



BOARD OF GOVERNORS

Minutes of the meeting held on 27 April 2022 at 1100 hrs Room G15, Main House, Newton Park campus

Present:

Mr J Glasspool (Chair)	Ms S Lane
Dr J Brasted	Ms J Luxford
Ms E Casey	Mr S Riad
Mr S Egan	Professor S Rigby (Vice-Chancellor)
Ms M Evans	Dr E Wakelin
Ms F Fryer*(for item 10 onwards)	Mr H Watts
Ms S Harris	

In attendance:

Ms L Barling (Governance Manager)
Mr P Fox (Pro Vice-Chancellor, Finance and Infrastructure)
Mr D Newman (University Secretary)
Professor N Sammells (Deputy Vice-Chancellor and Provost)*
Ms D Turpin (Independent Governance Effectiveness Reviewer)
Professor G Andrews (Vice Provost) for item 8.
Dr R Philips (Associate Pro Vice-Chancellor, Educational Partnerships) for item 8.
Dr M McGuinness (Pro Vice-Chancellor, Academic Planning) for item 9.
Mr R Jordan, (Director of Estates) for items 10 & 11.
Mr G Mansfield and Mr J Blundell (CBRE) for item 10.*

* attended virtually

21/47 WELCOME AND APOLOGIES

- 1.1 Apologies had been received from Mr S Lockren, Professor J Revalier, Ms C Stott, Mr N Sturge and Ms A Workman.

21/48 DECLARATION OF NEW INTERESTS

- 2.1 The Board noted the following new governor declarations, all of which would be added to the Board's Register of Interests:
- 2.2.1 Ms S Lane: appointment to the post of Chair of Citizens Advice (Bath and North East Somerset).
2.2.2 Mr N Sturge: appointment to the following positions: Non-Executive Chair of Spark SouthWest; Executive Director of Fusion Processing Ltd; and Executive Director of Diva Ltd.
2.2.3 Ms C Stott: appointment as a consultant on a project for Health Education England, led by Middlesex University.

ACTION: University Secretary

21/49 PREVIOUS MINUTES

- 3.1 The Board **NOTED** some minor amendments to the draft minutes of the previous meeting.
- 3.2 Subject to the above amendments, the Board **APPROVED** the minutes from the meeting on 16 February 2022 as a true and accurate record.

21/50 MATTERS ARISING

- 4.1 There were no matters arising and all of the outstanding actions on the action register had been marked as closed, apart from one open action regarding KPI development which was a planned action that had been awaiting the outcome of the Board away day held yesterday, 26 April 2022.

21/51 CHAIR'S BUSINESS

- 5.1 The following was **NOTED**:

- 5.1.1 From now onwards, Board meetings would continue to be held in person with the option for members such as Mr S Lockren (who was based overseas) to join virtually by exception, only if they cannot attend in person. Committees meetings would remain virtual for the foreseeable future, but with a view to potentially holding one committee meeting per year in person, at the discretion of the relevant committee chair.

Out of Committee business (Paper G1211)

- 5.1.2 The Board **NOTED** a decision that had been taken out of committee by the Chair of the Board, regarding the Summix Locksbrook acquisition. The decision was taken as a precautionary measure in the event a different legal mechanism to acquire the land was necessary, but this was subsequently not required, therefore this matter was simply being reported to the Board today as a formality. The acquisition of Summix LRB Developments Limited had now been completed in line with the December Board delegation.

21/52 VICE-CHANCELLOR'S UPDATE (Paper G1212)

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

External environment

- 6.1.1 Fixed fees and rising inflation meant that over the next few years there would be a diminishing resource. The University needed to continue to be cost conscience whilst slowly growing revenue.

- 6.1.2 Redacted: FOI exemption, Section 41: confidentiality

- 6.1.3 The University was taking a lead on the Lifelong Loan Entitlement, having developed a template for the Department for Education to use to assist the sector in delivering a lifelong loan entitlement qualification. The template would be considered by the Academic Board at its next meeting, with a view to the University also making use of it internally for the purposes of how best to design degrees going forward.

