



Minutes of the meeting of the Board of Governors held on 27th February 2017

Marie Stowell, Director of Quality and Educational Development, was in attendance for agenda items 1-3 and 7 (Teaching Excellence Framework).

The meeting was preceded by a visit to the Students' Union to view the facilities, meet staff and provide a presentation on current work and planned strategic developments. The Board recorded its thanks to the Student Members and the staff of the Students' Union.

1. APOLOGIES AND WELCOMES

- 1.1 For a record of the attendance and apologies, please see attached list.
- 1.2 The Board welcomed Professor Gloria Agyemang and Mr Ian Smith to their first meeting.

2. DECLARATIONS OF INTEREST

- 2.1 There were no declarations of interest.

3. MINUTES AND MATTERS ARISING

- 3.1 The minutes were received and agreed by the Committee as an accurate record of the meeting held on the 14th November 2016, with a minor amendment on page 4 bullet point 4 where the word 'table' should read 'tabled'.
- 3.2 *[Commercial In Confidence]*

4. CHAIR'S BUSINESS

- 4.1 The Board received a verbal report from the Chair and the Clerk concerning national events attended and initiatives in which they are engaged. The Chair had also attended a number of University events including a professorial lecture and a game of the Severn Stars netball team. The Clerk is engaged with a project being undertaken by the Leadership Foundation for Higher Education to develop the toolkit available for Universities and other Higher Education providers to undertake reviews of board effectiveness.
- 4.2 The Clerk reported that the Governors' Portal has now been created and tested by one of the Board members. This will provide a secure and dedicated resource that will include papers for the Board and the principal sub-committees (excluding the Remunerations Committees and Nominations Committee that deal with personal and confidential matters). There is calendar of meetings, training and development resources and other key documents associated with the Board's responsibilities. A user guide will be shared with all members in early March, along with login details for all members. A University account has been created for each Independent Member, enabling them to access the University Wi-Fi to use the Portal when they are at the University.
- 4.3 The Chair noted that a government report has been published on *Inclusive Teaching and Learning in Higher Education as a route to Excellence* in January 2017, prepared by the Disabled Student Sector Leadership Group (DSSSLG). Despite the University of Worcester's expertise in this area and an approach by our Vice Chancellor and Chief Executive to provide specialist advice and support, the work of the University has not been referenced in the report. A copy of the report will be placed in the Governor Portal in the section entitled 'Training and Development Resources'.

4.4 Members were reminded that the Clerk had recently sent an email concerning governor recruitment and encouraging members to promote the opportunity of joining the Board to colleagues in their professional networks. It was noted that the following priorities have been identified for this recruitment cycle in terms of the specialist expertise of new appointees:

- IT
- Fundraising
- Law.

The deadline for applications is 24th March 2017.

5. VICE CHANCELLOR'S REPORT AND THE NEXT STRATEGIC PLAN

5.1 The Board received for information and discussion the report from the Vice Chancellor and Chief Executive.

5.2 The report was structured with reference to the current Strategic Plan and comprised a reflection on progress in the recent past and current developments, in relation to:

- The University's Values and Mission: development of the School of Law, staff and student initiatives and work in relation to the Teaching Excellence Framework (TEF).
- University Developments – The Hive, University Park, the Art House, University Court and the Severn Campus.
- Political, Economic and Social Context – Brexit, international student admissions, apprenticeships initiative.
- A Selective and Inclusive University – In relation to the current admissions cycle there early positive indications in terms the number of confirmed acceptances from offer-holders. However, there are challenges in relation to EU applications and those to Teacher Training courses.
- Areas of distinction – including work to realise the University's ambition to have a Medical School.
- Maximising Resources
- Measuring and Monitoring Progress – participation rates for the National Student Survey have increased compared to rates at this point last year.

