



BOARD OF GOVERNORS

**Minutes of the meeting held on 12 July 2023 at 13.00 hrs.
Room G15, Main House, Newton Park campus**

Present:

Mr J Glasspool	Professor S Rigby (Vice-Chancellor)
Mr A Durbacz	Dr E Wakelin
Mr S Egan	Ms C Stott
Ms S Lane –virtual attendance	Ms F Fryer
Mr N Sturge	Ms E Casey
Ms S Harris	Ms J Raymond- Barker
Professor S Ahmed	

In attendance:

Mr D Newman (University Secretary)
Professor G Andrews (Deputy Vice-Chancellor and Provost)
Ms S Dawes (Chief Executive Students' Union) – Item 10
Mr J Gulrajani (Head of Data Improvement and Business Insights) – Item 9
Ms F Hancock (Deputy Director of HR) – Item 12
Ms J Stocks (Chief Financial Officer)
Ms K Lee (Governance Manager)

Apologies:

Ms V Nawathe
Mr S Riad
Mr S Shah

22/76 APOLOGIES, NEW DECLARATIONS OF INTEREST AND CHAIR'S BUSINESS

- 1.1 The Chair welcomed governors to the meeting and provided thanks for their attendance. Apologies were noted from Ms V Nawathe, Mr S Riad and Mr S Shah.
- 1.2 Particular welcome was provided to Ms J Raymond- Barker following the commencement of her formal appointment as SU President and ex officio member of the Board of Governors from 1 July 2023.
- 1.3 The Chair advised of a new declaration of interest for Ms F Fryer for employment at Cardiff Metropolitan University which was noted and not considered to give rise to a conflict.
- 1.4 The Board **APPROVED** the consent agenda.

22/77 PREVIOUS MINUTES

- 2.1 The Chair thanked the Deputy Chair for chairing the last meeting of the Board. The Board **APPROVED** the minutes from the meeting held on 3 May 2023 as a true and accurate record.

22/78 MATTERS ARISING

- 3.1 Governors were referred to the schedule of actions and an update was provided by the University Secretary on actions in progress. It was **NOTED** that all actions were either completed, had provided updates to recent Committee meetings or were on track for completion, within identified timescales and presentation to future Board meetings, as included in the schedule.
- 3.2 The University Secretary advised that a routine letter had been received from the Office for Students (OfS) regarding the published deadlines and requirements for 2023-24 data returns, after the Board pack for the meeting had been finalised and issued. On this basis, the document had been included in the Admin Control reading library for Governor's information and awareness. The Board **NOTED** the receipt of the letter as provided for their review.

22/79 APPOINTMENT OF A NEW STUDENT GOVERNOR (PAPER G1301)

- 4.1 The University Secretary presented the report, outlined the process undertaken in line with the University's constitutional framework and Governor Appointment process, which had involved interview with the Deputy Chair of the Board and Governance Manager and resultant recommendation of appointment.
- 4.2 The Board were advised that the nominee, Ms Burke, was unable to attend today's meeting due to participation in a student event overseas. Both Ms Burke and Ms Raymond-Barker had recently taken part in a governance training session held with the University Secretary, Governance Manager, and Head of Academic Governance and Quality.
- 4.3 The Board **APPROVED** the appointment of Ms Francesca Burke as a student governor with immediate effect until 30 June 2024.

22/80 VICE-CHANCELLOR'S UPDATE (PAPER G1302)

- 5.1 The Vice-Chancellor provided an overview of her written report, and the following areas were emphasised in respect of the external environment:
- 5.2 The sector continued to operate in a period of volatility, that further unpredictability was expected, and that management action and speed of response was unable to fully mitigate this external uncertainty, which would impact on complexities of financial, risk and many areas of University business and an example was provided in respect of international students and recent changes in arrangements for dependants.
- 5.3 The impact of the static nature of regulated tuition fees was discussed, highlighting that executive consideration would be required over the coming year for further mitigation. The University was acting proactively and was involved with Universities UK in provision of a case study to emphasise this challenge, within the context of strong financial management, to policy makers. The Board were advised of university engagement in the political environment, with a forthcoming meeting with the Shadow Minister for Higher Education.
- 5.4 It was expected that universities will be required to sign up to a student mental health charter in the Autumn. The University had been part of charter development process over the previous year, and it was felt to be well advanced in its development.
- 5.5 In respect of the Office for Students it was advised that no closure had been received on previous audit outcomes apart from the Higher Education Statistics Agency (HESA) data audit, which had been helpful in providing areas for improvements, although not impactful on key areas of student

experience or finances. Challenges were advised in the lack of definition of scope and closure of audits and options were being considered in respect of these issues. There had been an extension in timescales for publication of National Student Survey and Teaching Excellence Framework outcomes, to August.

