



BOARD OF GOVERNORS

Minutes of the meeting held on 15 March 2023 at 13.00 hrs. Room 1.11, Main House, Newton Park campus

Present:

Mr J Glasspool (Chair)	Professor S Rigby (Vice-Chancellor)
Ms E Casey	Mr S Shah
Mr A Durbacz	Dr E Wakelin
Mr S Egan	Ms C Stott
Ms S Lane	Ms F Fryer – joined from Item 5
Dr J Brasted	
Mr N Sturge	
Professor S Ahmed	

In attendance:

Mr D Newman (University Secretary)
Professor G Andrews (Provost)
Dr Rebecca Schaaf (Pro Vice-Chancellor (Student Experience)) – Item 8
Ms J Stocks (Chief Financial Officer)
Mr B Hughes (Director of Student Recruitment) – Item 6
Ms K Lee (Governance Manager)

Apologies:

Ms S Harris
Ms M Evans
Ms V Nawathe
Mr S Raid

22/45 APOLOGIES, NEW DECLARATIONS OF INTEREST AND CHAIR'S BUSINESS

- 1.1 The Chair welcomed governors to the meeting.
- 1.2 Apologies were noted from Ms S Harris, Ms M Evans and Ms V Nawathe and Mr S Riad.
- 1.3 A particular welcome was provided to Professor S Ahmed as a new staff governor. Governor resignations were advised from Ms S Henriksen (student governor, resigned with effect from 16 December 2022) and Ms A Workman (independent governor resigned with effect from 18 February 2023), both citing time pressures.
- 1.4 No new declarations of interest were noted.
- 1.5 The Chair provided an update on recent positive discussions with governors and staff. The Board was reminded they could contact the Chair between meetings with any concerns or queries. Reference was made to the forthcoming Board Away day planned for 2 May, and the recent

Board awareness session which governors remarked had provided interesting insight into quality assurance and The Office for Students (OfS) 'B conditions'.

- 1.6 The Board **APPROVED** the consent agenda.

22/46 PREVIOUS MINUTES

- 2.1 The Board **APPROVED** the minutes from the meeting held on 15 December 2022 as a true and accurate record.

22/47 MATTERS ARISING

- 3.1 Governors were referred to the schedule of actions; it was **NOTED** that all actions had been completed apart from one action which was in process, with commentary provided on the schedule.

22/48 REPORTING OF DECISION TAKEN BY CHAIR'S ACTION: CHANGE TO STAFF GRADE BOUNDARIES (Paper G1284)

- 4.1 The Chair provided context to the proposal for increasing the grade boundary for professional services staff at grades 2-6 as set out in the paper, and advised of support and feedback from professional services staff, for the decision taken.
- 4.2 The Board **NOTED** the report and decision taken by Chair's action, in view of the urgency and following positive consultation with a number of independent governors, in line with the provisions as outlined in the Ordinances.

22/49 VICE-CHANCELLOR'S UPDATE (Paper G1285)

- 5.1 The Vice-Chancellor provided an outline of her written report, and the following was emphasised:
- 5.2 A summary of the external environment was provided, and reference made to the report to the meeting and content on the Lifelong Loan Entitlement.
- 5.2.1 The OfS consultation on regulation of harassment and sexual misconduct and wider concerns of regulatory burden were highlighted.
- 5.2.2 The Board was reminded of changes to the Designated Quality Body (DQB) from March 2023, with responsibility for quality assurance process now being undertaken by the OfS rather than the Quality Assurance Agency (QAA). Concern was raised in respect of impact of this change with focus solely on student outcomes rather than broader quality measures. It was **NOTED** that the University intended to continue with existing good practice of assessment of internal quality management processes.
- 5.2.3 Governors were informed that implementation of the recommendations from the BDO Audit were continuing to progress positively and that the OfS was satisfied with progress and had confirmed that the University was not under investigation.
- 5.2.4 Context for the OfS Condition B3 Compliance Review was attributed to a very small and historic data error which was in the process of being corrected. The OfS had given assurance that it would respond proportionately once the data amendment had been finalised.
- 5.3 An update was provided on the continuing dispute with trade unions over the national pay award for 2023/24; that impact of industrial action on Bath Spa University (BSU) students was considered low, although likely to impact negatively for the sector on National Student Survey (NSS) results.