- 6.1.4 The recent ballot for strike action had failed nationally through the majority of the sector, and whilst it appeared that there was a waning of appetite in this area, it was clear that there would continue to be union disruption over the next 18 months at least.

Internal environment

- 6.1.5 In terms of recruitment, whilst the University was not back to pre-pandemic acceptances (mostly due to grade inflation), Redacted: FOI exemption, Section 43: commercial interests

A vacancy for a new Director of Student Recruitment was also currently out to market, which would assist the University in continuous improvement in this area.

- 6.1.6 The University was currently in the process of redesigning the Student and Registry Services function in order to add value to the overall student experience and student success by delivering improvements in student progression, retention and engagement, and associated quality and standards thresholds and metrics.

- 6.1.7 Work was underway to look at how best to support students through their journeys with the University, making use of key data, and working together with the Students' Union to help predict and guide and encourage students to engage.

- 6.1.8 A recent questionnaire around student experience at the Corsham Court campus showed a lack of community feel, where the University taught a small number of Masters courses. On

examination it was clear that there were never more than 35 students on the campus at any one time, and many fewer on some days of the week. The University Secretary was leading a consultation with students on their preferences around being taught at Corsham or at Newton Park next year. If some students wished to stay at Corsham then they would be able to do so, but in the longer term, the University needed to think more strategically about its future. Governors were invited to make any suggestions to the Vice-Chancellor outside of the meeting.

- 6.1.9 There had recently been a temporary interruption in new referrals to the University's counselling services due to staff illness. The University had been concerned about its ability to meet the growing mental health needs of its students and as such had been increasing resource to the service incrementally. It was now clear that such an incremental approach was insufficient and the University had therefore developed and approved resource for a plan to increase the scope and reach of the Student Wellbeing Services department. Governors also noted that by September 2022, the University would have increased spend in this area [Redacted: Section 43] giving the University a service that could be proactive as well as reactive and one that would stand up to any influx of covid-19 at the start of the new academic year.

[Redacted: FOI exemption section 43: commercial interests]

It was noted that this investment would be very well received by students.

- 6.1.10 The University had recently created a strategy forum to explore the long-term future development of its sites, [Redacted: Section 43, commercial interests]. Francesca Fryer (independent governor) was a contributor to that forum, given her estates expertise, to assist it in developing a shared understanding to present to the Board over the next year.

- 6.1.11 At the last Board meeting, the University indicated that it would be conducting a consultation on closing the Day Nursery provision at Newton Park because it was not financially viable, however the Board noted that there had recently been a viable offer made to the University by a private provider and Heads of Terms with that provider had now been agreed.

- 6.1.12 The results of the Research Excellence Framework (REF) assessment will be announced in the week of 9 May and it was expected that the University would perform much better than the previous time. This was a good news story and allowed the executive team to now focus on concentrating its research offering for the future.

- 6.1.13 The University had received a report on information governance from an external provider, [Redacted] who had highlighted areas of good practice and areas in need of improvement. The University Secretary would chair a revised Information Governance Group which would lead the University's response to this report and oversee improvements to information governance going forward, with updates being reported to the Audit Committee.

- 6.1.14 Governors were reminded to contact Allison Dagger, Head of Chancery Administration, should they wish to take part in the procession at the summer graduation ceremonies which were due to take place from 25 July to 27 July.

- 6.1.15 Governors were saddened to hear about the recent death of a postgraduate student, noting that the University had identified all contact between her and her tutors, and student support and the University Secretary had submitted the record to the Bristol Coroner. The University was also satisfied that she was positively engaged with her course, and successful in her studies, and that all contact in search of support was followed up.

- 6.2 During discussions, the following was highlighted:

- 6.2.1 The Vice-Chancellor emphasised that relative to the University's size, she was confident that its investment in the Student Wellbeing Service was proportionate in comparison with other universities, although this was extremely difficult to measure and no University was performing perfectly in this area at the moment because demand was disproportionate, and growing.

