p> <p>The terms of reference were approved.</p> <p>b) Minute 13 - Annual Statement of Senior Postholder Remuneration 2022-23 BG/131/06</p> <p>The statement was approved.</p>
2862	<p>BRIEFING SHEET - Nominations and Governance Committee, 13 October 2023 BG/131/07</p> <p>The contents of the Briefing Sheet from the Nominations and Governance Committee were noted and the following matters were considered.</p> <p>FOR APPROVAL</p> <p>a) Minute 689 - Committee Terms of Reference 2023-34 BG/131/08</p> <p>The terms of reference were approved.</p> <p>b) Minute 692 – Review of the Performance of the Chair of the Board BG/131/09</p> <p>The review was approved.</p> <p>c) Minute 693 – Committee Terms of Office Renewal Schedule and Vacancies BG/131/10</p> <ul style="list-style-type: none"> • The three nominated governors Josie Morris, Gemma Brierley and Eleanor Morrissey were approved by the Board. Kevin Gould commented that the governors were appointed on merit regardless of their diversity credentials. • Ian Blachford commented that two of the governors would be present at the Strategic Event on 29 November 2023. It was noted that Kim Newell Chebator and Martin Pugh’s probationary year would be considered at the summer meeting and that Mohit Dhingra would be considered for a second term of office. <p>d) Minute 694 – Chancellor role BG/131/11</p> <ul style="list-style-type: none"> • 
2863	<p>BRIEFING SHEET - Strategy and Performance Committee, 12 Oct 2023 BG/131/12</p> <p>The contents of the Briefing Sheet from the Strategy and Performance Committee were noted and the following matters were considered.</p> <p>FOR APPROVAL</p> <p>a) Minute 370 – Committee Terms of Reference BG/131/13</p> <p>The terms of reference were approved.</p> <p>b) Minute 380 - Business case – Lichfield BG/131/14</p> <p>The Board asked about the rationale for selecting Option B and Deputy Chief Executive, Kevin Hetherington, outlined that this option presents a strategic opportunity for the University to deepen its partnership with South Staffordshire College and strategically align its top-up pathway options with the college’s games courses that are located there. Furthermore, it will support growth of the university’s market share in Lichfield and South Staffordshire. It will also allow the University to strengthen its brand in the city and surrounding area and gradually reposition its Business Village towards games and</p>

	<p>digital sector businesses. Kevin Hetherington explained Option B could be considered a low risk as the University hasn't capitalised on this building for many years and merits the relatively low amount of proposed investment.</p> <p>The business case was approved.</p> <p>c) Minute 381 – Business Engagement Strategy BG/131/15</p> <p>The strategy was approved.</p> <p>FOR INFORMATION</p> <p>d) *Minute 372 – KPI Scorecard* BG/131/16</p> <p>The Scorecard was noted.</p>
2864	<p>BRIEFING SHEET - Audit and Risk Committee, 25 Oct 2023 BG/131/17</p> <p>The contents of the Briefing Sheet from the Audit and Risk Committee were noted and the following matters were considered.</p> <p>FOR APPROVAL</p> <p>a) Minute 1960 - Terms of Reference of the Audit and Risk Committee BG/131/18</p> <p>The terms of reference were approved.</p> <p>b) Minute 1963 - Internal Audit Annual Report (KPMG) BG/131/19</p> <p>The report was approved.</p> <p>c) Minute 1964 - Annual Report of the Audit and Risk Committee BG/131/20</p> <p>The report was approved.</p> <p>d) Minute 1966 - Strategic Plan: University-level Risk Registers BG/131/21</p> <p>The risk registers were approved.</p> <p>e) Minute 1967 - Strategic Plan: University Risk Appetites BG/131/22</p> <p>The risk appetites were approved.</p>
2865	<p>BRIEFING SHEET - Sustainability and Resources Committee, 16 Nov 2023 BG/131/23</p> <p>The contents of the Briefing Sheet from the Sustainability and Resources Committee were noted and the following matters were considered.</p> <p>FOR APPROVAL</p> <p>a) Minute 577 – Committee Terms of Reference 2023 -24 BG/131/23a</p> <p>The terms of reference were approved verbally and added to the papers after the meeting as BG/131/23a</p> <p>b) Minute 584 – Draft Financial Outturn 2022/23 BG/131/24, including Annual Report & Draft Financial Statements to y/e 31 July 2023 BG/131/24AppxA BDO External Audit Report including management letter points and letter of representation. BG/131/25</p> <ul style="list-style-type: none"> Sally McGill confirmed that these are the final versions of the financial statements and that an addendum will be added to the commentary to read as follows: <i>The student numbers for the September 2023 intake, when compared to the budget for 2023/24, were lower than expected. As a result of this management have prepared a forecast as at October 2023 reflecting the current position and management have prepared a plan to mitigate the lower recruitment.</i>