- 5.4 In reference to the University's Key Performance Indicators (KPIs) as previously agreed by the Board, positive movement on financial indicators were advised. The financial position discussed was positive, albeit this was impacted by the carrying of 7% vacancies, which were gradually being filled.
- 5.5 Recruitment figures were to be discussed in a later item on today's agenda. Current figures and positive movement from 2021 and wider sector trends were considered and governors were advised on an intensity of focus on conversion activity this year. There was a reduced reliance on income from undergraduate Bath-based students in the context of income from educational partnerships. Reference was made to increases in international students, which was seen as positive but not without risks.
- 5.7 Governors were advised that the window for responses to the NSS was still open and the University's current response rate was 74%, which was in line with last year's submission.
- 5.8 The Teaching Excellence Framework (TEF) had been submitted to time in January and shared with governors. The detail of the University's TEF submission would be further discussed with governors at the forthcoming Board Away Day.
- 5.9 The Board was advised of constructive progress on lease negotiations, focussing on Newton Park. The University Secretary provided an update which included historical context [Redacted FOI Exemption Section 43: Commercial Interests] As matters progressed, it was **AGREED** that the University Secretary would liaise for input as needed with a small reference group comprising the Chair, Ms F Fryer and Mr S Egan.
- 5.10 Difficulties with student accommodation in respect of competition from neighbouring Universities and working with Bath and Northeast Somerset (BaNES) Council. This year would be challenging but improvements expected for next year. Future options for partnership arrangements were discussed, subject to outcome of lease arrangements at Newton Park. Following a query, discussion was held on increased numbers of 2nd and 3rd year students requesting accommodation which had not been fulfilled and uncertainty if this was due to Covid legacy or a commencing trend. It was advised that support was provided for students moving into own accommodation, lettings, and multiple occupancy arrangements.
- 5.11 In respect of request for support for ringfencing of funds for Locksbrook, the Vice-Chancellor outlined intentions for use of a mixture of nominations agreements, shared development, and investment to deliver student accommodation to match need. Importance of working in partnership with providers considered. The Board discussed total costs expected, [Redacted FOI Exemption Section 43: Commercial Interests] Current impact of inflation in the construction sector, options for finance, grants and funding via Local Government were considered. Discussion was held on broader political context related to local elections and considerations in respect of local employers. Reassurance was provided on activities taking place with stakeholders. [Redacted FOI Exemption Section 43: Commercial Interests]
- 5.12 Requirements for ongoing short-term investment in teaching and learning priorities and teaching spaces, as expected to be funded via reserves, was discussed, and supported by the Board.
- 5.13 Governors were invited to participate in Summer Graduation arrangements and the University's ongoing support for Ukraine was commended.
- 5.14 The Board **NOTED** the report.

[Ben Hughes joined the meeting]

22/50 STUDENT RECRUITMENT

6. The Director of Student Recruitment provided a presentation which focussed on 2022 recruitment, sector trends, 2023 recruitment and data dashboard, recruitment activities and priorities with key points as follows by way of summary:
- overview of portfolio review, areas of sector shrinkage, growth and application cycles were outlined.
 - graphical representations of historic to current figures for Undergraduate (UG) applications and enrolments, with BSU following sector trends. Competitor establishments were outlined to the meeting.
 - challenges were highlighted in conversions. A nuanced approach for marketing at school level for open days was required.
 - data dashboard was provided with current applications, firm acceptance figures and comparisons.
 - top applications (UG) as of January 23 UCAS close, advised as Business, Psychology, Law and Criminology. Applications for new courses advised as Sports Management, Marketing, Biomedical Sciences and Sports Nutrition.
 - international recruitment was strong, showing growth, predominantly from India via agents with commissioning arrangements in place. Reference was made to the recent positive Home Office compliance report.
 - the applicant journey was discussed, outlining systems linkage, digital outreach and in person events, management and nurturing of applicants. Structural changes to the team and forthcoming recruitment would enable movement from reactive to proactive marketing and promotion.