5.3 It was reported that the University has sent a formal response to HEFCE, in response to a query that had been raised under the Annual Provider Review process, which is part of the new arrangements concerning the assessment of academic quality (discussed by the Board in May 2016 and November 2016). HEFCE's Review is based on a review of key metrics associated with learning and teaching. This Review also incorporates HEFCE's annual institutional risk assessment of each Higher Education Institution in relation to financial sustainability, management and governance. HEFCE had highlighted that the University's part-time retention rates for 2010/11, 2011/12 and 2012/13 were below the benchmark. The University's response referenced its TEF submission, which addressed this point and explained that a small number of CPD students (who were not undertaking credit-bearing courses) had been miscoded and incorrectly included in the student population in those years.

5.4 The New Strategic Plan

5.4.1 The Vice Chancellor and Chief Executive provided a short introductory presentation, in which he highlighted the extensive process of consultation and discussion undertaken when the current plan was drafted. On reflection, the current plan provides a broad view of the University and perhaps does not draw out fully the distinctive features of the University and its future plans. The new plan will need to be sufficiently flexible and recognise the complex and fast-paced change in the external environment. Currently, relevant external factors include:

- Brexit
- The rise of the right wing in British politics?

- The Higher Education and Research Bill
- Competition in the Higher Education sector
- Changes in terms of teacher training, further education and the University technical college agenda
- Apprenticeships and the Apprenticeship Levy
- Pensions
- Changes in the health economy and the opportunity to create a Medical School
- Local economic and development plans
- Population demographics – the fall and then the subsequent rise in the number of 18-21 year olds in the UK population.

5.4.2 The Board undertook detailed discussion in small groups and provided the following feedback:

- **The strengths of the current Plan that should be retained:**
 - Values
 - Clear and appropriate Mission as an Inclusive University
- **Weakness of the current Plan that should be addressed when the new Plan is drafted:**
 - too much background information and narrative
 - need for more clarity in terms of key actions and priorities
 - a lack of measureable key performance indicators
- **Key priorities in the new Plan:**
 - Retaining the strategic aims to be an outstanding University at which to be a student and an outstanding University at which to be a member of staff
 - Retaining the commitment to make a positive contribution to the local and regional communities.
 - Setting a realistic and achievable objective concerning growth in student numbers, given the context that all Universities are seeking to grow and the number of people wishing to study at University is finite and affected at least in the short term by population demographics and alternative post-18 routes (such as Higher Apprenticeships and employment).
 - Promotion of inclusion without being overtly selective
 - Development of the Medical School
 - Achievement of gold award in TEF
 - Developing a clear plan in relation to alumni relations and fundraising
 - Promoting greater consistency across University Institutes
 - Promoting fewer but larger courses
 - Development of staff career paths to promote recruitment and retention
 - Setting clear organisational priorities against which staff objectives can be aligned.
- **Principal audience(s) for the new Plan:**
 - internal stakeholders
 - prospective staff
 - Potential investors or supporters.

6. REPORT FROM THE STUDENTS' UNION

- 6.1 The Board received for information and discussion the report from the President of the Students' Union.
- 6.2 Good progress is being made in relation to the current campaigns, including the production of the first edition of a new student magazine entitled Work Hard Play Hard. This is produced by students for students and two editions will be published annually.
- 6.3 The Board was pleased to note that membership of student societies has increased by over 20% in 2016/17 and five new societies have been formed.
- 6.4 The Students' Union election will take place in March and the results will be known on the 17th March 2017.