- 5.6 In respect of the marking and assessment boycott, it was considered that the University had liaised with Unions and progressed with a proportionate and equitable approach with regards to withholding of staff pay, impacting a minority of staff for a defined period, recognising both the rights of staff to protest and the rights and impact on students. The resultant outcome of the boycott was advised as impacting approximately 210 students with outstanding marking requirements which would be reduced over time, with only a handful expected to graduate without full marks available. Following discussion, assurance was provided on the extensive plans and activities in place to support impacted students.
- 5.7 Following discussion, an update was requested on the progression of use of funds as previously agreed by the Board, to explore innovational projects in teaching and learning, ways of working and financial stability. External inputs and difficulties were identified in respect of awaited crystallisation of issues, innovation and diversification which had already taken place and usefulness of reflection on lessons learnt from recent innovations.
- 5.8 In respect of student recruitment, it was discussed that undergraduate recruitment was currently slightly reduced, but with more flexibility through alternative recruitment routes this year. Positive outcome in relation to Post Graduate students was advised and that it was hoped that there would be a more positive position following clearing, with availability of accommodation this year. It was advised that Bath Spa University London (BSUL) student numbers had been reduced to enable focus on application quality and that one recruitment agent contract had not been renewed due to issues identified with credentials provided by their applicants. This was not considered fraudulent but had been picked up by University processes.
- 5.9 In respect of Key Performance Indicators (KPI) these were advised as updated with small movement in respect of continuation. An improvement in the progression metric was expected at the future reporting point.
- 5.10 In reference to the recent publication of the Complete University Guide league table, it was advised that there had been a negative movement and that previous priorities identified on commissioning work to optimise the University's league table position, which had not been progressed due to OfS priorities, would now be progressed.
- 5.11 In respect of financial sustainability, it was advised that the University was doing well, acknowledging there were always areas for improvement. Conversion was considered a key area; the University had tracked the sector in this area but had aimed for improved against sector averages. On review it was considered that there was an opportunity to enhance effectiveness by merging Communications and Marketing with the Recruitment function to enable greater external innovation in this area.
- 5.12 In respect of the ongoing brand review, governors were advised of the visualisations provided in the Gallery room for their review, prior to further update in the Autumn.
- 5.13 A query was raised with reference to ongoing snagging issues in respect of the implementation of the new finance system and if there was confidence that this would not impact on year-end activities. The Chief Financial Officer advised that there were outstanding issues in respect of the fixed asset register, the Bankers Automated Clearing System (BACs) reconciliation report, aged debt report, and assurance was provided that there was confidence these would be resolved prior to the year end. The Board were advised of the activities of the external auditor for testing in respect of the interim audit which was anticipated to be complete by the end of July.
- 5.14 The Board **NOTED** the report.

[Sue Lane joined the meeting virtually]

22/81 BUDGET 2023/24 AND 5-YEAR FINANCIAL PLAN (PAPER G1303)