6.1 Governors provided comments and discussed as follows:

6.1.1 Capacity in the sector and provisions considered in the context of competitor sets by school and subject areas.

6.1.2 [Redacted FOI Exemption Section 43: Commercial Interests]

6.1.3 A discussion was held on partnerships and fees, responsibilities for promotion via agents, levels of direct applicants and alignment of admissions processes for partners to BSU for transparency and oversight.

6.2 The Board provided thanks and **NOTED** the presentation.

[Ben Hughes left the meeting]

22/51 PROPOSAL TO DEVELOP A UNIVERSITY CENTRE WITH NEW CITY COLLEGE (Paper G1286)

7.1 The Provost delivered a presentation, and the following points were highlighted:

- the location of New City College (NCC) in London was outlined. Its location in Hackney was considered strategically advantageous as a vibrant and up and coming area with scope to improve access to higher education for the local community.
- visuals were provided of the current location of Bath Spa University London (BSUL) within the NCC site (W Block) and advised of its size limitation for growth.
- option for location of Phase 1 of University Centre advised as D Block and visual referred. Advantages were outlined as direct road access, capacity for 2000 students and larger class sizes with larger lecture space.
- with reference to the NCC own estates strategy, it was advised that impact of potential building works expected for medium term on current arrangements for W block as central to site. These would be mitigated with movement to D block due to separate entrance and therefore positively impacting on student experience.

Restricted - Other

- 7.2 A full discussion took place, and a number of queries arose regarding:
- 7.3 Key requirements to link diverse talent of Under Graduates (UGs) to serve local businesses skills requirements, curriculum decisions and focus on outcomes not outputs. Reference was made to the significant networks of NCC to the local employers which could be accessed by BSUL and of benefit for Bath based UGs. Broader considerations of curriculum and investment to support creative industries, was considered key.
- 7.4 The Board supported the approach of a more inclusive strategic model balancing income driven considerations with the priority of enhancing student experience.
- 7.5 Discussion was held on longer-term ambitions, reputation and context of NCC in the context of BSU's other educational partnerships and lessons learnt from recent experience.
- 7.6 [Redacted FOI Exemption Section 43: Commercial Interests] The Board also pointed out the need to identify early on the shared goals of the joint ventures, to ensure that longer term objectives were clear, measurable and achievable and that there was a clear mutual understanding of the investment required to achieve them.
- 7.7 Following discussion, the Board considered there was enthusiasm and interest in this development and **APPROVED** the proposal to negotiate detailed terms to develop a University Centre with NCC and to develop and progress a detailed business plan to deliver the intended outcomes.

[R Schaaf joined the meeting]

22/52 ESTATES UPDATE (Paper G1287 & G1287.1)

- 8.1 The Chair highly commended the paper G1287 (proposal to pause the marketing for the sale of Sion Hill) for being succinct, logical and easy to understand. On the basis that the paper had been read and the recommendation provided from the Finance and Infrastructure Committee, the Chair asked governors if they had any concerns or queries regarding the proposal for Sion Hill as presented. An unanimous response of agreement with the proposal was provided. On this basis, focus of discussions was directed to the partial update of the estates strategy with further work to take place over the summer, the following points were discussed:
- 8.2 The Pro Vice-Chancellor (Student Experience) provided an update on progress towards a two-campus presence in Bath. Interim 'Plan27' proposed to focus attention on required amendments at Newton Park over the next four years to achieve this aim. Due to time constraints, it was confirmed that this report (G1287.1) had not been reviewed in advance by the Finance and Infrastructure Committee.
- 8.3 Report reference 4.5.2 was highlighted and an update provided on music recording studios as the most advanced project, based on two phases and workstreams were advised over the next two consecutive summers. The Chief Financial Officer advised the Board that following consideration by the Senior Leadership Group (SLG), whilst the individual workstreams did not amount to a level requiring Board approval in line with the Financial Regulations, the summation of these workstreams and project timescales of £2.5 million over two years was advised to the Board for their information. Clarification on this approach considered to be in line with Financial Delegation requirements, was provided by the University Secretary. This was **NOTED** by the Board.
- 8.4 Emphasis was provided on the extensive work on the Accommodation Strategy.
- 8.5 Sports facilities were advised as an aspect requiring more work.
- 8.6 A governor raised a query relating to the Sports Ground at Lower Bristol Road and it was confirmed this was still a live issue and was being considered as a strategic asset at this time.