The Annual Report & Draft Financial Statements and BDO External Audit Report including management letter points and letter of representation were approved.

c) **Minute 586** – Update on In Year Financial Reductions BG/131/26

- The Chief Financial Officer Sally McGill updated the board that £15m, rather than £18m of savings need to be delivered over academic year 2023-2024 to return an operating surplus of 3%. This figure is due to improved situation in student numbers, specifically the progression of students between some levels of study, in some areas of the University.
- Ian Blachford updated the Board on the business case which had been developed since the last Board meeting. There are three strands to the business case - Academic SSR overstaffing (reduction in 55.5FTE), professional support staff reductions (11% cost reduction target resulting in 41.5 FTE reduction) and academic restructuring to 2 schools (circa 10 FTE reduction). Overall there will be a reduction of circa 100 FTE out of 1900 staff headcount.
- Collective consultation started on 13 November and will end on 27 December (45 days). This was shared with all staff on 17 November with emails to those at risk predominantly on 16 November. MSS opened on 17 November and will close on 8 December. Decisions will be made on 11 December and then staff will serve notice. The next meeting with unions will take place on 4 December. There has been some media interest from THE, The Sentinel, UCU website and FE news to name a few.

Members and attendees commented as follows:

- Leonard Stuart asked whether the University was able to be clearer, earlier, in future academic years about student numbers. Sally McGill responded that figures for continuing students had improved considerably due to interventions of staff. Returning students could not be predicted accurately until enrolment takes place.
- Discussion ensued on the terms of the banking covenant and Sally McGill confirmed that although the covenant stated that a deficit could not be returned two years in succession. In order to avoid this, the decision had been taken by the Executive to return an operating surplus every year for practical purposes and to minimise risk.
- Leonard Stuart enquired about the appointment of the Associate Deans earlier in the year who were now at risk of redundancy. It was clarified that the University's circumstances changed after these appointments and that the necessary measures had been taken to ensure academic management remains proportional to the number of students.
- Juliet Oosthuysen noted the importance of contextualising the narrative around the University's cash reserves. Sally McGill confirmed that the Unions are aware that the University needs to maintain its cash reserves.
- Chris Headleand asked about the timeline of the restructure and how this affects staff. Ian Blachford responded that the timeline was set out in employment law, noting that it was important to deliver the change programme at pace, in order to reduce the uncertainty for staff and deliver the in year savings.
- Chris Headleand also asked about the combining of schools and whether the number of management roles for larger schools would impact on bandwidth and decision making. Ian Blachford responded that it was important that the new management teams for the new schools worked differently to before, to ensure that they remained agile and responsive. It was noted there was also the additional role of the Director of Business, Planning and Resources in each school.
- Mohit Dhingra stated that the Executive have the support of the governors with this challenging situation.

The update was noted.

FOR INFORMATION

d) **Minute 579** – Digital Transformation Plan BG/131/27

The plan was approved.

e) ***Minute 593** – Health, Safety and Wellbeing Annual Report* BG/131/28

The report was approved.