- 6.1 The Chief Financial Officer delivered a presentation which was largely based on the papers provided to the meeting, outlined the key points and set out the budget proposals and the related 5-year plan for the University, as recommended by the Finance & Infrastructure Committee and included the most recent financial position as outlined in Period 10 Management Accounts.
- 6.2 The key points were outlined as uncertainty factors comprising of a graphic of internal, external and environmental, 2022/23 forecast outturn, 2022/23 cash and investment levels and 5-year plan. In respect of the 5-year plan this incorporated key assumptions, uncertainty and stress testing, surplus path and operating cashflow, income and expenditure changes since July 2022, Bath and Partnership intake students and change in cash and short term investments over the 5 year plan.
- 6.3 The following key points were highlighted:
- 6.3.1 In respect of internal uncertainty factors (short term), reference was made to in year fluctuations for BSUL and partners, pay awards regarding cost-of-living factors and the embedding of the new finance system with some queries around figures for year end, at this stage. Fluctuations were advised in respect of working capital management and recruitment to vacancies.
- 6.3.2 In respect of external factors (medium and long term), reference was made to the inflationary environment, with non-pay inflation expected to be seen next year, increasing regulatory burden from the OfS which was more impactful on a smaller university with less resources, fixed fees, Bath based recruitment and competition, Lifelong Loan Entitlement (LLE), change in immigration rules and potential Government changes, all resultant that there was higher levels of uncertainty in later years of the plan.
- 6.3.3 In respect of the income and expenditure statement, the movement from Quarter two to Quarter three in 2022/3, was advised as £0.2million improvement to £1.9 million (surplus). Reference was made to increases due to partnership recruitment.
- 6.3.4 With reference to year end, it was advised the realised gain as of end May for the HSBC-managed investment portfolio of approximately was £1.8 million, in line with investment management benchmark provided .
- 6.3.5 With reference to the balance sheet, debtors/receivable showing a reduction of £1.9 million between July 2022 and May 2023 with careful monitoring in place.
- 6.3.6 In respect of liquidity, it was advised that the May Student Loans Company (SLC) payment was impacting positively until September and improved interest rates towards 4% were advised. The Board were advised that currently the University was non-compliant with its treasury policy in that more than 60% of funds were held with one provider, due to the better interest rates offered, but that remedial activities were in progress to set up facilities with another provider.
- 6.3.7 In respect of key assumptions, this was mainly impacted by inflationary impacts, turn over and Teachers Pension Scheme (TPS) considerations. Pay inflation was discussed as agreed for 2023/24, with expected reduction over the 5-year period. In respect of TPS assumptions and changes in cost of capital, this had been modelled at 5%. Vacancy savings were higher than historically at 7% and actively recruiting to these vacancies.
- 6.3.8 Dealing with uncertainty in the plan, stress testing and scenario modelling highlighted the primary impact of pay inflation and Undergraduate intakes for Bath, partnerships and BSUL, which had significant impacts.
- 6.3.9 In respect of a graphic on surplus path and operating cash flow to fund capital investments, assumptions had been updated around partnerships and was considered that surplus/deficit in may change following further work in this area.
6. 4 Following a rich discussion a number of queries arose which included the key points as follows;

- 6.4.1 In reference to liquidity, a query was raised in respect of levels within the current account not earning interest and the material impact, with options for enhancement of processes to increase interest. The Chief Financial Officer advised of activities and resource allocation for the forward planning of cash flow, historic levels of cash held and cash flow context with an example provided of high level of cash fluctuations due to partner payments.

ACTION: CFO to further minimise the ‘holding’ levels of cash to maximise return generated from surplus cash particularly while interest rates are high.

- 6.4.2 In reference to surplus path and operating cashflow, a query was raised in respect of the reason for the drop in expected surplus during 2025/26 and advised this related to the number of partner students expected to be recruited, with an expected reduction over time and market considerations were discussed. Reference was made to the usefulness of segmental reporting for future consideration.

- 6.4.3 [Redacted: FOI Exemption Section 43: Commercial Interests]

- 6.4.3 A discussion was held with input from staff Governors in respect of the budgeting process and options for unused budget to be carried forward for innovative or student experience projects. The Chief Financial Officer advised of the role of the capital plan and budget held centrally for application of funds for consideration via the management committee structure of the Strategic Resources Group. It was advised that carry over of budget was not usual practise and that further consideration could be given to discretion for Heads of Schools in respect of critical project work. Reference was made to recent work on staff and student ratios, future work on revenue budgets by school and that improved data was assisting in this area.

- 6.5 After detailed discussion the Board **APPROVED** the budget and the 5-year financial plan (2023/24 to 2027/28) in particular;

- 5-year Income & Expenditure statement of which the 2023/24 column is the proposed University Budget for that year
- Reconciliation statement of Income & Expenditure statement
- 5-year Cashflow statements
- 5-year Balance Sheet as at 31st July

- 6.6 The Board **NOTED** the satisfactory covenant compliance check as set out in in the report to the meeting.

- 6.7 The Board **NOTED** the key risks and planned mitigations as outlined in the report to the meeting.

22/82 CAPITAL PLAN (PAPER G1304)

- 7.1 The Chief Financial Officer presented her report to the meeting. The capital plan represents the evolving picture of the planned and anticipated investments over the next five years. This is an iterative process and most of the figures beyond 23/24 are indicative only with further development needed through Digital, Accommodation and Estates Strategies. Linkage to the 5-year plan was highlighted and specific reference was made to student accommodation secured verses planned intake.

- 7.2 The Chief Financial Officer referred to the plan which highlighted indicative spend by grouping of non-residential estate, student accommodation, technology, IT and academic and teaching equipment.