Restricted - Other

Discussion was held on considerations of timing of benefits and consequences for this site and that this would be brought back to the Board in due course.

ACTION - Pro Vice-Chancellor Student Experience

- 8.7 Discussion was held on the shape of the parameter for investments based on individual projects or overall amount of investment in estates and facilities more broadly. [Redacted FOI Exemption Section 43: Commercial Interests]
- 8.8 The meeting discussed the need for clarity of outcomes with Newton Park lease arrangements, the further demolitions required within 30 years and how these factored into the longer-term plan; considered as a further piece of work. The Vice-Chancellor advised that there would be evolving clarity rather than a point of complete transparency, that the strategy focus was consolidation to two sites with recognition of the need to not remove access to decant space, which was important to student experience, in the short term.
- 8.9 Linkage was made to the capital plan, that this would be presented to the Board in July following refresh in line with the Estates strategy. Proper time needed to consider the plan in July was highlighted.
- 8.10 Short term focus of improvement of current student experience was discussed in the context of medium and longer term aims. Requirements and linkages with other work taking place on lease arrangements, including Corsham, was considered. Sensible short-term requirements and decisions were not considered negatively impactful on the longer-term strategy and were necessary for progressions required.
- 8.11 [Redacted FOI Exemption Section 43: Commercial Interests]
- 8.12 It was considered that contingencies should be included in the plan, when presented in September.

ACTION - Pro Vice-Chancellor Student Experience

- 8.13 The Board **APPROVED** the direction of travel of the proposed Estates 2027 plan as presented to the meeting.
- 8.14 [Redacted FOI Exemption Section 43: Commercial Interests]

[R Schaaf left the meeting]

22/53 FINANCE AND INFRASTRUCTURE COMMITTEE

- 9.1 a) The Committee Chair provided a verbal update to the meeting and highlighted the following items as discussed by the Committee with further detail to be provided in the minutes when presented:
- digital Strategy update – with emphasis on digital skills for staff and students. Plans were in place and where not progressed to plan, there were good reasons for delay.
 - leases - Newton Park and Corsham discussed.
 - investment portfolio:
 - movement from deficit position to positive return of over £2 million at time of the Committee meeting.
 - it was considered and agreed that no material revision was required to the Responsible Investment policy at this time.
 - to review sizes of investment pots in due course, informed by capital plan, time horizon requirements and management of risk of potential capital loss.
 - training is available for all governors on investment portfolio later in March.
 - finalising of arrangements for how the investment framework is monitored.

9.2 The Board considered the following items of Committee business as presented by the Chief Financial Officer:

9.3 **b) Financial Report (Paper G1288)**

9.3.1 New finance system implementation date was achieved, with some snagging and training issues and significant work left to do. Risks related to year end were discussed. Context was provided of low staff resilience whilst holding c.70 vacancies and staff feedback was expected and considered. The Chief Financial Officer provided assurance that statutory obligations would be met. Implementation review and consideration by Audit Committee was discussed and considered appropriate 6 – 12 months post implementation, as improvement programme considered beneficial.

9.3.2 The Board was referred to Page 63 of the meeting pack and were advised of the figures year to date (YTD) and end of January 2023 outturn which was favourable to budgeted and impacting factors were advised as postgraduate taught courses (PGT) and vacancy savings. Update was provided on additional activities since that time relating to pay boundaries and additional costs for pay awards was advised. An expected favourable year end outturn advised.