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2866 The **Approval of strategic financial plan 2023-28 to support the Annual Financial Return (AFR)** BG/131/29 was introduced by Chief Executive Officer and Deputy Chief Executive Sally McGill.

	<p>This paper presents the University draft five-year strategic financial plan (to 2027/28 and incorporating the budget for 2023-24), the Draft Capital Expenditure Plan and stress-tests the budget for 2022-23 and the five-year strategic financial plan to 2027/28 as part of the University's review of its longer-term financial sustainability and status as a 'going concern'.</p> <p>The Annual Financial Return was approved, noting that it was the best estimate of the future financial performance, noting that there was a level of risk to this, due to the uncertain external environment.</p>
2867	<p>The OfS Annual Financial Return BG/131/30 plus AppxB (<i>and AppxC on SharePoint</i>) was introduced by Chief Financial Officer Sally McGill.</p> <p>There were no comments and the financial return was approved.</p>
2868	<p>The Annual Statement on Research Integrity 2022-23 BG/131/31 was introduced for approval by Deputy Vice Chancellor Kevin Hetherington for approval.</p> <ul style="list-style-type: none"> The Strategic Plan contains key performance indicators including achieving £5m research income per annum, 55% of these research outputs being internationally co-authored and securing entry into the QS World University Rankings by 2024-2025. Achievement of these KPIs will be supported through a strong research culture and sound research governance. The University's research governance processes and performance are reviewed through an annual Statement of Research Integrity, for which Board of Governors approval is sought. This annual statement demonstrates our compliance with the Concordat to Support Research Integrity (2019). It outlines the actions taken to support and improve our research activity and strengthen a culture of research integrity in line with the Concordat expectations. The statement provides an overview of our key research governance policies and procedures, support for academic staff in understanding research integrity expectations, the actions taken to strengthen research ethics and a review of misconduct investigations. This statement will be published online following approval by the Board of Governors. Key activities within 2022/23 include the approval of a revised 'Code of Conduct for Research and Research Integrity', introduction of a Policy in the use of Human Tissue and work to enhance training and development offer around research integrity and research ethics. No formal investigations into research misconduct have been reported. <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> Martin Pugh commended the statement and noted however that 63% of staff do not believe it promotes high standards. Kevin Hetherington responded that not all staff are engaged in research and that further activities could be undertaken about communicating the benefits to correct this misconception. This would be addressed in the future. <p>There were no further comments and the statement was approved.</p>
2869	<p>The Tuition Fee Policy 2024/2025 BG/131/32 was introduced for approval by Professor Kevin Hetherington, Deputy Vice Chancellor.</p> <ul style="list-style-type: none"> The paper sets out the Fees Group recommendations for 2025/26 tuition fees. The University differentiates the fees charged to students according to the fee status of the student, charging different fees for Home and International students. EU students will be charged the same tuition fees as international non-EU students, unless they are eligible for Home student status, which will be dependent upon individual circumstances as set out by the UK government. Irish students covered by the Common Travel Area arrangement will be charged in line with Home fees. Where courses are delivered by a Collaborative Academic Partners, the fee will be set by the individual partner. For this reason, Collaborative Academic Partner fees are not included in this paper. <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> Juliet Oosthuysen commented on the rationale behind the decision to defer setting the tuition fee level for 2025/6. Kevin Hetherington confirmed that deferring the decision until the recruitment landscape is clearer following the intake of students in January 2024 will not have an impact on recruitment next year as those fees had already been set. Mohit Dhingra requested comparison data with other organisations and it was agreed that this will be available at the next Board meeting, for the postgraduate taught courses. Chris Headleand asked whether high postgraduate fees meant the University was pricing itself out of the market. Kevin Hetherington confirmed that this figure had been benchmarked against comparable institutions and this appears to be in line with findings.