- 7.3 During discussions the following key aspects were highlighted:

- 7.3.1 In reference to the change in cash and short-term investments as per the 5 year plan and graphics provided to the meeting, it was outlined that the capital plan could be funded from operating cashflow after payment of borrowing costs, whilst still maintaining a healthy ‘cash floor’.

- 7.3.2 In respect of investment in estate, key activities over the period were outlined with specific highlight of the Estates Plan 2027 and Locksbrook 2, [Redacted: FOI Exemption Section 43: Commercial Interests]
- 7.3.3 In reference to the Accommodation strategy, it was advised that there was further work to take place on requirements and considerations of cost/benefit of proportions of wholly owned and nominations agreement accommodation Redacted: [FOI Exemption Section 43: Commercial Interests] to be brought back to the Board in due course.
- 7.3.4 It was considered this was an outline of ambition with further refinement required on return on investment, not only in pure cash terms but wider student experience considerations which may also impact on options for financial arrangements. Total investment was outlined [FOI Exemption Section 43: Commercial Interests].
- 7.4 A rich discussion took place which covered a number of queries including aspects of proportionality of investment of accommodation and real estate, trade-offs and focus of investment in priorities impacting key purpose and outcomes. A query was raised regarding any aspects which could be expediated to take place earlier in the plan in light of the cash reserves available and reference was made to the historic context, scheduling challenges for larger projects, whilst also maintaining momentum on smaller initiatives and infrastructure renewals, due to their positive impact on student experience. These decisions were also to be considered through the lens of diversification requirements.
- 7.4.1 A query was made in respect of the relatively modest investment in IT technology in comparison to physical estate and expected unpredictability which may require investment in new technology. It was understood that annual spend on IT was increased from historic levels. It was advised that costings related to Newton Park and Locksbrook 2 included associated IT costs.
- 7.5 After detailed discussions, the Board thanked the Chief Financial Officer for the clear presentation of the report and **NOTED** the strategy and workings behind the 5-year capital plan and the risks as outlined in the report and **APPROVED** the 5 Year Capital Plan 2023/24 to 2027/28.
- 7.6 In respect of HSBC and investment decision making related to this plan, as discussed at the recent Finance and Infrastructure Committee meeting, there was not considered to be a requirement to change the size or composition of the investment pots at this stage and this was **AGREED** by the Board.

22/83 TUITION FEES 2024/25 (PAPER G1305)

- 8.1 The Chief Financial Officer presented her report to the meeting. The proposed rates take into account government and OfS regulation, reference to inflation indices, benchmarking with other Higher Education Institutions (HEIs) tuition fee rates where published and internal consultation where appropriate.
- 8.2 During discussion, it was highlighted that there was a fixed fee structure in place for the majority of undergraduate courses and this report related to fees for courses of Post Graduate Taught (PGT) and International students, which were unregulated and could be altered by the University.
- 8.2.1 A 4.7% fee increase was advised, which was in line with the sector, retail price index and benchmarking. The meeting considered the inflationary context and that it would be useful to receive segmental reporting and margins. It was advised that this was the long term aim in line with the progression of the new finance system.
- 8.2.2 A query was raised in respect of scholarships and bursaries, the historic context of lack of use and it was confirmed that all budget had been fully used and further topped up within the year.
- 8.3 After discussions, the Board **NOTED** that the tuition fees and revenue shares for educational partners, are agreed individually with partners through the contract renewal process. The Board **APPROVED** the proposed Tuition fee rates for the 2024/25 academic year and **APPROVED** the discretionary scholarships in operation for the 2024/25 academic year as outlined in the report to the meeting.

[Josh Gulrajani joined the meeting]

22/84 COMPARATOR SETS (PAPER G1306)

- 9.1 The Head of Data Improvement and Business Insights presented his paper outlining that the University had updated its comparator set, recognising the significant changes in both the University and the wider sector since last review in 2017. This was a discussion topic at the Board of Governors Away Day in May 2023, and the report reflects on the discussion there, the clear steer to increase focus on the league table performance and presented a set of seven comparators for approval.
- 9.2 The proposed comparator set for 2023 – 2026 was outlined to the meeting, highlighting that only one institution remained from the previous comparator set used. Analysis on key factors as part of determining the list was outlined, including higher levels of student numbers. It was considered that this list was aspirational but realistic.
- 9.3 After a detailed discussion, a number of queries were raised including how this work aligned with the branding work recently undertaken and a discussion was held on the factors considered and examples were provided of comparators in terms of their levels of research, regional considerations and partnership arrangements, as key considerations.
- 9.4 The Board thanked the Head of Data Improvement and Business insights for his efforts in this area and confidence that it provided to the Board and **APPROVED** the University comparator set for the period 2023 to 2026.