[Redacted: FOI exemption, Section 43: commercial interests]

- 6.2.2 The Board were assured that the focus on concentration of research would not mean that academic staff contracts would be changed, unless those academics requested it. The University would support some individuals to be research active and encourage them to use the time allocation in a way that suited their strengths, whilst also bringing in teaching fellows who would

have adequate time in their contracts to make enhancements to teaching. The teaching fellow positions would be permanent contracts and there would be promotion opportunities.

21/53 RECOVERY & RENEWAL PLAN UPDATE (Paper G1213)

- 7.1 The Vice-Chancellor introduced her report which had formed part and parcel of the strategy refresh discussions held at the Board away day on 26 April at Corsham Court.
- 7.2 The Vice-Chancellor summarised the key themes from the away day, which were:
- 7.2.1 The sense of ambition from governors ran very deep. The Strategy 2030 was fundamentally still relevant and that the finessing laid in the planning of its delivery;
- 7.2.2 Creativity, nurturing and professionalism were key ways to approach the delivery of the strategic aims, whether that was in digital, structural, financial or the estate;
- 7.2.3 The University needed to think about how it could make its narrative edgy whilst capturing the breadth of the essence of the University, particularly in relation to the expansion of educational partnerships;
- 7.2.4 The University should be active contributors - changing the region as well as changing itself to fit;
- 7.2.5 Atypical learning aligned very neatly into the University's future narrative.
- 7.3 The Board **SUPPORTED** the overall direction of travel for the University and agreed that excellent progress had been made to date.
- 7.4 The Board **ENDORSED** the next steps which were that over the next few months, the executive team would refresh the strategy based on the guidance received from governors at the away day, with a view to then refreshing the University's internal structures to reflect those strategic changes in the autumn term through to Christmas.

[Rebecca Philip and Georgina Andrews joined the meeting]

21/54 EDUCATIONAL PARTNERSHIPS STRATEGIC FRAMWORK (Paper G1214)

- 8.1 The Deputy Vice-Chancellor & Provost introduced his paper which included an update on the University's progress in expanding its range of educational partnerships with private providers, including the development of a new strategic framework in which those partnerships were maintained and developed, and where appropriate, new opportunities were pursued.
- 8.2 The Board **NOTED** the successful development of income diversification through the growth of partnerships, particularly the three relatively new private partnerships which were the primary source of the growth.
- 8.3 The Board was reminded of considerations at previous Board meetings and through the Audit Committee regarding the current and expected student numbers for the three new partnerships, and the financial consequences in context alongside those of the University as a whole.
- 8.4 The following was specifically **NOTED** about the three new partnerships:
- 8.4.1 As previously noted at the September 2021 Board meeting, the new partnerships could potentially be at such a scale that the number of students was in excess of the number of undergraduate students within its campuses in Bath.
- 8.4.2 The aggregate effect of the three new major private partnerships was that the University was now offering its franchised degrees to large, and growing, numbers of students in London, Leeds, Manchester and Birmingham, and to types of students who would never have considered applying for a traditional 'campus-based' degree in Bath. Those new students were all enrolled on applied or vocational programmes; mostly Business Management, but also Health & Social Care Management; and most recently Construction Management.