9.3.3 The balance sheet was discussed with particular attention drawn to positive trajectory, albeit still a significant figure for student debtors and continued tracking in this area. HBSC investments return was advised.

9.3.4 It was confirmed that budget phasing would be introduced following recent restructuring of the Financial Planning, Reporting and Analysis department and now that the new finance system was in place.

9.3.5 The Board **NOTED** the report.

9.4 **c) Proposed Financial Strategy (Paper G1289)**

9.4.1 The Chief Financial Officer outlined the key points of the report and advised it was an iterative process, agile to the University business model with linkage to the main University strategy.

9.4.2 Reference was made to the changing political and financial landscape, inflation and HE funding model and that the strategy would be responsive to this environment.

9.4.3 Further revision to incorporate feedback from the Finance and Infrastructure Committee on segmental analysis, benchmarking, value for money and accommodation underpinning student recruitment rather than income generation, was advised.

9.4.4 The eight objectives of the Financial Strategy as outlined in the report to the meeting were reviewed and questions were invited.

9.4.5 The Chair of the Finance and Audit Committee positively endorsed the work of the Executive in this area and considered that review timescales of a year appropriate, alongside the development of a reserves policy.

ACTION – CHIEF FINANCIAL OFFICER

9.4.6 Flexibility for options was considered important. In respect of growth in student numbers there was a priority not to lose sight of sentiment and articulate within the strategy, of the focus on positive education experience and quality. Wider discussion was held on longer term considerations of growth, TEF and current fixed fee structure and sector examples were advised. It was considered that on finalisation, this document would be useful to share with new governors.

ACTION – CHIEF FINANCIAL OFFICER / GOVERNANCE MANAGER

9.4.7 The Board **NOTED** the report to the meeting and **APPROVED** the financial strategy subject to

the incorporation of feedback from the Finance and Infrastructure Committee (1st March) as outlined in the report to the meeting and further comments as raised at the meeting as outlined above.

ACTION – CHIEF FINANCIAL OFFICER

9.5 d) Budget Preparations 2023/24 & Updated 5-year Financial Plan (Paper G1290)

9.5.1 The Chief Financial Officer referred to the report to the meeting as an outline of the underlying assumptions to the Budget, to be presented to the July meeting of the Board.

9.5.2 Aspects were highlighted in respect of revisiting of assumptions around student enrolment by stream, accommodation provision and long-term planning. These would be informed by future work by the PVC Student Experience.

9.5.3 Pay and inflationary considerations were outlined and discussed in light of pay agreements for 2023/24 and resultant adjustments to the plan. Assumptions were outlined for forthcoming years. Wider considerations relating to inflation and transparency for budget sensitivities was considered useful.

ACTION – CHIEF FINANCIAL OFFICER

9.5.4 Following a governor query relating to energy costs, discussion was held on likely timescales for reductions and advised that current increases were in line with budgeted.

9.5.5 Following a governor query, it was considered useful to include sensitivities around vacancies for budget transparency on presentation.

ACTION – CHIEF FINANCIAL OFFICER

9.5.6 The Board **NOTED** the report to the meeting and **APPROVED** the Budget Preparation Assumptions and updated 5-year Financial Plan.

9.6 e) Financial Regulations and Expenditure Approval Thresholds (Paper G1291)

9.6.1 The Chief Financial Officer presented the report to the meeting and highlighted the following:

9.6.2 Revision had been made due to requirements for regular review, structural changes instigated regarding capital expenditure and the new finance system installation.

9.6.3 The following changes were highlighted:

- capitalisation threshold to tighten asset register.
- specific inclusions around responsibilities for value for money by the purchaser to enable the procurement team to move to a more business supporting role.
- clarity around payment of academic staff for consultancy work and short course teaching as part of their academic contract.
- procurement thresholds and point at which requisitions require support in respect of tender progression, a lighter touch approach in line with size of the University and reducing regulatory burden to enable agile response to business needs.

