



## Board of Governors

### Minutes of the meeting held on 22<sup>nd</sup> November 2022

EE2009, Edward Elgar, St John's Campus

#### 22/16 Attendance

##### 16.1 Present

Mrs S Speck	Independent Governor, Chair
Ms G Allcott	Student Governor
Mrs L Barber	Staff Governor
Ms L Davies-Ward	Staff Governor
Mr S Devlin	Independent Governor
Mrs D Gant	Independent Governor
Professor D Green CBE	Vice Chancellor & Chief Executive
Mr M Hardy	Independent Governor
Mr T Heywood	Independent Governor
Mr N Khan	Independent Governor
Dr C Jones	Independent Governor
Ms M Lee	Student Governor
Ms A Linforth	Student Governor
Ms C Moir	Staff Governor
Mr A Noorani	Independent Governor
Mr D Pocha	Independent Governor
Mr M Scriven	Staff Governor
Mr I Smith	Independent Governor
Mr K Sorrell	Independent Governor
Ms L Taylor	Independent Governor

##### 16.2 In Attendance

Mr R Bonham	Director of Finance & Resources
Mrs J Britton	Pro Vice Chancellor Communications & External Affairs
Mrs A Cope	Director of Human Resources
Ms H Johnstone	University Secretary and Clerk to the Board
Dr T Jones	Pro Vice Chancellor Students
Ms A Jordan	Provost
Mrs J Newland	Assistant Clerk to the Board
Dr JP Wilson	Deputy Pro Vice Chancellor Research [item 22/20]

##### 16.3 Apologies

Dr D Beech	Independent Governor
Mr L Coiffait-Gunn	Independent Governor

## 22/17 Declarations of Interests

17.1 There were no declarations of interest.

## 22/18 Minutes

18.1 The minutes of the meeting held on 4<sup>th</sup> October 2022 [**BG21/11**] were confirmed as an accurate record of the meeting.

### 18.2 Matters arising not covered elsewhere on the agenda

There were no matters arising not covered elsewhere on the agenda.

## 22/19 Chair's Business

19.1 The Chair reflected on recent uplifting events including the lecture by Rachel Sylvester, Chair of The Times Education Commission, setting out her hopes for the future of the education system, and the graduation ceremonies. The Chair thanked everyone involved in graduation week.

## 22/20 Research Integrity Annual Report [BG22/12]

20.1 The Deputy Pro Vice Chancellor Research presented the annual report on research integrity, noting the report sets out the University's commitment to the Concordat to Support Research Integrity, its key activities in 2021/22 and information about research misconduct, including the number of misconduct investigations in the period. For 2021/22 this was zero. Publication of an annual report on research integrity is one of the conditions of compliance with the Concordat. The Deputy Pro Vice Chancellor Research recommended the report to the Board.

20.2 The Board approved the annual report on Research Integrity 2021/22, which will subsequently be published on the University website.

## 22/21 Vice Chancellor's Report [BG22/13]

The Board received the Vice Chancellor's report and noted the following key points:

21.1 *[NOT FOR PUBLICATION]*

21.2 The new Pro Vice Chancellors for Education, Culture and Society and for Health and Science have now both joined the University.

21.3 The University has received the focussed review report from the Health and Care Professions Council that gave the University's paramedicine provision a clean bill of health.

21.4 *[NOT FOR PUBLICATION]*

21.5 *[NOT FOR PUBLICATION]*

21.6 *[NOT FOR PUBLICATION]*

21.7 *[NOT FOR PUBLICATION]*

21.8 The UCU has secured a national mandate for industrial action over pay, pensions and matters including gender pay equality, and industrial action in the form of discontinuous strikes and Action Short of a Strike is to be begin from 23<sup>rd</sup> November. It was noted the University has a policy of not

accepting partial performance of contractual duties. It is hoped there will be minimal disruption to students as a result of industrial action. The Board discussed the UCU demands and noted the University's gender pay gap for 2021 was zero.

- 21.9 The Autumn Statement has taken place since the report was issued and it was noted the research outcome was good for universities. The Shadow Secretary of State for Education recently visited the University.
- 21.10 The University has been awarded a grant of two-thirds of the cost for a new AstroTurf and the work is planned to be completed in time for the next academic year.

## 22/22 Presentation on Student Engagement

- 22.1 The Pro Vice Chancellor Students gave a presentation on student engagement: recovery, renewal and transformation, covering the themes of issues for students post-pandemic, the focus on connectedness, the changing student demographic, and ways in which the University is supporting students on the three strands of Social, Academic and Life.
- 22.2 Members asked for ways in which they could contribute to initiatives such as the 'Re(Worc)' Day and suggested extending the Brit Challenge to raise money for student mental health and wellbeing to Governors and Fellows.
- 22.3 Board members are to be invited to a talk by the Director of the UPP Foundation at the University on 2<sup>nd</sup> December.
- 22.4 The Board thanked the Pro Vice Chancellor Students for his presentation.

## 22/23 Financial Matters

### 23.1 Statutory Accounts Cover Paper [BG22/14]

The Board received for formal approval the annual accounts for the University and its subsidiary companies, noting the summary of key points in the accounts and that the accounts had been reviewed and recommended for approval by both the Audit and Finance and Development Committees.