[Josh Gulrajani left the meeting]

[Sarah Dawes, joined the meeting]

22/85 STUDENTS' UNION**10.1 A) NEW MEMORANDUM OF UNDERSTANDING (PAPER G1307)**

- 10.1.1 The University Secretary and Chief Executive of the Students' Union jointly outlined the paper to the meeting highlighting that the purpose of the proposed Memorandum of Understanding (MOU) was to establish and maintain positive working relationships between the University and the Union (as legally distinct organisations) for the benefit and well-being of the students. This was also a university compliance requirement and had been developed jointly and in partnership, for approval by the Board of Governors and the Students' Union's Board of Trustees.
- 10.1.2 It was presented and approved by the Union's Board of Trustees on 29th June 2023, following scrutiny and a subsequent recommendation from the Union's Audit & Risk Committee.
- 10.1.3 Following a query regarding timing, it was highlighted that the MOU codified existing practice, identified best practice from other HEIs, updated existing Code of Practice documents and was considered useful to bring organisational knowledge into one place. In respect of auditing requirements, inclusion of 'in kind' services would be incorporated in annual reporting. It was not considered that this would result in any large-scale changes in ways of working.
- 10.1.4 Feedback was requested from the Students' Union President on the content of the document and support was expressed.
- 10.1.5 The Board **APPROVED** the Memorandum of Understanding and the revised Code of Practice and **NOTED** that a proposed review period of 5 years was followed.

10.2 b) CODE OF PRACTICE: ANNUAL COMPLIANCE REPORT (PAPER G1308)

- 10.2.1 The Chief Executive of the Students' Union outlined the paper to the meeting which provided the annual compliance report from the Students' Union in accordance with the requirements of the statutory Code of Practice.
- 10.2.2 The report contained detailed information regarding the ways in which the Students' Union has complied over the previous 12 months with the requirements of the Education Act 1994 as laid out in the Code of Practice with the purpose of providing reassurance from the Union's Board of

Trustees to the University's Board of Governors regarding the governance and responsibilities of the Union. The report also detailed some of the work currently in progress to ensure continued compliance over the next 12 months.

- 10.2.3 The report was discussed covering the following key areas of Students' Union constitution and governance, membership, appointment of union officers, financial affairs, allocations of resource to clubs and societies, affiliation to external organisations, complaints and strategic plan.
- 10.2.4 During discussion, it was highlighted that in respect of complaints, these were increased by two from last year and context was provided on the nature of some low-level issues around student social skills. Context was provided on the significant amount of effort in this area, legacy issues resultant of the pandemic due to the decreased confidence of students pass over of knowledge and understanding through student groups and committees, which was outlined as a sector wide issue. It was advised that external mediation between students was being considered as a supportive measure, rather than a punitive process. It was confirmed that no complaints had been made on aspects considered as potential reputational risks.
- 10.2.5 The Board thanked the Chief Executive of the Students' Union for her reports and **NOTED** the report and Students' Union continued compliance with the requirements of the Code of Practice.
[Sarah Dawes, left the meeting]

22/86 FINAL REPORT: GOVERNANCE EFFECTIVENESS REVIEW (PAPER G1309)

- 11.1 The University Secretary outlined the report to the meeting as the final report on the progress made on implementing the outcomes of the External Review of Governance, which concluded in April 2022 ("the Turpin Review"). Reference was made to the full detail of all the actions undertaken as an appendix of the report to the meeting.
- 11.2 As at the time of review by the Nominations and Governance Committee in April and reported verbally to the Board in May, there were three particular actions that were remaining at that time, which have been progressed and completed and these were the revision to the Board reporting template, capturing more explicitly committee effectiveness as part of the annual board evaluation survey due to be circulated following the meeting and the review and refresh of the Students' Union Relationship Agreement.
- 11.3 The Board commended the actions taken and **NOTED** the final progress report as summarised in the completed implementation plan as presented to the meeting.

The Chair reordered the agenda.