[Clerk's note: The results were as follows: Jade Haley (President), Euan Morrison (Vice President Education) and Sophie Glenny (Vice President Student Activities)]

7. TEACHING EXCELLENCE FRAMEWORK

- 7.1 The Board received a copy of the University's submission for the Teaching Excellence Framework (TEF) and a presentation at by the Deputy Vice Chancellor and the Director of Quality and Educational Development. The presentation provided details of the process undertaken to prepare the submission, which had included consultation events with staff and students and input from committees within the academic governance structure.
- 7.2 The University staff and student have embraced and found value in the work associated TEF, which aims to improve information provided to prospective students and to raise the profile and esteem of teaching in Universities. Some of the insights derived from the work will be used to inform both the development of the new Strategic Plan and the programme of continuous improvement in teaching quality, for example, in relation to research-informed teaching.
- 7.3 The Board noted the University's performance in relation to the core and the split metrics relating to: Feedback from the National Student Survey, non-continuation rates and graduate destinations. In the core metrics, there was one positive indicator for employment and further study and one negative indicator related to non-continuation. The Board had discussed earlier on the agenda the issues associated with the miscoding a small group of part-time students in the HESA returns from which the performance data had been compiled. It was noted that this is historic data, some dating back to 2010/11.
- 7.4 The assessment process will be undertaken by small team of three reviewers (one of which will be a student) and will comprise three steps:
- Step 1: Review of the core and split metric with reference to the criteria for the three grades (Bronze, Silver and Gold) for TEF. Based on this measure alone, the University could reasonably expect a grade of silver.
 - Step 2: Review of the University's written submission that provides additional context, explains performance profiles in the metrics and explains the evidence base to confirm the impact, effectiveness and consistency of good practice in relation to teaching and the student experience.
 - Step 3: A holistic assessment with reference to the grading criteria.

The outcome of this process should be known in May 2017.

- 7.5 Looking to the future, TEF will be developed further, with the inclusion of new metrics in 2017/18 (related possibly to learning gain, contact hours and qualifications of teaching staff) and the introduction of discipline-level assessment. Originally, it was envisaged that pilots for the latter would have been introduced in 2018/19 and the formal introduction of discipline-level assessments in 2019/20. Following a recent government announcement, the duration of the pilot phase for discipline-level assessments will now be two years: in 2018/19 and in 2019/20.
- 7.6 The University plans to engage with this pilot and to build upon the insights identified through the preparation of its submission. Key developmental areas for consideration currently are the development of learner analytics (to identify student in need of additional support and to evaluate what works well), enhancements to the review processes and staff development for as academic staff, and opportunities to promote further consistency across the Institutes and courses.
- 7.7 Board discussion focused on the strategic context of TEF:
- Its importance in terms of the reputation, standing and attractiveness of the University to prospective staff and students. The grading of the University may also affect the perceptions by employers of graduates of the University.

- The financial context. All Universities that engaged with TEF this year will be eligible to charge higher fee level for entry in 2018/19 that is linked to inflation.
- 7.8 It was noted that only a relatively small number of Universities are likely to be awarded a grade of gold and that whilst the University's submissions include a number of 'gold' elements, it is more likely that it will receive a silver award.
- 7.9 The Board **resolved** that the University should have the aspiration to pursue a gold award in the future and that this should feature in the new Strategic Plan.
- 7.10 On behalf of the Board, the Chair thanked the Deputy Vice Chancellor, the Director of Quality and Educational Development, the Students' Union and all other colleagues involved with preparing the submission.

