



BOARD OF GOVERNORS

Minutes of Meeting held 24 June 2020 at 11:30am by conference call

Present:

Mr T Jagger (Chair)	Mr S Lockren
Dr J Brasted	Ms J Luxford
Ms E Casey [until 14:56]	Ms J Nesbitt-Larking (Students' Union President)
Mr R Clarke	Prof P Martin
Ms T Fisk	Dr S McMillan
Mr J Glasspool	Ms V Nawathe
Ms R Heald [from 13:00]	Prof S Rigby (Vice-Chancellor)
Ms S Lane	Dr C Wiffen

In attendance:

Mr D Newman (University Secretary)
Ms R di Corpo (Governance Manager)
Ms S Ferguson (Head of Compliance) [for item 14]
Mr P Fox (Pro Vice-Chancellor, Finance and Infrastructure)
Ms L Porter (Head of Academic Governance and Policy) [for item 16]
Prof N Sammells (Deputy Vice-Chancellor)
Ms A Stone (Director of HR) [for items 7 & 8]
Prof J Strachan (Pro Vice-Chancellor, Research and Enterprise) [for item 9]

19/60 WELCOME AND APOLOGIES

The chair welcomed governors to the meeting, including Dr Brasted who recently joined the board as an independent governor. No apologies were received.

The chair acknowledged the continued efforts of the senior team in response to the external environment. He also congratulated Ms Nesbitt-Larking on her time as president of the students' union (SU), thanking her for her significant contributions to the board throughout the year. Governors are looking forward to working with Ms Casey, as the incoming SU president.

It was noted that the launch of the Bath School of Art online degree showcase, 'No Show', would be held on 26 June 2020.

19/61 DECLARATION OF NEW INTERESTS.

No declaration of new interests was made.

19/62 MINUTES OF THE MEETING HELD ON 1 APRIL 2020

The draft minutes were agreed as a true and accurate record.

19/63 MATTERS ARISING

The secretary referred to the schedule of actions arising from the previous meeting and advised that the actions form part of the meeting's agenda.

19/64 CHAIR'S BUSINESS

Mr Newman presented the membership updates to the board, as set out in Paper G1096, with the following board decisions:

- (a) The board noted the decision taken by governors out of committee to appoint Jacqueline (Jacqui) Brasted and Nicholas (Nick) Sturge as two new independent members of the board with effect from 1 June 2020 and 1 September 2020, respectively. A copy of the paper recommending these appointments, as circulated to governors on 1 May 2020, was provided at Appendix A.
- (b) The board approved the appointment of Dr Brasted to the Audit Committee with immediate effect, and approved the appointment of Mr Sturge to the Finance and Infrastructure Committee with effect from the date of his appointment as a governor.
- (c) The board noted the election of Ms Casey as SU President for 2020/21 and her subsequent appointment as a member of the board of governors in this capacity with effect from 1 July 2020.
- (d) Following an interview on 22 June 2020 with the SU's nominee for the role of student governor (2020/21), Ms Fisk and Mr Newman recommended that Ms Lauren Stone, an undergraduate student in her second year of business and management studies, be appointed to the role. The board approved the recommendation and it was agreed that the necessary induction meetings would be arranged accordingly.

[ACTION: UNIVERSITY SECRETARY]

The board noted the record of informal briefings for governors on 29 April and 29 May 2020 concerning the university's response to covid-19 (Paper G1097). The board also noted the correspondence from the Office for Students (OfS) received by the university on 19 June 2020 updating universities on their approach to regulation and information about deadlines for data returns. Having circulated the OfS letter to governors on 23 June 2020, Mr Newman highlighted that Annex B was for the attention of governing bodies. The chair thanked the vice-chancellor and university secretary for the efficient process in place for important out-of-committee papers.

19/65 VICE-CHANCELLOR'S REPORT (Paper G1098)

The vice-chancellor presented her report (paper G1098) to the board.

External Environment

The external environment is dynamic and unpredictable as lockdown restrictions ease. Decision-making is balanced with the need to make effective decisions in good time, whilst preparing comprehensive plans that may or may not come to fruition. Bath Spa has worked closely with the sector to lobby government for support and continues to follow guidance issued by Minister Donelan as it emerges. Bath Spa is compliant with pandemic related OfS requirements and is in dialogue with the University and College Union (UCU) across a number of issues including their set of principles regarding returning to work on campus.

Core Business

The undergraduate recruitment cycles for 2020 and 2021 are both disrupted by the pandemic. The senior team continues to work on modelling recruitment outcomes, aligned with budget

preparations, with a more accurate budget to be presented to the board for approval in July, although this will be reviewed in September when actual recruitment numbers are known. Early results for 2020/21 recruitment supports Bath Spa's approach to accelerate planned improvements and to present radical proposals in the near future for opportunities to grow the business and disinvest in other areas; coherency remains key. The vice-chancellor commended the work of the recruitment and marketing teams, led by Mr McGuinness and Dr Salmon, for their outstanding work this year in the most difficult of operating environments. The situation on retention will not be clear until autumn when the proportion of students who choose to return to study is known. The results of the National Student Survey (NSS) will be published on 15 July 2020.