### 23.2 University of Worcester Group Accounts 2021/22 [BG22/15]

- 23.2.1 The Director of Finance and Resources drew Members' attention to the strategic report at the front of the accounts and thanked those involved in its preparation. *[NOT FOR PUBLICATION]*
- 23.2.2 The Board **approved** the University of Worcester Report and Financial Statements for the year ended 31<sup>st</sup> July 2022.

### 23.3 External Audit Findings Report 2021/22 [BG22/16]

- 23.3.1 The Board received the External Auditors' Audit Findings Report for the year ended 31 July 2022 and noted it had been scrutinised by Audit Committee. The Director of Finance and Resources reported the auditors intended to issue unmodified audit report opinions for the University and its subsidiaries. The audit went very smoothly and the Director of Finance and Resources thanked in particular the Head of Financial Accounting.

### 23.4 Accounts for UW Developments Ltd 2021/22 [BG22/17]

- 23.4.1 The Board received the Annual Report and Accounts for the year ended 31 July 2022 for UW Developments Ltd. It was noted the company was virtually dormant. The accounts were prepared on a Going Concern basis.
- 23.4.2 The Board **approved** the Annual Accounts for the year ended 31 July 2022 for UW Developments Ltd.
- 23.5 Accounts for UW Worcester Wolves Ltd 2021/22 [BG22/18]
- 23.5.1 The Board received the Annual Report and Accounts for the year ended 31 July 2022 for UW Worcester Wolves Ltd and noted it had been a transitional year for the company and that the financial results for the year had improved. The accounts were prepared on a Going Concern basis.
- 23.5.2 The Board **approved** the Annual Accounts for the year ended 31 July 2022 for UW Worcester Wolves Ltd.
- 23.6 Accounts for UW Enterprises Ltd 2021/22 [BG22/19]
- 23.6.1 The Board received the Annual Report and Accounts for the year ended 31 July 2022 for UW Enterprises Ltd. It was noted no trading activity was undertaken in the year but that accounts are produced as the entity holds the UW Worcester Wolves loan that is passed through to the University. The accounts were prepared on a Going Concern basis.
- 23.6.2 The Board **approved** the Annual Accounts for the year ended 31 July 2022 for UW Enterprises Ltd.
- 23.7 Going Concern [BG22/20]
- 23.7.1 The Board received the summary from the Director of Finance and Resources of the going concern position of the University that outlined the rationale for expecting the University to remain a going concern over the prescribed period of the coming 12 months and beyond. Members noted the conclusion that only two risks, cyber threat and large scale fraud perpetrated by a senior staff member, could cause Going Concern issues if they prevented payroll and financial systems functioning. *[NOT FOR PUBLICATION]*
- 23.7.2 The Board noted the report.
- 23.8 Five-year Financial Forecasts [BG22/21]
- 23.8.1 The Board considered the five-year financial forecasts that are required to be submitted to the OfS alongside the Statutory Accounts. The Board noted the key assumptions underpinning the projected outturns, including the launch of the Medical School and projected student numbers at Dudley College. *[NOT FOR PUBLICATION]*
- 23.8.2 The Board **approved** the Five-year Financial Forecasts for submission to the OfS.
- 22/24 Students' Union Business [BG22/22]
- 24.1 Students' Union Report
- 24.1.1 The Board received the update from the Students' Union officers on the Students' Union activities, including updates on advice and support services, networks, academic representation and societies.
- 24.1.2 The officers highlighted what they are doing to support students with the cost of living and thanked governors for their donations to the community cupboard. The officers met with Robin Walker, MP, to discuss concerns around financial support for students. Mr Walker had agreed to write to the Chancellor and the officers are to attend a transport summit to respond to the cuts to local bus

services. The officers have decided to donate £1000 of their budget for campaigns towards feeding students and so far have hosted two free breakfast clubs. The Assistant Clerk to the Board is to coordinate ways in which Members can support the Students' Union efforts.

24.1.3 The Board congratulated the officers for their hard work and noted the report.

## 22/25 Reports from Committees

### 25.1 People & Culture Committee [BG22/23]

25.1.1 The Board received the report on the Committee meeting of 18<sup>th</sup> October 2022. In addition to the reports and policy received, the Chair of the Committee drew attention to:

- the draft Equality, Diversity and Inclusion Policy Statement and Framework 2022-27 that were commended to the Board for approval, after correction of a few errors;

- minor updates proposed to the Committee's terms of reference. The Committee has oversight of policy and procedures governing the reward, conduct, suspension, discipline and dismissal of staff. It was noted this does not include mention of performance management processes and this is to be considered. The Annual Report from the Director of HR to the Committee included details of staff reward schemes.

- the updated Health & Safety Policy Statement of Intent and Statement of Roles and Responsibilities for Health & Safety. The latter notes the Board's responsibilities for Health & Safety. It was noted that previous versions of the documents were signed by the Chair of the Board and approved by the Board. This is not a requirement however and the new documents have been approved by the Vice Chancellor and Chief Executive, in their role as Accountable Officer, and therefore the most senior person in the organisation.

