



Board of Governors

Minutes of the meeting held on 25th April 2023

BY1151, Edward Elgar, St John's Campus

22/48 Attendance

48.1 Present

Mrs S Speck	Independent Governor, Chair
Ms G Allcott	Student Governor
Mr S Devlin	Independent Governor
Mrs D Gant	Independent Governor
Professor D Green CBE	Vice Chancellor & Chief Executive
Mr M Hardy	Independent Governor
Dr C Jones	Independent Governor
Mr N Khan	Independent Governor
Ms M Lee	Student Governor
Ms C Moir	Staff Governor
Mrs S Morgan	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

48.2 In Attendance

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
Mr S James	Incoming Student Governor
Dr T Jones	Pro Vice Chancellor Students
Ms A Jordan	Provost
Mrs J Newland	Assistant Clerk to the Board
Professor L Stansbie	Pro Vice Chancellor Education, Culture & Society

48.3 Apologies

Mrs L Barber	Staff Governor
Dr D Beech	Independent Governor
Mr R Bonham	Pro Vice Chancellor Finance & Resources
Mr L Coiffait-Gunn	Independent Governor
Ms L Davies-Ward	Staff Governor
Mr T Heywood	Independent Governor

Ms A Linforth	Student Governor
Professor S Moyle	Pro Vice Chancellor Health & Science
Mr A Noorani	Independent Governor

22/49 Declarations of Interests

49.1 Ian Smith: Kildare Trust.

22/50 Annual Reports of the Remuneration Committees

50.1 Annual report from the Remuneration Committee (Vice Chancellor and Chief Executive) [BG22/48]

50.1.1 The Committee Chair presented the annual report of the Remuneration Committee (Vice Chancellor and Chief Executive). Members noted that the decisions made by the Remuneration Committee were under its delegated authority in accordance with Articles of Government 3.5.3. and were informed by relevant benchmark data.

50.1.2 The Board approved the amendments to the Committee's terms of reference which provided for both Vice Chairs of the Board to be members of the Committee.

50.1.3 Board members were reminded they can provide feedback to the Committee ahead of its meeting. The Board considered the current review process and the Remuneration Committee is to take the points raised forward.

50.1.4 The Board received the report.

The Vice Chancellor joined the meeting after item 50.1.

50.2 Annual report from the Remuneration Committee (Board Appointees) [BG22/49]

50.2.1 The Committee Chair presented the annual report of the Remuneration Committee for Board Appointees and noted the Committee considered the remuneration of the Clerk to the Board of Governors. Members noted that the decisions made by the Remuneration Committee were under its delegated authority in accordance with Articles of Government 3.5.3. and were informed by benchmark data for comparable roles.

50.2.2 The Board approved the amendments to the Committee's terms of reference which provided for both Vice Chairs of the Board to be members of the Committee.

50.2.3 The Board received the report.

Apart from the Director of HR who was already present, those listed as in attendance in item 48.2 joined the meeting after item 50.2.

The Chair welcomed to the meeting Seb James, the incoming Students' Union Vice President Education.

22/51 Minutes

51.1 The minutes of the meeting held on 23rd February 2023 [BG22/50] were confirmed as an accurate record of the meeting.

51.2 Matters arising not covered elsewhere on the agenda

51.2.1 Board members' support for student initiatives [minute 22.2]: the Pro Vice Chancellor Students has shared an update on the 're(worc)' initiative.

- 51.2.2 People & Culture Committee terms of reference [minute 25.1.2]: the Committee is to consider the inclusion of performance management in its terms of reference.

22/52 Chair's Business

- 52.1 The Chair reflected on the very interesting discussions at the recent joint UEB/Board Development Session, adding that feedback from the session was being followed-up and there would be a further joint Development Session later in the year.
- 52.2 The Chair was very pleased to have attended the welcoming event held at the new Elizabeth Garrett Anderson (EGA) building on April 19th and the 'Sea Change' Exhibition at the Hive on environmental threats to seas.

22/53 Vice Chancellor's Report [BG22/51]

The Vice Chancellor presented his report.

53.1 *[NOT FOR PUBLICATION]*

53.2 *[NOT FOR PUBLICATION]*

53.3 The Open Day held on April 22nd was very positive, with Teacher Training being the most popular subject.

53.4 Notable events have included celebrations for the 10 year anniversary of the University Arena, a host of events for the 10th anniversary year of the Hive and completion of the Elizabeth Garrett Anderson building. The University is very grateful to all those who contributed to the EGA building, including the Clive Richards Foundation and the Kildare Trust for their donations.