- 8.4.3 The non-traditional nature of the students also contributed to the University's Widening Participation aspirations and perhaps were also changing the educational characteristics of the University: its applied and vocational curriculum offer; its geographic reach; its student demographic; the balance of Bath-based and partner-based students and; the diversity of its modes of delivery.
- 8.4.4 In line with the original intention to diversify income, these new partnerships had provided the University with a considerable degree of financial resilience at a time when recruitment to the University's core Bath-based provision had been under threat.
- 8.4.5 The current and expected financial impact on the University's financial position, as presented in the paper, was based on the December 2021 financial plan update and therefore was noted that it did not take into account the much higher rate of inflation.
- 8.4.6 Redacted: FOI exemption, Section 43: commercial interests
Redacted: FOI exemption, Section 43: commercial interests
- 8.5 The Board congratulated the University for such a huge success, noting that working with new private partners at the scale and speed of the last 12 months had presented the University with considerable challenges yet, despite this, it was not only delivering significant financial benefits but it also created an opportunity for the University to learn lessons from the private providers which could be adopted internally within the University. Board members were impressed with the operational agility and flexibility of the University in this area, which was now impacting positively on the culture of the institution.
- 8.6 The Board **AGREED** that the development of a strategic framework was essential and **SUPPORTED** the enhancements that had been made to it, as this would provide the security of ensuring that the partnerships would not present unmanageable academic and financial risks to the University.
- 8.7 During discussions, the following comments were made:
- 8.7.1 Redacted: FOI exemption, Section 43: commercial interests
- 8.7.2 Redacted: FOI exemption, Section 43: commercial interests
- 8.7.3 There was a strong working relationship between the staff working for the private providers and University staff – in particular, with the academic schools link tutor and the module leaders who all worked together to ensure that the students were receiving the same level of quality of teaching and assessment compared with those students based in Bath.
- 8.7.4 The appointment of a new Academic Enhancement Lead (Educational Partnerships) would provide further assurances to ensure that good pedagogical practice was identified and disseminated so that the University could have the confidence in the integrity of assessment practices and that there was support which was relevant to the needs and expectations of non-traditional students studying with our partners.
- 8.7.5 Redacted: FOI exemption, Section 43: commercial interests
- 8.7.6 Redacted: FOI exemption, Section 43: commercial interests
- 8.7.7 Student experience would continue to be at the forefront of the partnerships strategy, with regular reviews of a series of key indicators being undertaken. The University was working together with the Students' Union and other key stakeholders across the institution to ensure that all students received a positive student experience, and one that was tailored to differing student needs.

8.8 Redacted: FOI exemption, Section 43: commercial interests

8.9 The Board **NOTED** that the Audit Committee had considered education partnerships at regular intervals from a risk and opportunity perspective, and was assured that there had therefore been some detailed due diligence in this area. A recent internal audit report on Educational Partnerships was due to be considered by the Audit Committee at its upcoming meeting in June. The Governance Manager would circulate a copy of the report to the Board once it was available.

ACTION: Governance Manager

8.10 Board members would continue to be kept abreast of all developments in this area, and agreed that it would be helpful for the Board to visit the private providers, possibly hosting a future Board meeting there and/or at the BSU London site.

*[Rebecca Philip and Georgina Andrews left the meeting]
[Mark McGuinness joined the meeting]*

21/55 REVIEW OF STUDENT PROTECTION PLAN (Paper G1215)

9.1 The University Secretary introduced the revised Student Protection Plan (SPP), which set out what students could expect to happen should a course, campus or institution close. The purpose of the plan was to ensure that students could continue and complete their studies.

9.2 The Board **CONSIDERED** the revised SPP, and **NOTED** the following:

9.2.1 All providers registered with the Office for Students must have an SPP in place and it was expected that providers collaborated with students to review and refresh the plan on a regular basis.

9.2.2 A task and finish group, comprising staff and student representatives was convened by the PVC Academic Planning and the University Secretary to review the current SPP and consider areas for enhancement.

9.2.3 The revised SPP strengthened the University's approach particularly in considering and assessing risks relating to the covid-19 pandemic, equality impact, and educational partnerships.

9.2.4 The revised SPP was now written specifically for a student audience, rather than a regulator, and was laid out in a more structured and accessible way – thereby placing students very much at the heart of the document.

9.2.5 The University had implemented the SPP on only a minimal number of times and on those occasions had taken the opportunity to develop a contextual and situation specific implementation plan to supplement the SPP – this was not a formal requirement but had been helpful to the University in better organising its response. The creation of an implementation plan had been incorporated into the revised SPP.

9.2.6 A more detailed risk analysis had been carried out as part of the revised SPP – this involved a self-evaluation of where the University believed it was positioned against particular risks. The SPP also now highlighted a broader range of risks such as cyber security, covid-19 and partnership working.

9.3 The Board **APPROVED** the revised Student Protection Plan for submission to the OfS and subsequent publication, subject to incorporating any changes to the SPP where required by the OfS.

