

Board of Governors

CONFIRMED

Approved Minutes of meeting held on 13 March 2024 at 13.00hrs in Room G15, Main House, Newton Park campus

Present:

Mr Jonathan Glasspool	Independent Governor (Chair)
Dr Emma Wakelin	Independent Governor (Deputy Chair)
Professor Sue Rigby	Vice-Chancellor
Mr Steve Egan	Independent Governor
Mr Antony Durbacz	Independent Governor
Ms Sue Lane	Independent Governor – virtual attendance
Mr Edward Arnall-Culliford	Staff Governor (Professional Services)
Professor Sabbir Ahmed	Staff Governor (Academic)
Ms Francesca Burke	Student Governor
Mr Stephen Riad	Independent Governor
Ms Francesca Fryer	Independent Governor
Mr Sanjay Shah	Independent Governor
Ms Emily Casey	Independent Governor
Mr Nick Sturge	Independent Governor
Ms Leonie Fleming	Independent Governor
Mr Jay Bhutani	Independent Governor

In attendance:

Mr David Newman	University Secretary
Professor Georgina Andrews	Deputy Vice-Chancellor and Provost
Ms Jo Stocks	Chief Financial Officer
Mr Ben Hughes	Director of Student Recruitment and Marketing – Item 5 (minutes item 23/34)
Mr Steve Woodward	Head of Marketing and Applicant Communications – Item 5 (minutes item 23/34)
Dr Rebecca Schaaf	Pro Vice-Chancellor (Student Experience) - items 7 & 8 (minutes item 23/38 & 39)
Mr Richard Jordan	Director of Estates and Services – Agenda Item & & 8 (minutes item 23/38 & 39)
Mr Alec Bennett	Interim Head of Data and Insights – Agenda item 9c (minutes item 23/41)
Ms Katherine Lee	Governance Manager

Apologies

Ms Carole Stott	Independent Governor
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Ms Jas Raymond-Barker
Ms Vinita Nawathe

Students' Union President
Independent Governor

Agenda item		Action
23/32	<p>1: Apologies, new declarations of interest and Chair's Business</p> <p>The Chair welcomed governors to the meeting, with particular welcome provided to new Governors Leonie Fleming and Jay Bhutani. Ms Sue Lane would join the meeting virtually. There were apologies from Ms Carole Stott, Ms Vinita Nawathe and Ms Jas Raymond Barker.</p> <p>Reference was made to the updated Register of Interests, following the appointment of new Governors as provided to Item 10 of the meeting and request for any further updates to be provided promptly to the Governance Manager. No declarations of interest in respect of agenda items to the meeting were raised.</p> <p>Governors were encouraged to attend Board Awareness Sessions, which were considered of high quality and valuable for Governors.</p> <p>The Chair invited the Chief Financial Officer to provide a brief overview of the report provided in the Consent Agenda (Item 10c) in respect of the Annual Report and Financial Statements 2021/22 revision, due to a technical addition of US Loans Schedule requirements. Typographical updates were identified and the document was discussed in the context of External Auditor review, to be discussed at the forthcoming meeting of the Audit and Risk Assurance Committee meeting.</p> <p>The Board APPROVED the consent agenda (Minutes reference 23/31, Agenda Item 10).</p>	
23/33	<p>2: Minutes of the meeting of 13 December 2023</p> <p>The minutes were APPROVED as an accurate record of the meeting.</p>	
23/34	<p>3: Matters Arising</p> <p>RECEIVED and NOTED the updated Schedule of actions.</p> <p>The University Secretary referred to the schedule of actions and an update was provided that the majority of actions had been completed, with others in progress for scheduled completion at this meeting, or forthcoming meetings.</p>	