Strategic updates

The board received a summary of the student and staff pulse surveys, undertaken in the weeks after lockdown was initiated. The data proved useful in validating early assumptions around student engagement with the new digital learning environment (DLE), and details regarding the staff survey are provided later in the agenda (refer item 19/66 below).

The university carried out a planning week in May for the September reopening. A set of principles will guide decision-making and a project management structure has been agreed across five key areas (health and safety; learning and teaching; student experience; recruitment; resources), each with work streams, overseen by a programme board. The SU president is a member of the planning group, and discussions with Bath Spa's trade unions regarding reopening are ongoing.

Graduating students face an unprecedented challenge in entering the jobs market at this time and the university's careers and employability team is working to provide support through the next (academic) year. Sion Hill's "Grad Pad" will be available for this cohort to meet, work and participate in training and virtual internships.

[A. Stone joined the meeting]

The university continues to work hard on two strands of income diversification, with [REDACTED] and UKCBC. The vice-chancellor and chair remain in close discussion regarding the future direction of the relationship with UKCBC and the board will be updated as the situation evolves. The board noted that an internal review of educational partnerships has been established, with an advisory audit review due to be presented to the next audit committee meeting in the autumn.

The West of England Combined Authority (WECA) approved the outline business case for iSTART, allocating funds in support of the development of a full business case over the next few months while regional pandemic recovery planning continues. Bath Spa, in collaboration with Bath College, has developed a rapid reskilling package, 'Restart', as part of Banes and North East Somerset Council's (B&NES) recovery planning. As a civic university, timely support for the region is essential.

The board noted the excellent leadership around the Black Lives Matter (BLM) movement with Bath Spa responding swiftly and positively including working with staff and students through a range of mechanisms to share reflections and agree on impactful short to longer-term action. The possibility of equality and diversity seminars for governors for the autumn period will be considered, along with topics for the pre-board sessions that will re-commence from September 2020. Suggestions are welcomed with respect to the diversity of the board and the search for Bath Spa's new chancellor.

[ACTION: GOVERNORS]

An announcement is due on the revised timing of the Research Excellence Framework (REF), which was paused due to the disruption of the covid-19 pandemic. Following sector consultation, it is anticipated that the revised date will be end March 2021 [*post-meeting note: the revised REF deadline was confirmed on 26 June, as noon, 31 March 2021*]. Further to this, the board noted the recent successful Strength in Places bid and the internal promotions round leading to the conferment of personal chairs and awarded readerships.

19/66 STAFF SURVEY RESULTS (Paper G1099)

Ms Stone summarised the results of the staff survey (May 2020), explaining that its purpose was to gauge the impact on staff of moving to a virtual university in response to the pandemic. Mostly, staff are very engaged and feel supported. There is a distinct variation of responses between academic and professional services staff with respect to workload, which is understandable given the rapid transition to a fully online teaching environment and increased student support. Childcare has proven very difficult for some staff. The frequency and clarity of internal communications from management was well received and consistent communications with the trade union has been important. The leadership challenge is in how the university responds effectively to the broad range of staff responses, but the data has facilitated targeted action.

The board noted the staff survey results, and the planned responses, as set out in Paper G1099.

19/67 STAFF DIVERSITY DATA / EQUALITY REPORT (Paper G1100)

Ms Stone summarised how the university complies with its duty under the Equality Act 2010, as presented in paper G1100. A more detailed analysis was shared with the remuneration committee at its meeting on 1 April 2020.

The report includes information about the range of equality and diversity activities undertaken and provides data analysis on two of the protected characteristics defined by the Equality Act; Black and Minority Ethnic (BME) and gender. These areas have previously been identified as areas for improvement and the analysis demonstrates where progress has been made along with planned future activities. The university's equality and diversity steering group and BME staff network will help in both amplifying the issues and in developing effective action plans. Governors expressed interest in Bath Spa's equality and diversity support activities and in taking part in training and awareness where this was appropriate; further information will be circulated.

[ACTION: DIRECTOR OF HUMAN RESOURCES]

The board noted the staff diversity data and equality report, including the continuation of focused activity in the priority areas of gender and BME, as presented in Paper G1100.

[A. Stone left the meeting]

[J. Strachan joined the meeting]

19/68 INTERNATIONAL STRATEGY GROUP (Paper G1101)

Professor Strachan updated the board on the work of the university's International Strategy Group (ISG).