*[Mark McGuinness left the meeting]
[Richard Jordan, Guy Mansfield and James Blundell joined the meeting]*

21/56 ESTATES STRATEGY UPDATE: SION HILL SALES STRATEGY (Paper G1216)

- 10.1 The PVC F&I introduced his paper which set out an approach to the sale of the Sion Hill campus, as proposed by CBRE, in light of consideration by the F&I Committee at its meeting on 15 March 2022.
- 10.2 The Board **CONSIDERED** the approach as outlined in Appendix A of the paper, which was very much described as an 'advisory led approach'.
- 10.3 During discussions, the following was highlighted:
- 10.3.1 The process would evolve over time, and that this was why several scenarios had been referenced in the paper.
- 10.3.2 Redacted: FOI exemption, Section 43: commercial interests
- 10.3.3 Redacted: FOI exemption, Section 43: commercial interests
- 10.3.4 Redacted: FOI exemption, Section 43: commercial interests
- 10.3.5 Redacted: FOI exemption, Section 43: commercial interests
- 10.3.6 Redacted: FOI exemption, Section 43: commercial interests
- 10.3.7 The F&I Committee had recommended that an informal reference group be established to enable key decisions to be made in a timely manner.
- 10.4 After detailed consideration, the Board **AGREED** the Sion Hill sale approach as set out in Appendix A of the report.
- 10.5 The Board also **ENDORSED** the approach recommended by the F&I Committee that an informal reference group, including the Board Chair, the Chair of F&I Committee, and Ms F Fryer (independent governor), be established to enable the Vice-Chancellor/PVC F&I to consult on key decisions in a timely manner, whilst also reporting back to each F&I Committee meeting on progress. It was noted that this reference group was not a decision-making forum and as such no delegation of authority was sought or required.

[Guy Mansfield and James Blundell left the meeting]

21/57 HEALTH AND SAFETY ANNUAL REPORT (Paper G1217)

- 11.1 The Director of Estates introduced his paper.
- 11.2 The Board **CONSIDERED** the report, and during discussions the following was **NOTED**:
- 11.2.1 Workplace stress and staff mental health and wellbeing issues, whilst not referenced in this report, was reported to the Board annually in the HR report.
- 11.2.2 The introduction of a new electronic system for lodging health and safety risk assessments was a positive step forward. This would be implemented from September 2022.
- 11.2.3 There were no residual fire integrity issues related to the fire safety works at Bankside and Sydney – the University was fully compliant.

*[Richard Jordan left the meeting]
[Dawn Turpin joined the meeting]*

21/58 EXTERNAL GOVERNANCE EFFECTIVENESS REVIEW: FINAL REPORT (Paper G1218)

- 12.1 The external reviewer, Ms Dawn Turpin, introduced the report, and highlighted the key findings from the Review.
- 12.2 The Board **NOTED** that the University's governance maturity was strong and there had been a significant improvement since the previous review in 2017/18. Ms Turpin pointed to significant evidence of good practice in effective governance, and only some areas where practice required strengthening - notably, academic governance assurance and relationships. There were some excellent examples in the report of good governance practice, in particular:
- 12.2.1 There were mechanisms in place for monitoring compliance with key regulatory, statutory and other external requirements;
 - 12.2.2 There were self-assessments made against best practice in Committee of University Chair HE, Audit and Remuneration Codes;
 - 12.2.3 Ordinances were in place to regulate the conduct of Board business;
 - 12.2.4 The designation of a Senior Independent Governor (SIG);
 - 12.2.5 Action had been taken to improve Board diversity;
 - 12.2.6 There were comprehensive 'fit and proper' person checks prior to the appoint of new governors;
 - 12.2.7 There had been an improved induction for new governors and a blended approach to governor development;
 - 12.2.8 There was regular consideration of institutional risk;
 - 12.2.9 There were regular reviews of governance effectiveness with independent input.
- 12.3 The Chair of the Governance Review Steering Group, Dr Jacqui Brasted, and the Chair of the Board thanked Ms Turpin for her excellent report and emphasised the importance of using it as a roadmap to ensure that the University's governance was strong both when compared with the rest of the HE sector, but also that it was internally well-aligned with the University's ambitions.
- 12.4 The Board **APPROVED** the final report and **AGREED** that the University Secretary would take forward the recommendations as appropriate over a timescale that he felt was proportionate to the task at hand. It was noted that some of the recommendations may require deeper consideration, particularly to assess whether implementation in the manner described was practicable, and should therefore be approached on a comply-or-explain basis. The Board would be kept up-to-date on progress.