23/35	<p>4: Vice-Chancellor's Update (Paper G1353)</p> <p>RECEIVED and NOTED Paper G1353</p> <p>The Vice-Chancellor provided an overview of her written report highlighting a visit from Susan Lapworth, CEO of the Office for Students with feedback provided by the Chair of the Audit Committee, who had also attended this meeting, update was provided on midcycle review of progress against the strategic plan and progress on the NSS survey.</p> <p>In respect of the external environment: Government, Department for Education and Office for Students (OfS), an update was provided on sector focus on franchise provision, following the National Audit Office report, consideration by the Public Accounts Committee and considerations of oversight of the Student Loan Company (SLC). Reference was made to BSU involvement with Baroness Baran, Parliamentary Under Secretary of State at the Department for Education and with Universities UK (UUK) on development of a sector code of practice.</p> <p>In respect of OfS reportable events, reference was made to a recent whistleblowing case which had been investigated, found to be unsubstantiated and a resultant meeting with the SLC.</p> <p>In respect of Ofsted Inspections, three inspections had taken place and there was broad satisfaction with outcomes, (reasonable progress for short courses, one outstanding and one good outcome for ITT), concerns were raised about the process of the latter inspection and a formal complaint was in process.</p> <p>In respect of Thrive 2030 and ambitions, working groups have been set up to consider transformational activities and prioritisation of options, incorporating Artificial Intelligence as part of this process and to be presented to the Board in September.</p> <p>In respect of educational partnerships, an update was provided on a recent visit to Future Education World in The United Arab Emirates (UAE) and contract renewal following refreshed due diligence and risk assessment.</p> <p>An independent review of Safeguarding had taken place. Governors had been invited to the Chancellors installation ceremony on 8 May 2024.</p> <p>The Vice-Chancellor was thanked for her comprehensive report to the meeting.</p> <p style="text-align: right;">[Ben Hughes joined the meeting] [Steve Woodward joined the meeting]</p>	
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RECEIVED and **CONSIDERED** Paper and presentation G1354.1.

The Director of Student Recruitment and Head of Marketing and Applicant Communications provided a presentation to the meeting which incorporated the 2024 UCAS recruitment snapshot and sector trends, existing and new courses performance, recruitment and conversion activities and marketing and applicant communications.

In respect of international students, routes of application and review of countries growth and potential was discussed and promotional activities taking place for China and Sri Lanka via BSUL.

A rich discussion was held, and a number of questions were raised in relation to Undergraduate (UG) domestic and international and relative numbers of students and Postgraduate (PG) fees, aspirations for growth in PG, the use of agents in China and India and networks through these offices. UK agent's arrangements for BSUL and due diligence, training for agents (undertaken twice a year) and use of best code of practice for networks was discussed. A query was raised in respect of branding concepts and distinctiveness of offer to international market.

Open days, strategies for maximisation of attendance and school and college recruitment activities were discussed with current numbers on track for desired number of applications. Discussion was held on conversions via digital routes, costs of living considerations and mitigation by introduction of travel contributions, linked to the Access and Participation plan.

Introduction was made to the newly appointed Head of Marketing and Applicant Communications who provided an update on applicant communication activities, focus on conversion, improvements in digital and virtual experience and developing approached to analytics and applicant league scoring analysis.

Questions were raised in respect of appropriate and interlinkage of systems, return on spend on social media and this was an area for further development with work with Head of Communications and Brand Development and support in this area from a Governor was offered.

Commendation to the team was provided on improvement in numbers in the context of a difficult time for the sector and thanks were provided to the Director of Student Recruitment and Head of Marketing and Applicant Communications for their presentation.

[Ben Hughes left the meeting]
[Steve Woodward left the meeting]