8. REVIEW OF BOARD EFFECTIVENESS

- 8.1 The Board received for approval the final report of the Review of Board Effectiveness and accompanying Action Plan.
- 8.2 The review process had comprised:
- **A questionnaire** completed by all Board members using an online survey tool, based on questions from the toolkit for Effectiveness Reviews developed by the Leadership Foundation for HE and the Committee of University Chairs (June- July 2016)
 - **Group discussions by the principal sub-committees** at their meetings in June 2016: Finance and Development Committee, HR Committee and Audit Committee.
 - **A workshop at the Board's Strategy Away Day** (September 2016)
 - **The annual review of the University's compliance with the CUC Code of Higher Education Governance** undertaken by the Clerk to the Board (received by the Board in October 2017).
 - **Opportunities provided for confidential discussions with either the Chair or the Clerk.**
 - **External review by a consultant from the Leadership Foundation for Higher Education** with expertise in Governance from within Higher Education and other sectors. The consultant provided informal advice throughout the Review process, in relation to both the findings and the proposed action plan, and benchmarking data from other Universities that have used the toolkit (the basis of the on-line questionnaire completed by all members) to review their Board Effectiveness recently.
- 8.3 The Review had identified the following key observations:
- The Board is motivated and has a shared strategic outlook.
 - There is a recognition that the governance arrangements are evolving under the leadership of the new Chair and with the appointment of a new Clerk. These changes are welcomed.
 - Overall there is broad consensus that governance structures and processes are fit for purpose.
 - The Vice Chancellor's written report and the contribution of individual executive staff from among the senior leadership are valued.
 - Overall the Board feels it has a good oversight of key areas of its responsibility.
 - The Board is in complete agreement that it is committed to and reflects in its behavior the University's values and mission, and that it operates according to the principles of good conduct in public life.
 - The Chair is well respected and his work to enhance the operation and involvement of members is welcomed.
 - The Board has confidence in the experience, track record and skills of the Vice Chancellor.
 - The Sub-committees agree that they each have a clear role and remit and that their business is executed efficiently and effectively.
 - Recent initiatives concerning training and development were welcomed, particularly the workshops with individual institutes when Board members can learn more from staff and students about

individual parts of the University and how the student experience is being continuously improved and developed.

- 8.4 The Action Plan comprised 26 actions of which 7 had been fully or partially completed. The remaining actions related to:
- The introduction of an annual review process of members and their contributions, which will be launched in March 2017.
 - Creation of further training and networking opportunities for the Board and the wider University, including the Academic Board.
 - Enhancing communication and discussion in Board meetings and between Board meetings.
 - Formalising the management of Board business and roles through the Bye-laws and a Statement of Primary Responsibilities.
 - The creation of key policies and other documentation relating to corporate governance: financial regulations, schedule of major partnerships, a fundraising policy, whistleblowing.
 - Strengthening reporting to provide assurance to the Board on the University's compliance with its legal and regulatory responsibilities, including those related to equality and diversity.
- 8.5 The Board expressed its thanks to the Clerk and **resolved to approve** the Report and the accompanying Action Plan.

9. FORMAL APPROVAL ITEMS

9.1 Institutional Risk Register

- 9.1.1 The Board **approved** the Institutional Risk Register, which had been approved by the Vice Chancellor's Advisory Group and received by the Audit Committee at its meeting on 7th November 2016.
- 9.1.2 The Board nominated two members (the Chairs of the Audit Committee and the Finance and Development Committee) to contribute to the review of the Risk Management Policy and reporting, which will be led by the Clerk to the Board in her capacity as the Interim University Risk Manager.

9.2 Constitutional Matters

- 9.2.1 The Board **approved** the:
- The proposed structure of the Bye-Laws
 - Revised Terms of Reference for Audit Committee and Nominations Committee (Bye-Law 3)
 - Bye-Law 7 - Appointment of Staff Board Members
 - Bye-Law 9 - Senior Executive Posts Appointed by the Board.

9.3 The Annual Accounts of the Students' Union for 2015/16.

- 9.3.1 The Board **approved** the Annual Accounts of the Students' Union for 2015/16 on the recommendation of the Audit Committee.

10. REPORT ITEMS

10.1 Progress Report on Implementation of the Action Plan following HEFCE Assurance Review (November 2015)

- 10.1.1 The Board received the report and noted that all actions have been implemented according to the agreed timescales.

10.2 Sealed documents and contracts

- 10.2.1 The Board received for information on the use of the University Seal and agreements signed between 25th June 2016 and 16th February 2017.

10.3 Chair's Action

- 10.3.1 The Board received for information the report of Chair's Action that had been taken since the last meeting

10.4 Meeting Dates for 2017/18

10.4.1 The Board received for information the meeting dates for the Board and its Committees in 2017/18. It was reported that an alternative date will need to be confirmed for the Remunerations Committee due to be held in May 2018.