22/87 REMUNERATION COMMITTEE (AGENDA ITEM 13)

- 12.1 The Chair of the Remuneration Committee provided an overview of the key areas of business conducted at the meeting of the Remuneration Committee and the following points were **NOTED**:
- The Committee had received an annual equality, diversity, inclusion and gender and ethnicity pay gap report. It was advised scores were similar to those last year with ongoing lower percentage of Black, Asian and Minority Ethnic (BAME) and the Committee considered some of the challenges in this area. A review of recruitment processes was being undertaken by an external provider and an update would be provided to the Committee in the autumn. In respect of the Gender Pay report, a small increase had occurred which had been attributed to more casual workers employed following return to pre Covid levels and that this was considered a stable benchmark.
 - Equality objectives as published in 2022/23 were discussed and a 4-year strategy was expected to the next meeting of the Committee.
 - The annual review of framework for pay and conditions of staff had taken place and no changes were deemed necessary, noting the changes made for lower grade boundaries.
 - The Committee had been advised of the outcomes of the external salary benchmarking which confirmed that decisions taken in 2022, had been aligned with benchmark data.
 - The progress against the reward and recognition strategy had been discussed with a new provider platform expected to be launched in August 2023.
 - Key performance objectives by the Chair for the VC and VC for the senior team had been reviewed and discussed.

[Sue Lane left the meeting]

22/88 AUDIT COMMITTEE (AGENDA ITEM 14)**13.1 A) COMMITTEE CHAIR'S UPDATE**

The Chair of the Committee provided a verbal update to the meeting and highlighted the following which was **NOTED**:

- The June meeting focussed on four audits, BDO audit follow up review, student retention, student experience and year end follow up audit. The outgoing internal auditors provided their annual report and assurance was provided of reasonable and effective risk management, control and governance processes in place.
- In respect of the BDO Audit, of the 36 actions, 34 had been completed and the Committee reviewed the reasons for the non-completion of the remaining two actions which was agreed for commercial and practical reasons.
- Following the competitive tendering process, the newly appointed internal auditors RSM with effect from 1 August 2023 had attended the meeting and focussed on the internal audit strategy and plan for 2023/24.
- External Audit plan for year ending 31 July 2023 was approved and consideration of the annual report of accounting policies had taken place. The Committee was advised of the expected increased levels of audit work around systems due to changes in the reporting standards.
- Annual reports were also received on information governance, external returns and UKVI compliance with the later experiencing additional workload and resource requirements to support that activity.

13.2 b) University Risk Register and annual review of Risk Management Framework (Paper G1311)

13.2.1 The University Secretary outlined his report to the meeting which provided the Board of Governors with the University risk register, following its review by the Audit Committee at its June meeting. The risk register has been updated to reflect the likelihood and potential impact of key identified risks facing the institution and the controls and mitigations that are in place or planned. It also confirmed the outcome of the annual review of operational risk registers at school and department level, and of the University's overarching risk management framework.

13.2.2 The net scores for two risks had increased, in respect of staff and immigration compliance, with mitigations planned to address these.

13.2.3 During discussion the following key points were highlighted:

- A review of the risk management framework and policy had taken place by the executive and considered no changes were necessary at this time
- RSM would be undertaking a risk advisory audit in 2023/24 as part of the new internal audit programme with the aim of review and enhancement. In consultation with the University Secretary, the Chairs of the Audit and Finance and Infrastructure Committees would discuss aspects which could be incorporated.
- That incorporation in the University Secretary's paper of the key body for governance oversight in respect of each strategic risk was considered useful, recognising that oversight of risk was owned by all members of the Board and the value of debate in the risk management process was highlighted.
- The oversight of strategic risk in the medium term in respect of changing operating model and volatility of income streams required consideration as to how this was articulated and monitored. This was to be incorporated in the RSM review as outlined above.

13.2.4 Following discussion, the Board **NOTED** the updated University risk register and **NOTED** that the University's risk management framework had been reviewed by management and that no amendments were deemed necessary at this time.

22/89 FINANCE AND INFRASTRUCTURE COMMITTEE (AGENDA ITEM 15)**14.1 A) COMMITTEE CHAIR'S UPDATE**

The Chair of the Committee provided a verbal update to the meeting and highlighted the following which was **NOTED**:

- The Committee had reviewed and recommended the financial report, financial 5-year plan, budget and capital plan items to the meeting as dealt with in earlier items to the meeting and considered the importance of communication to staff to prevent misinterpretation.
- In respect of the higher debtor's figure, discussions were underway with the Chair of the Audit Committee regarding assurance in this area.
- The Committee had reviewed an update on the digital strategy, estates strategy and sports ground development options to be brought back to the board in the Autumn, with involvement of a reference group of governors in respect of the Newton Park and Corsham Court leases and considerations of costs and benefits of the delay in progression with Sion Hill.
- The Committee had considered the estates updates in relation to the awaited accommodation strategy and constraints in timescales for investments in student experience due to planning requirements.
- The Committee had considered an investment portfolio update provided by the University's investment portfolio managers, HSBC, and the distribution between the three investment pots as referenced in 7.5 above.