[Dawn Turpin left the meeting]

21/59 RECOMMENDATIONS FROM THE NOMINATIONS COMMITTEE (Paper G1219)

- 13.1 The University Secretary introduced this report.
- 13.2 Ahead of completion of their first terms of office in September 2022, the Board **APPROVED** the following governor re-appointments:
- 13.2.1 The renewal of the term of office for independent governor Sue Lane for a second term of 3 years, to September 2025 and;
 - 13.2.2 The renewal of the term of office for independent governor Simon Lockren for a second term of 3 years, to September 2025.
- 13.3 The Board **NOTED** the following:
- 13.3.1 That the student governor Harry Watts would join the Finance & Infrastructure Committee as a co-opted member for a term of 1 year with effect from 1 July 2022, following the end of his term of office as a student governor on 30 June 2022 and;
 - 13.3.2 The intention of Jacqui Brasted to step down as Chair of Audit Committee by the end of this summer and that arrangements to recruit a successor were underway.

- 13.3.3 Governor appraisals would be conducted on a rolling basis once per year and reported by the Chair to the Nominations Committee. The Senior Independent Governor would conduct the Chair's annual appraisal.
- 13.4 The Board congratulated Marianne Evans on her re-election as Students' Union President for a further year (academic year 2022/23), and consequently her continuation as a member of the Board of Governors on the commencement of her second presidential term on 1 July 2022.
- 13.5 As this was his last Board meeting, the Board thanked Harry Watts for this significant and valued contributions and wished him luck for the future.

21/60 OTHER ITEMS FOR INFORMATION

- 13.1 The Chairs of each Board committee provided a verbal summary update of discussions held and decisions made at their most recent committee meetings – these were all referenced in the minutes of those meetings which were included in the meeting pack.
- 13.2 The Board **NOTED** the following reports:
- 13.1.1 Financial Portfolio Committee minutes, 1 March 2022 and draft minutes from the meeting on 31 March 2022 (Paper G1220).
- 13.1.2 Audit Committee draft minutes from the meeting on 8 March 2022 (Paper G1221).
- 13.1.3 Nominations Committee draft minutes from the meeting on 14 March 2022 (Paper G1222).
- 13.1.4 Finance & Infrastructure Committee draft minutes from the meeting on 15 March 2022 (Paper G1223).
- 13.1.5 Academic Board draft minutes from the meeting on 25 January 2022 (Paper G1224).

21/61 ANY OTHER BUSINESS

- 14.1 Governors **NOTED** the following:
- 14.1.1 **Redacted: FOI exemption, Section 43: commercial interests**
- 14.1.2 Following a review of information security all governors were now mandated to use their Bath Spa email accounts only for all governor business going forward. The University would only issue emails to governors using their BSU emails **from 1 June onwards** and guidance would be published in May to help those that are yet to transition.
- 14.1.3 A short, special meeting of the Board had been scheduled to take place **online at 9.30am on Friday 6 May** at the request of the Deputy Chair; the purpose of the meeting was for the Board to make its decisions regarding the Chair appointment – that meeting would be led by the Deputy Chair.
- 14.2.4 Thereafter, the date of the next full board meeting was scheduled for **Wednesday 13 July** on campus. Arrangements were underway to include a tour of the fashion museum before the meeting begins, in light of the proposition to host the collection, considered at the Board away day.
- 14.2.5 In the meantime, the next Board awareness session (online) was scheduled to take place on 10 May 2022 with a focus on information/cyber security, led by the Director of IT Services.

[The meeting ended at 14.10]

Lucy Barling
27 April 2022

(Signed as a record of confirmed minutes)

Redacted, FOI exemption: Section
40 - personal data

Jonathan Glasspool, Chair

Date: 10 May 2022