Action: Clerk to the Board.

11. BUSINESS OF THE SUB-COMMITTEES**11.1 Audit Committee**

11.1.1 The Board received the Minutes of the meetings held on 7th November 2016 and 9th January 2017. Owing to the timing of the meetings in November, a verbal report had been received at the last meeting of the Board related to the meeting of the Audit Committee held on 7th November 2016.

11.2 [Commercial in Confidence Item]**11.3 Nominations Committee**

11.3.1 The Board received the Minutes of the meeting held on 12th December 2016. The Board approved formally the following recommendations made by the Nominations Committee:

- The appointment of **Mr Douglas Dale** as a Co-Opted Member of the Audit Committee for a term of two years following his retirement from the Board on 31st July 2017.
- The reappointment of **Mr Carl Arntzen, Ms Michelle Chamberlain and Ms Sarah Speck** for term of four years as Independent Members, commencing on 1st August 2017.
- The objective of the recruitment round in 2017 should be to appoint one Independent Member and one Co-opted Board Member.

11.4 Academic Board

11.4.1 The Board received the Minutes of the meeting held on 27th January 2017.

12. FUTURE AGENDA ITEMS

12.1 The Board requested that a future meeting should include an item related to the alumni engagement and development work.

Action: Chair and Clerk to the Board.

13. ANY OTHER BUSINESS

13.1 The Board was advised that the University has received a formal communication from GB Wheelchair Basketball. The organisation has decided to relocate its teams to an alternative venue, either at the Universities of Loughborough or Sheffield, where there is the possibility of dedicated court space, strength and conditioning facilities and office space adjacent to the venue. This is a disappointment to the University, but it continues to be recognised as a flagship organisation in terms of inclusive sports. The President of the International Paralympic Committee, for example, has invited the Vice Chancellor and Chief Executive to be one of three reviewers of a forthcoming funded initiative.

14. DATE OF NEXT MEETING

14.1 The date of the next meeting is Tuesday 2nd May 2017.

BOARD OF GOVERNORS WORKSHOP ATTENDANCE – 27th February 2017

Key

A = Absent with apologies.

INDEPENDENT MEMBERS APPOINTED BY THE BOARD OF GOVERNORS

John Bateman OBE (in the chair) Chair of the Board of Governors

Carl Arntzen

A Michelle Chamberlain Vice-Chair

Douglas Dale Vice-Chair

Charmian Di Nunzio

Diana Gant

Anna Hooper

David Iddon

Zadvinder Padda

Reverend Dr Alwyn Pettersen

Ian Smith

Sarah Speck

Julie Swan

CO-OPTED MEMBERS APPOINTED BY THE BOARD OF GOVERNORS

Gloria Agemang Nominated by the Board of Governors

John Yelland OBE Nominated by the Board of Governors

A Odette Fielding Nominated by non-academic staff

VICE CHANCELLOR AND CHIEF EXECUTIVE

Professor David Green Vice Chancellor and Chief Executive

MEMBERS OF UNIVERSITY STAFF NOMINATED BY THE ACADEMIC BOARD

Dr Derek McDougall

Dr Richard Woolley

STUDENT MEMBERS NOMINATED BY THE STUDENTS' UNION

James Gunther Vice President: Education, Students' Union

Jade Haley President, Students' Union

CLERK TO THE BOARD OF GOVERNORS

Dr Simone Clarke Clerk to the Board of Governors

IN ATTENDANCE

Jane Britton Director of Communications and Participation

Adele Cope Director of HR

Rob Bonham Director of Finance & Resources

Dr Heather Forland Pro Vice Chancellor (International)

Professor Sarah Greer Deputy Vice Chancellor

Helen Johnstone Acting University Secretary

Hemeka Pathirana Vice President Worcester Students' Union

Ross Renton Pro Vice Chancellor (Students)

Sian Stroud University Legal Counsel