	<p>There were no further comments and the policy was approved.</p>
2870	<p>The Business Case: Enhancing the Undergraduate and Postgraduate Applicant Journey BG/131/33 was introduced for approval by Pro Vice Chancellor Digital Transformation, Raheel Nawaz.</p> <ul style="list-style-type: none"> This project proposes a new solution for Customer Relationship Management (CRM) which will allow early digital engagement across the journey as well as a hyper-personalised communications journey for applicants. The new solution will also ensure agile reporting which will inform in-cycle decision making and insight throughout the recruitment funnel. This project has been identified as the top priority in the Digital Transformation Strategy and will be deployed in two phases. <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> Juliet Oosthuysen commented that this plan was exciting and necessary as it would provide an opportunity to focus on the marketing funnel and metrics and that it allowed the marketing team to make agile interventions during the recruitment cycle. Mohit Dhingra asked about the timeline of the project and the importance to deliver this at pace. This was agreed, as this was a fundamental project for the university, and hence its prioritisation within the DTP. <p>There were no further comments and the business case was approved.</p>
2871	<p>The Draft Prevent Annual Report 2022-23 BG/131/34 was introduced by Chief Operating Officer, Ian Blachford who stated that under the Counter Terrorism and Security Act (2015), the University is required to demonstrate to the OfS its commitment to fulfilling its obligations in relation to the Prevent Duty.</p> <ul style="list-style-type: none"> The Prevent annual report has been drafted following previous templates and approved by the University's Prevent Strategy Group and Senior Leadership Team. The annual report sets out the work undertaken by the University during the last academic year. This is the eighth annual Prevent report submitted by the University to the regulator (previously HEFCE, now OfS). All previous reports have resulted in HEFCE/OfS confirming that the submissions adequately demonstrated sufficient evidence of due regard to the Prevent Duty/was not of higher risk of non-compliance with regard to Prevent. The Board should therefore consider this report for approval and be assured that the University is fulfilling its obligations under the Prevent Duty. <p>There were no comments and the report was approved by the Board.</p>
2872	<p>The Annual Report: Equality Diversity and Inclusion 2022-23 BG/131/35 was introduced by Chief Operating Officer, Ian Blachford who stated that Ravinder Kaur had outlined the key points in the earlier Know your Business Session.</p> <p>There were no further comments and the report was approved.</p>
2873	<p>The University Branding Update (DISCUSSION) BG/131/36 was introduced for discussion by Pro Vice Chancellor Academic, Annabel Kiernan, noting the following progress made to date:</p> <ul style="list-style-type: none"> Completed brand workshops with staff to update on our progress Completed Proposition testing across a range of stakeholders and refined the proposition Developed and refined visual identity routes to take into testing which were to be tested with members during sessions taking place on 5 December Begun testing the creative with a wide range of stakeholders (due to conclude 27th November) Participated in weekly status calls with RBL brand agency Begun work on the roll-out plan for once the main project comes to an end in January. <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> Juliet Oosthuysen commended the project that has been well led by the agency who have adapted their recommendations according to feedback received, demonstrating that it had been stakeholder led. Martin Pugh asked about the timing of the launch. Annabel Kiernan responded that the launch will be phased throughout 2024 and then the full launch will take place in 2025 when new the new branding will start to appear, replacing existing material and updating the website. It was agreed to arrange an extraordinary meeting of the Board in January 2024, for final approval of the branding strategy ahead of the February soft launch. Pre reading material will be made available. <p>There were no further comments and the update was noted.</p>

5 FOR INFORMATION

2874	The Students' Union Report BG/131/37 was introduced by the President of the Students Union, Olayemi Ajiteru who outlined key points on the manifesto. The report was noted.
2875	The *Calendar of Corporate Events BG/131/38* was noted for information.

6 ADDITIONAL MATTERS

2876	Any additional matters <ul style="list-style-type: none">• The Executive reassured members that regular briefings are taking place with Committee Chairs to update them on developments, as part of the usual schedule of meetings.
2877	Next meeting: Weds 10 April 2024 (CA105/6, Catalyst, Leek Rd)