14.2 b) University Subsidiary Proposals (Report G1312)

14.2.1 The University Secretary provided the report to the meeting which outlined the proposals for the arrangements for University subsidiaries which had been fully discussed at the Finance and Infrastructure Committee.

14.2.2 Following discussion, the Board **APPROVED** the closure of Bath Spa Venues Limited. The Board **NOTED** that arrangements in train for the closure of Summix LRB Developments Limited. The Board **NOTED** that Bath Spa U Limited remains in existence but with the intention to be formally made dormant (for potential future activity yet to be defined).

[Fran Hancock, joined the meeting]

22/90 STAFF SURVEY RESULTS MAY 2023 (PAPER G1310) (AGENDA ITEM 12)

15.1 The Deputy Director of Human Resources (HR) presented the report to the meeting which provided the results of the staff survey conducted in May 2023. The Board were advised of the highest response rate ever achieved (83%) against a HE benchmark response rate of 65%, which demonstrates that the vast majority of staff are engaged, are committed to the university, and 82% would recommend to a friend as a good employer. The report included actions to be taken as a result of the survey.

15.2 The Board were advised of the format for surveys which were undertaken online twice a year and that the focus for this survey was hybrid working and use of campus space. The Board were advised of the support provided by HR on those departments with historically low response rates and that rates between 39% – 70% had been achieved in those areas.

15.3 Highlights of analysis of results were advised as follows:

- Concerns raised were as per previous surveys in respect of high workload and frustrations of money and resources
- There was commitment to the team and good job satisfaction
- 80% of staff felt they had the correct equipment and space, with details of those with concerns being passed on for progression

15.4 Resultant actions were advised as follows:

- Results had been shared with line managers, department heads and heads of schools to progress local action planning and open discussions
- HR were looking to introduce a line managers toolkit on how to support new staff
- provision of additional locker space to support hybrid working
- provision of catering facilities outside of term time
- considerations for bookable quiet spaces to work on campus
- provision of a 'you said, we did' section on staff intranet pages

- 15.5 Following discussion, a number of queries were raised incorporating trends and comparisons on areas causing concern, staff wellbeing and how this related to the recent increase in the risk register. It was advised that there were no trends causing concern, that the mental health wellbeing question had achieved an average of 6.74% against the university sector average of 6.46% which was a positive improvement, and that further work was needed on linkages to workload and mental health as an issue in recent surveys.
- 15.6 In respect of a query between variation between areas and departments it was advised that HR focussed on this area. In respect of positioning of questions to elicit constructive responses, it was advised this would be considered in the context of the broader requirements for meaningful responses.
- 15.7 It was considered good practice to undertake an externally facilitated staff survey every 3 – 4 years.
- 15.8 Discussion was held on the role of HR, the pandemic, remote and hybrid working, new joiners expectations and understanding of engagement requirements and the benefits for staff and students in these interactions and feel of community of the institution.
- 15.9 A query was raised in respect of the negative response of 20% for staff facilitates, connection to the capital plan and possible implications for organisation of space at a strategic level. There was discussion on the opposing considerations of balance, staff wellbeing factors and space inefficiency considerations.
- 15.10 A query was raised in respect of campus variations on response, which were broadly similar, with some nuances in usage of space at Locksbrook, to be looked at.
- 15.11 The Board considered and **NOTED** the results from the May 2023 staff survey.
[Fran Hancock, left the meeting]

22/91 ACADEMIC BOARD

16.1 A) VICE CHAIR'S UPDATE

The Deputy Vice-Chancellor and Provost, in her capacity as Vice Chair of the Academic Board, provided an update on the strategic and compliance issues considered by the Academic Board which had met this week, incorporating the following highlights (the Academic Governance Review is to be considered in agenda item 16b) and the following was **NOTED**:

- The Committee had considered the draft educational partnership strategy which would be presented to the Board of Governors in the Autumn and incorporated a principles-based approach, streamlining of procedures for academic meetings with link tutors and enhancement meetings for efficiency, already being progressed.
 - Consideration of the Academic KPIs to course levels (primary and secondary), OfS B3 conditions outcomes requirements and revision to National Student Survey measures, focussing on teaching, quality and assessment and active monitoring in place.
 - Compliance reports on research integrity to secure funding, access and participation plan update with work progressing to January to a risk-based approach and evaluation of impact which would be reported to the Board in due course.
 - Additional costs protocol had been considered and not approved with discussion on complexity and enhancing student experience perspective, with further work in this area.
- 16.1.1 Following discussion, a query was raised in respect of timing of review of any courses underperforming and it was advised that this had been delayed this year due to the awaited outcome of the NSS survey which had been pushed back to August, but that active monitoring would be in place with local enhancement meetings scheduled within the first few months of the new academic year.

- 16.1.2 A query was raised in respect of portfolio of new courses and numbers in process, and it was advised that there was oversight of this area, with focus on clear demand areas as priority which had now nearly been exhausted as low risk areas. Consideration and investment in resources was now in place for smaller courses and an example was provided for forensic and biomedical science with high market demand and progression for securing accreditation for provision. It was advised these were mainly regulated courses.

16.2 B) ACADEMIC GOVERNANCE REVIEW (REPORT G1313)

- 16.2.1 The University Secretary introduced a report to the meeting which detailed the recent internal Academic Governance Review and advised that the full report and documents as presented to the Academic Board had been provided in the reading library of the Board portal for governor review. Governors were reminded that the Academic Board had responsibility for oversight of the scholarly activities of the university and the following points were highlighted:

- Extensive consultation had taken place including one-two-one meetings and surveys led by the Head of Academic Governance and Quality.
- Overall, no major concerns for the effectiveness and efficiency of the academic governance framework were identified and the recommendations were relatively operational to improve arrangements to ensure delivery of the academic mission.
- Areas for improvement in committee structure were identified and a diagram of the sub committee structure had been provided in the report to the meeting.
- Revisions to membership of all committees had been made, primarily with the objective of strengthening academic input from across the University's schools of study, to include those not just at senior management level and increasing terms of office of elected members to 3 years.

- 16.2.2 Following discussion the Chair reiterated the value and recommended attendance of Governors at Academic Board during their induction period and tenure.

- 16.2.3 The Board **NOTED** the outcomes of the Academic Governance Review and **APPROVED** the revised Academic Board terms of reference for use from the commencement of the 2023/24 academic year.

22/92 CONSENT AGENDA

- 14.1 As referenced in para 1.4 above, decisions on the consent agenda items were made as follows:
- 14.2 a) The Board **APPROVED** the change to Bank Mandate (Report G1314) with delegated authority for the University Secretary to complete the forms on behalf of the Chair.
- 14.3 b) The Board **NOTED** the copy of the Financial Strategy following approval by the Board on 15 March 2023 (Report G1315)
- 14.4 c) The Board **NOTED** the OfS letter dated 27 April 2023: deadlines and requirements for Annual Financial Return 2023
- 14.5 d) The Board **NOTED** the summary report from Board Away Day, 2 May 2023
- 14.6 e) The Board **RECEIVED** the draft minutes from a meeting of the Audit Committee held on 14 June 2023
- 14.7 f) The Board **RECEIVED** the draft minutes from a meeting of the Finance and Infrastructure Committee held on 21 June 2023.

22/93 ANY OTHER BUSINESS

- 15.1 The Chair thanked Governors for their continued support and contribution this year and thanks were provided to the Executive team for their provision of papers and for the efforts to the Chief Financial Officer to convey the complex data required for this meeting.
- 15.2 The Chair referred to the forthcoming provision of the Governance Evaluation questionnaire as referred in 11.2 to the meeting, which was an anonymous survey and supplemented one-to-one conversations with the Chair and encouraged its timely completion.
- 15.3 Governors who had not yet progressed important multi factor authentication requirements for Microsoft 365 migration taking place on 31 July 2023 were requested to do so as a matter of urgency.
- 15.4 The next meeting of the Board would be held at Newton Park on 27th September 2023.

22/94 MEETING EVALUATION

- 16.1 The Chair invited governors to comment on the effectiveness of the meeting and no areas for improvement were raised.

[The meeting ended at 16.20 hrs]

Katherine Lee
Governance Manager

(Signed as a record of confirmed minutes)

[Redacted: FOI Exemption Section 40: Personal data]

Jonathan Glasspool (Chair)
Date: 27 September 2023