9.6.4 Following a governor query, a discussion was held on the University's approach to non-spend budget allocation and impact on following year budget arrangements. It was advised that budget management generally was positive, and the approaches taken were considered and discussed.

9.6.5 The Board **NOTED** the report to the meeting and **APPROVED** the revisions to the Financial Regulations, financial scheme of delegation, expenditure approval thresholds and revised procurement thresholds. In respect of the revised procurement thresholds, the Board **NOTED** that they would be removed from the financial regulations and form part of the procurement policy which was being updated.

22/54 ACADEMIC BOARD

- 10.1 It was advised that this agenda item had been included to enhance visibility of the work of the Academic Board, as identified from the external Board effectiveness review last year. The Provost provided a verbal update and the following points were **NOTED**:
- the meeting of 25 January 2023 included papers relating to regulatory compliance.
 - a mock Ofsted of the Initial Teacher Training (ITT) provision had taken place with external input as advised to Audit Committee, which was a generally positive outcome with recommendations being progressed.
 - a report on accreditation of prior learning was considered.
 - a report on student complaints and discipline with overview of most recent statistics, trends and actions taken in response was considered.
 - TEF submission and awaited outcomes in June/July.
 - recommendations had been made for honorary degrees.
- 10.2 Following a governor query regarding preparation for an Ofsted inspection, it was agreed that discussion would be helpfully taken forward outside of the meeting on this topic with the Head of the School of Education, to be arranged by the Governance Manager.
- ACTION – GOVERNANCE MANAGER**

22/55 AUDIT COMMITTEE

- 11.1 a) The Chair of the Committee provided a verbal update to the meeting and highlighted the following which was **NOTED**:
- the February meeting focused on three internal audits: Equality Diversity and Inclusion, Student Accommodation, and Debtors. The former receiving positive outcomes and more recommendations received on the latter audit, as noted in the minutes of the meeting.
 - the internal auditor contract was due to reach its natural end this year and the re-tender process agreed by the committee was currently underway. Context was provided on the current Internal Audit market and it was noted that discussion had been held on the different tiers of providers, and the importance of securing value for money. It was understood that an increase in internal audit fees was expected following the re-tender exercise.
- 11.2 **b) Extension to the appointment of the External Auditors**
- 11.3 On the recommendation of the Audit Committee, the Board **APPROVED** the extension to the appointment of Grant Thornton as the University's External Auditors for a further 2-year term to August 2025.

22/56 CONSENT AGENDA

- 12.1 As referenced in para 1.5 above, decisions on the consent agenda items were made as follows:
- 12.2 a) The Board **NOTED** the Financial Statements for Summix LRB Developments Ltd and **APPROVED** the Dissolution of Summix LRB Developments Ltd Company (Paper G1292) as per the recommendation of the report to the meeting.
- 12.3 b) The Board **RECEIVED** the draft minutes from a meeting of the Academic Board held on 25 January 2023.
- 12.4 c) The Board **RECEIVED** the draft minutes from a meeting of the Audit Committee held on 22 February 2023.
- 12.5 d) The Board **NOTED** that the draft minutes of a meeting of the Finance and Infrastructure Committee held on 1 March 2023 would be carried over for presentation to the next meeting of the Board.

22/57 ANY OTHER BUSINESS

- 13.1 The Chair provided details relating to the forthcoming Board Away Day which would be held at Bath Spa University London on 2 May 2023 with further details including travel arrangements, to be confirmed shortly. The next Board meeting is to be held in Bath on 3 May 2023.
- 13.2 The Chair referred to the recent governor bulletin content and encouraged governors' engagement with individual tasks required for Microsoft 365 migration as advised, including multi factor authentication.

22/58 MEETING EVALUATION

- 14.1 The Chair invited governors to comment on the effectiveness of the meeting. The following was discussed:
- quality of papers to the meeting were considered to be excellent.
 - increased confidence in transparency and figures provided, enabling more questions by the Board which was considered positive.
 - student recruitment – increased agenda time or much less text heavy presentation would have been helpful, together with prior circulation of the presentation.

[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: 3 May 2023