25.1.2 The Board **approved** the Committee's updated terms of reference, and the Equality, Diversity and Inclusion Policy Statement and Framework 2022-27.

### 25.2 Finance & Development Committee [BG22/24]

25.2.1 The Committee Chair presented the report of the Finance & Development Committee meeting of 8<sup>th</sup> November 2022 and noted the Committee welcomed Ian Smith, member of Audit Committee, to the meeting as part of the scrutiny process of the annual accounts. The Committee received an update on student recruitment and was pleased to note good demand for second semester intake, and received the update on capital developments. The meeting discussed the Dudley College HE project and a detailed session is to be held for the Board on the project.

25.2.2 The Board received and noted the report.

### 25.3 Audit Committee [BG22/25]

25.3.1 The Committee Chair presented the report of the Committee meeting of 15<sup>th</sup> November 2022 that began with the annual private meeting with the internal and external auditors. The Committee scrutinised the annual accounts and received the Internal Audit Annual Report for 2021/22, a very encouraging report that provided the Board with confidence in the University's internal processes. The Chair added the Director of Finance and Resources and team deserved great credit for their work on the annual accounts. The Committee also considered and recommended to the Board for approval the update to the Risk Management policy, the new Risk Appetite Statement and update to the Strategic Risk Register [item 22/27].

25.3.2 The Committee is to consider the public benefit of the University, as linked to Value for Money, and how to articulate it.

25.3.3 The Board received and noted the report.

## 22/26 Academic Governance

### 26.1 Degree Outcomes Statement [BG22/26]

26.1.1 The Board received the updated Degree Outcomes Statement and noted it has been reviewed and updated to reflect the commitments made by UUK to reaffirm and strengthen degree classification approaches returning to pre-pandemic practices and outcomes. The statement has been approved by Academic Board.

26.1.2 The Board **approved** the updated Degree Outcomes Statement for publication.

### 26.2 Report from Academic Board [BG22/27]

26.2.1 The Board received and noted the report of the Academic Board meeting of 12<sup>th</sup> October. The governor observer to Academic Board noted the depth of engagement of the attendees.

## 22/27 Risk Management

### 27.1 Review of Risk Management Policy & Risk Appetite Statement [BG22/28]

27.1.1 The Board received the annual review of the University Risk Management Policy and Risk Appetite Statement and noted the proposed substantive amendments to the policy, the most significant being the removal of the section on risk appetite into a separate Risk Appetite Statement. The new Risk Appetite Statement provides more context and explanation about the importance of identifying risk appetite.

27.1.2 The Board **approved** the proposed amendments to the Risk Management Policy and the new Risk Appetite Statement.

### 27.2 Update to Strategic Risk Register [BG22/29]

27.2.1 The Board received the six-monthly review of the Strategic Risk Register, informed by the six monthly updates to Operational Risk Registers and updates provided by the owners of the risks in the Strategic Risk Register. A number of risk ratings have increased, a new risk has been added in relation to Partnerships and two existing risks have been represented as a result of events having taken place.

27.2.2 The Board **approved** the updated University Strategic Risk Register.

## 22/28 Annual Prevent Return [BG22/30]

28.1 The Board received the report on the Prevent Monitoring: accountability and data return 2022 that must be submitted to the OfS by the 1<sup>st</sup> December each year and noted there was a nil return in relation to both Prevent cases and to events and speakers.

28.2 The Board noted the People and Culture Committee is to consider the review of the Code of Practice on Freedom of Speech that will take into account the HE (Freedom of Speech) Bill currently being considered by the House of Lords.

28.3 The Board confirmed it was content for the Chair to sign the Prevent Annual Accountability Declaration.

## 22/29 Compliance with OfS Conditions [BG22/31]

- 29.1 The Board received an update on matters in relation to the OfS and noted the launch by the OfS of dashboards for Teaching Excellence Framework Data and Student Outcomes measures, the revised National Student Survey for 2023 and details of new consultations.
- 29.2 With regard to Reportable Events, the Board noted the OfS had contacted the University regarding the closure of Archaeology to query why the closure was not reported to it and for information in relation to students on the course. A call took place with the OfS at their suggestion that was very positive. At the time the course was closed the OfS Reportable Events (Covid 19) Guidance was in place which did not require the closure to be reported.
- 29.3 The Board noted the report.

## 22/30 Reports

### 30.1 UW Wolves Impact Report [BG22/32]

- 30.1.1 The Board received the UW Wolves Impact Report for 2021/22 that provides the University and Board of Governors with an overview of the club's impact and value during the year and assurance over the University's support of the club. The club has done well since the decision to withdraw from the British Basketball League and now fields three teams in the National Leagues.
- 30.1.2 The Board noted the report.

## 22/31 Any Other Business

- 31.1 It is planned to schedule a further joint Board/UEB development session in March 2023.

## 22/32 Date of Next Meeting

Board Development Session	17 <sup>th</sup> January 2023 (virtual)
Board Meeting	28 <sup>th</sup> February 2023