23/37	<p>6: Education partnerships oversight arrangements (Paper G1355, G1355.1, G1355.2)</p> <p>RECEIVED and CONSIDERED Papers G1355.</p> <p>The University Secretary presented the report to the meeting which outlined the activities involving members of the Board to enhance articulation of governance oversight of the University's educational partnerships, culminating in review of a reference document by the Finance & Infrastructure Committee meeting of 28 February 2024 and by Audit and Risk Assurance Committee by correspondence and feedback had been incorporated.</p> <p>The iterative reference document articulates the oversight and control arrangements that are in place in respect of the University's partnership activities and provide assurance to the Board that will be developed at intervals over time to remain current.</p> <p>Following recommendation by the Finance and Infrastructure Committee, the Board was invited to approve amendments to the Scheme of Delegation to ensure appropriate placement and celerity of decision making in respect of early termination of high-risk partnerships, as defined by the risk assessment matrix.</p> <p>A rich discussion was held, and governors provided positive feedback on the usefulness of the document and articulation of the assurance in place. Queries were raised in respect of vision of desired trajectory, staff investments for partnership oversight, and risk assessment processes in place within the Centre for Educational Partnerships.</p> <p>In respect of the Partnership Strategy, an implementation plan was progressing through internal processes for presentation to the Board in July, which would provide work stream approach incorporating holistic size and state considerations. Following a question on consideration of strategic implications and increases in transnational and global elements, it was confirmed this would be included in this work.</p> <p>A request was made for inclusion of comparison of revenue from the previous year and discussion was held on small providers who were loss making, but provided reputational benefits and considered 'the right thing to do' in comparison to focus and impacts of the three largest partners.</p> <p>Reference was made to work in process on a template for a comprehensive Board Assurance framework which would shortly be considered by the Audit and Risk Assurance Committee and would incorporate all areas of assurance across the University outlining the three lines of defence for each area of assurance.</p> <p>Following discussion, the Board ENDORSED the Governor Reference Document and APPROVED the amendments to the Scheme of Delegation as outlined to the meeting.</p> <p>The Chair reordered the agenda.</p> <p style="text-align: right;">[Rebecca Schaaf joined the meeting] [Richard Jordan joined the meeting]</p>	Uni Sec/DN
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23/38	<p>7: Finance and Infrastructure Committee b) Estates Progress Update (agenda item 8e) (Paper G1360)</p> <p>RECEIVED and NOTED Paper G1360.</p> <p>The Pro-Vice Chancellor (Student Experience) and Director of Estates and Services outlined the report to the meeting which provided progress in relation to a large number of complex and interlinked estates projects aligned with the Estates strategy including “Plan 27”, Sion Hill, the sports ground and the evolving accommodation strategy.</p> <p>Involvement in the consultation of the Local Plan for Bath and North East Somerset (BaNES), was advised and outcomes expected in April. Student accommodation was discussed, including the wider Locksbrook area and improvement to the offer to incorporate requirements for international students.</p> <p>A discussion was held and a number of queries were raised in respect of the local plan, possible location of accommodation and requirements, Sion Hill and creative industries vision.</p> <p>In respect of Plan 27, detailed update was provided on the multi-year activities at Newton Park in respect of movement of the shop location and to within BSU activity. Reference was made to the SU Annual Report and Financial Statements and Strategy report as included in the consent agenda (Item 10c) to the meeting, in respect of impact on their assets, possible requirements for compensation and work on their strategy to enable movement in focus from commercial activity to removal of barriers to participation, supportive clubs and societies.</p> <p>The Pro-Vice Chancellor (Student Experience) and Director of Estates and Services were thanked for their helpful update.</p>	
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23/39	<p>8: Locksbrook II: Progress Update (Agenda Item 7) (Paper G1356 & G1356.1)</p> <p>RECEIVED and CONSIDERED Paper G1356</p> <p>The Pro-Vice Chancellor (Student Experience) outlined the report to the meeting which summarised the activities in relation to key workstreams progressing for the Locksbrook 2 development via the Steering Group and joint Project Board.</p> <p>Key themes were outlined in respect of Heads of Terms, funding bid, procurement strategy, [Redacted: FOI Exemption Section 43: Commercial Interests].</p> <p>Positive feedback was provided on the progress to date, a rich discussion was held, and questions were raised in respect of recent publicity of financial considerations for Local Authorities and other risks and legal considerations as well as funding bids through West of England Combined Authority (WECA). An offer was made for governor involvement if further work in this area was required.</p> <p>Discussion was held on considerations in respect of flexibilities, purpose-built student accommodation (PBSA) and longer-term considerations with assurance provided that planned growth was accommodated in the short to medium term. Queries were raised and discussion was held on various scenarios, complexity and solutions with a clear path of progress to decision making which was considered positive. In respect of cultural quarter considerations, reference was made for long term holistic development, innovation and start up space with possible access to wider national and private funding opportunities. Discussion was held on space utilisation considerations and alternative and contingency plans being considered. An update was provided in respect of negotiations and strategies around the incumbent vet's premises.</p> <p>Following discussion, the Board of Governors NOTED the report and ENDORSED the draft Heads of Terms for progression and onward approval by the Board of Governors once finalised.</p> <p>[Richard Jordan left the meeting]</p>	
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23/40	<p>8: Finance and Infrastructure Committee</p> <p>a) Committee Chair's Update</p> <p>The Chair of the Committee provided a verbal update to the meeting and highlighted the following which was NOTED:</p> <ul style="list-style-type: none"> • That the Committee had considered investment performance with the assistance of the newly appointed governor, and there was positive performance with consideration being given by the Chief Financial Officer to allocation of investments in line with timescale requirements of the capital plan. • Following a query by the Students' Union at the meeting, further work was being undertaken to ensure alignment with the responsible investment policy <p>b) Financial Report (Aug 23-Jan 24) (Paper G1357)</p> <p>RECEIVED and NOTED Paper G1357</p> <p>The Chief Financial Officer referred to the report and detailed presentation outlining the main highlights of quarter one financial performance.</p> <p>The presentation included Income and expenditure, balance sheet, debtors, tuition fees analysis, pay analysis, Q2 risks and opportunities, capital, investments and liquidity and segmental analysis.</p> <p>Key highlights were outlined as Year to Date (YTD) performance being positive with a bottom-line surplus before Local Government Pension Scheme (LGPS) notional adjustments, in line with expectations and due to upside in partnership tuition fees, government grants offset by adverse variances on BSU London (BSUL) and tuition fees and investment in staff to underpin changing business activity.</p> <p>[Redacted: FOI Exemption Section 43: Commercial Interests].</p> <p>A discussion was held on the level of provision for aged debt and questions were raised on the reasons for and prevention of debt, processes in place for the robust management of debt, with mindfulness of sensitivities for vulnerable students. Bad debt provision was considered sufficient. Following discussion, processes for recovery of bad debt could be further reviewed to ensure a moderate approach, with further consideration by Finance and Infrastructure and Audit and Risk Assurance Committee, in respect of controls considerations. A question was raised in respect of segmental analysis, franchising costs and allocation of indirect costs which could be further considered.</p> <p>Reference was made to recruitment of a Finance Director and Student Liaison Finance Officer, to focus on student experience financial matters of scholarship, bursary funding and debt.</p> <p>c) Updated Financial Strategy incorporating Reserves Policy (agenda item 8c) (Paper G1358)</p> <p>RECEIVED and NOTED Paper G1358</p> <p>The Chief Financial Officer referred to the report to the meeting and the draft Reserves Policy, which was provided for approval, subject to review by External Auditors.</p> <p>A rich discussion was held on the use of the reserves policy in management of funds, charitable law objective considerations and benefits and drawbacks of explicit reference to ringfenced funds which may be commercially sensitive. Internal communication</p>	CFO/JS
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requirements were also considered in this context. Following discussion, it was agreed that generic terms should be used to provide required flexibilities.