53.5 The gender pay gap at the University has changed slightly; this is thought to be due to the large number of students employed in part-time work by the University, three-quarters of whom are female. This is a major component of the University's 'earn-as-you-learn' work. Once student employees are extracted from the data, the University's median gender pay gap is zero.

53.6 A very successful visit was held with representatives of the University's bank, Barclays, who praised the University's inclusive approach.

53.7 Members considered the CES results, in particular the results of the Student Voice question on 'How clear is it that students' feedback on the course is acted on'. The importance of closing the feedback loop and the key role played by course reps were highlighted and members also noted initiatives to encourage a collaborative approach to finding solutions to issues.

53.8 The Board received the report.

22/54 Recommendations

54.1 The Snoezelen *[NOT FOR PUBLICATION]*

54.2 New Teaching Building *[NOT FOR PUBLICATION]*

54.3 Inclusive International Cricket Education Centre (IICEC) *[NOT FOR PUBLICATION]*

22/55 Students' Union Business

55.1 Students' Union Report [BG22/55]

- 55.1.1 The Board received the update from the Students' Union officers on Students' Union activities. Key points highlighted included an update on support for students on the cost of living, positive news on the recovery of the academic representation system, and work on sustainability. The officers were very pleased to note the University won Varsity this year and that the event engaged a large number of non-sports students.
- 55.1.2 The Students' Union leadership elections have just concluded. Whilst voter turnout was slightly down on last year, the turnout figure of 11.9% compared well to national figures. Two of the Students' Union officers attended the NUS national conference and noted concerns at a national level over policies on international students.
- 55.1.3 Members were interested to note the work on an autism friendly campus and that the Union hoped to take a list of recommendations to the University's EDI Committee soon.
- 55.1.4 The outgoing officers thanked the Board for their support during their term.
- 55.1.5 The Board in turn congratulated the outgoing officers for their hard work and noted the report.

22/56 Reports from Committees

56.1 Nominations & Governance Committee [BG22/56]

- 56.1.1 The Committee Chair presented the report of the Nominations & Governance Committee meeting held on 14th March 2023. The Committee had received the annual report on the equality and diversity of the Board and was pleased to note the increase in the number of women on the Board and the slightly younger age profile compared to the previous year.
- 56.1.2 Board members were asked to send the Assistant Clerk to the Board any comments on the proposed questionnaire for the annual governor review process.
- 56.1.3 The Committee reviewed the role of Senior Independent Governor (SIG) in the context of the University's existing governance structure of Chair and two Vice Chairs of the Board and had concluded the current structure to be robust and providing sufficient checks and balances. The Board discussed whether to consider the role further and it was agreed to keep the role under review. It was suggested the role of SIG could be covered in the Vice Chair role descriptor.
- 56.1.4 The Board received and noted the report.

56.2 Audit Committee [BG22/57]

- 56.2.1 The Committee Chair presented the report of the Audit Committee meeting of 21st March 2023, highlighting the Committee had received good assurance from three internal audit reports on Corporate Governance, Stock & Inventory Management and Budgetary Control and Financial Forecasting, and received assurance from the annual update to the Fraud Assurance Map. Members noted the update on the internal audit provision tender process.
- 56.2.2 The Board received and noted the report.

56.3 Finance & Development Committee [BG22/58] *[NOT FOR PUBLICATION]*

22/57 Compliance with OfS Conditions [BG22/59]

- 57.1 The Board received an update on matters in relation to the OfS, including information on the requirements for the new Access and Participation Plan (APP) and noted the University had volunteered and been accepted to be part of the first wave of submissions and had put in place a

working group to develop the University's new APP. A full report will be submitted to a future meeting of the Board of Governors.

57.2 *[NOT FOR PUBLICATION]*

57.3 The University has responded to the OfS consultation on tackling harassment and sexual misconduct and has been included in the pilot of the OfS's survey on understanding how widespread sexual misconduct is in the HE sector, after volunteering to participate in the pilot. It was noted if the OfS introduced its proposed condition of registration to address harassment and sexual misconduct, significant resources would be needed.

57.4 The Board noted the report.

22/58 Reports [BG22/60]

58.1 The Board received for information a report on the use of the University seal.

[Keith Sorrell left the meeting.]

22/59 Any Other Business

59.1 The Chair thanked the outgoing Student governors for all their work during their term.

59.2 *[NOT FOR PUBLICATION]*

22/60 Date of Next Meeting

Board Development Session	23 rd May 2023
Board Meeting	4 th July 2023