The report was **NOTED** and the Reserves policy was **APPROVED**, subject to review by the External Auditor.

d) **Budget Preparations 2024/25 & Updated 5yr Financial Plan (agenda item 8d) (Paper G1359)**

RECEIVED and **CONSIDERED** Paper G1359

The Chief Financial Officer presented the report to the meeting which incorporated an update on the preparations and assumptions for the next iteration of the five-year plan.

A rich discussion was held which incorporated considerations relating to previous BSU plans for student growth, which would soften following changes in key variables including scenario considerations for partners, staff costs and assumptions around inflation. Reference was made to linkage and possible rephrasing of investments pots to capital and estates projects requirements and updates which would be made to the capital plan.

Questions were raised in respect of inclusion of Thrive 2030 requirements, logistical consideration of movement of investment funds, comparison of I&E and balance sheet to competitor sets and reference was made to estates management benchmarking statistics for running costs.

Following discussion, the Committee **NOTED** the report and considered that the assumptions were sensible and carefully thought through and **APPROVED** the Budget Preparation assumptions for the next iteration of the five-year plan.

[Alec Bennett joined the meeting]

9: Academic Board**a) Committee Chair's update**

The Vice Chair of the Committee and Deputy Vice-Chancellor and Provost provided a verbal update to the meeting referenced the provision of meeting minutes and highlighted the following aspects of context which was **NOTED**:

- Thanks were provided to governors Sanjay Shah and Leonie Fleming for attending the recent Academic Board meeting
- Meeting focus was the review of academic misconduct data, links between corresponding increase in academic partners and cases and increase in Bath based international students. This was a strategic area of focus incorporating the Academic Governance Team and the Students' Union for international students.
- A paper on Academic Integrity was to be presented to a future academic Board meeting to address issues incorporating Artificial Intelligence considerations and good practice for resources.

The Chair of the Board encouraged remaining governors (3) who had not yet attended an Academic Board meeting to attend over the next 12 months and reiterated this as considered good practice in governance.

b) Student Complaints and Discipline Annual Report (Paper G1361)

RECEIVED and **CONSIDERED** Paper G1361

The Pro-Vice Chancellor (Student Experience) presented the paper which provided an overview of student complaints and disciplinary cases for the period 1 August 2022 through 31 July 2023, to assure the Board of the rigour of the University's procedures and alignment with relevant external bodies. The relevant procedures appear to be working effectively with continual monitoring and amendment.

A rich discussion was held, and reference was made to the increase in complaints due to the marking assessment boycott and partner complaints which had been recorded for the purposes of the paper but were progressed through partner complaints processes at Stage 1 with escalation to BSU at Stage 2. It was advised that the Complaints manager was a member of the Partnership Delivery Group for liaison through that Group.

Questions were raised regarding students understanding of their rights and responsibilities, opportunities to enhance awareness and signposting of procedures and routes of progression and learning from complaints.

The Board thanked the Pro-Vice Chancellor for the thorough report and **NOTED** the Annual Statement for BSU of the OIA and **APPROVED** the annual summary of student complaints and disciplinary cases.

[Rebecca Schaaf left the meeting]

c) Data Assurance Policy (Paper G1362)

RECEIVED and **CONSIDERED** Paper G1362

The Deputy Vice-Chancellor and Provost introduced the item and referred a recent Board Awareness Session to Governors on Data Assurance. The Interim Head of Data and Insights presented a report on the updated framework for the governance and management of data assurance through a new Data Assurance policy and set of data standards that embeds the code of practice and key principles for data collection to provide greater assurance and oversight with regards to data practices, procedures and processes.

A query was raised in respect of reference to Board of Governors requirements which were considered to be all encompassing, the role of management and the wording as aligned to the constitution. A query was raised in respect of inclusion of security of data

	<p>in the broadest sense and agreed that the University Secretary would review this wording.</p> <p>The Board APPROVED the inaugural Data Assurance Policy and its set of proposed management controls and NOTED that this policy would be regularly reviewed. [Alec Bennett left the meeting]</p>	Uni Sec/DN
23/42	<p>13: Consent Agenda As referenced in minutes reference 23/32, Agenda Item 1, decisions on the consent agenda items were made as follows:</p> <ul style="list-style-type: none"> a) The Board NOTED Board of Governors Register of Interests (updated 5 January 2024) (G1363) b) The Board NOTED Students' Union 2023/24 Strategy and Audited Annual Accounts 2022/23 (G1364) c) The Board APPROVED Annual Report and Financial Statements 2021/22 US Loan Schedule Amendment (G1365) d) The Board RECEIVED the draft minutes of the Academic Board meeting held 23 January 2024 e) The Board RECEIVED the draft minutes of the Finance and Infrastructure Committee meeting held 28 February 2023 	
23/43	<p>14: Any other business</p> <p>The Chair of the Board encouraged good attendance at the forthcoming Board Awareness Session on 16 April on Access and Participation.</p> <p>The next meeting of the Board will be the Away Day held on 8 May 2024 at the Bath Royal Literacy and Scientific Institution, followed by Chancellor inauguration. Governors were invited to advise the Chair, should there be any topics they would wish to be considered in the Away Day programme and a number of potential topics were raised for consideration.</p> <p>The next Board meeting of the Board would be held on 9 May 2024, Newton Park at a earlier time at 11am.</p>	
23/44	<p>15: Meeting Evaluation The Chair provided thanks and invited comments from Governors and executive in respect of the effectiveness of the meeting and it was considered that the quality of reports and length was positive.</p>	
	The meeting ended at 16.25	

Katherine Lee
Governance Manager

(Signed as a record of confirmed minutes)
Jonathan Glasspool (Chair)

[Redacted: FOI Exemption Section 40: Personal data]

Date: 9 May 24