Reporting to the research and ethics committee, and chaired by Professor Strachan, the ISG brings together key people across the university with specialist knowledge across all of Bath

Spa's international activities. The overall remit of the ISG is to provide a cohesive strategic overview of international partnerships, research, and teaching and learning activities, and to contribute to international innovation, enterprise and knowledge exchange in line with the Strategy 2030. A comprehensive list of internationally focused activities was provided as Appendix A (paper G1101), and a draft ISG terms of reference was provided as Appendix B. ISG's remit and core aims are in line with internationalisation strategies across the sector. The most beneficial international strategies are those that are fully embedded across schools and departments and in strategic considerations at institutional level.

Bath Spa's research strategic aims for 2030 are to continue to support internationally significant and world-leading research and to deepen international and national links and externally funded international projects. It was noted that GALA is a case study for how to respond to the university's 2025/2030 CO₂ emissions targets while sustaining core international activity.

Governors discussed a number of the opportunities presented, including revitalising partnerships across transnational education (TNE) and exchange as well as developing new strategic partnerships. The board thanked Professor Strachan for the informative and pragmatic paper, supporting the proposed way forward. In order to effectively capture governors' feedback, the secretariat of the board will follow up with board members individually to gauge their thoughts on the opportunities around international advocacy and other ISG activities where the board could offer insight and expertise; providing the collated responses for Professor Strachan in early July.

[ACTION: GOVERNANCE MANAGER]

The board discussed and considered the proposed International Strategy Group terms of reference, and supported the overall direction of travel.

[J. Strachan left the meeting]

19/69 BUDGET PLANNING 2020/21: PREPARATIONS AND ASSUMPTIONS (Paper G1102)

Mr Fox presented the budget planning 2020/21 preparations and assumptions paper. At its February meeting the board considered a paper on assumptions for the 2020/21 budget and financial forecast to 2024/25. The outcome formed the basis of the paper agreed at the board on 1 April. Paper G1102 provides an update to that, in preparation for the board's budget-setting meeting on 24 July; an earlier draft was considered by the Finance and Infrastructure Committee. It takes account of the uncertainty arising from covid-19 and the latest available 20/21 recruitment data.

Governors were appreciative of the work undertaken in presenting a good range of scenarios and recommended that a real time overview is maintained. The finance and infrastructure committee have to date been focused on key areas of vulnerability. Mr Fox advised that the university is in regular dialogue with its lending banks; further meetings with both Lloyds and Santander have been arranged. Governors suggested that a timeline for university decision-making was created, including known checkpoints (e.g. clearance, retention data) against the scenarios. Mr Fox agreed and will provide further details for the 24 July 2020 meeting.

[ACTION: PRO VICE-CHANCELLOR, FINANCE AND INFRASTRUCTURE]

The board discussed the preparations and assumptions for the 2020/21 budget and provided guidance, as appropriate.

19/70 FINANCE AND INFRASTRUCTURE COMMITTEE CHAIR'S UPDATE

No further discussion was required for this item. The draft committee minutes of meeting of 20 May 2020 were provided for information (refer item 19/78).

19/71 AMENDMENTS TO FINANCIAL REGULATIONS (Paper G1103)

Mr Fox updated the board on the proposed amendments to the university's financial regulations, provided as Appendix A. The updates reflect the modified university management structure and changes to regulatory arrangements. The paper also included changes to the approval of bad debt write off limits, and a modified scheme of delegation and expenditure approval thresholds, but these proposals were withdrawn so they could be considered further. In addition, there is reference to the revised anti-fraud, bribery and corruption policy, approved by the audit committee on 16 June 2020. It is intended that the amended regulations be distributed in readiness for the next academic year, following formal approval.

It was noted that Mr Fox is the university's money laundering officer (MLO) and that a number of the position titles required updating to reflect the organisational re-structure.

[ACTION: PRO VICE-CHANCELLOR, FINANCE AND INFRASTRUCTURE]

Mr Newman will liaise with Dr Brasted to prepare the additional proposed amendments to the financial regulations relating to regulatory requirements.

[ACTION: UNIVERSITY SECRETARY]

Upon recommendation from the Finance and Infrastructure Committee, following its meeting of 20 May 2020, the board approved the proposed revised Financial Regulations, presented as Appendix A to Paper G1103; subject to the agreed final amendments regarding alignment with regulatory requirements and updated position titles, but excluding the changes to write-off and delegation limits.

19/72 AUDIT COMMITTEE CHAIR'S UPDATE

Ms Luxford, committee chair, summarised the 16 June audit committee meeting. External audit planning fees increased by 20%; a one-off spike in fees due to the additional work in relation to covid-19. There are no accounting policy changes expected for this year. Four internal audits were completed between February and May 2020 resulting in substantial assurance. Audit fieldwork has remained on track, despite lockdown measures, and the committee will be notified of any possible barriers or delays going forward. The revised anti-bribery, fraud and corruption policy was approved and the committee noted the risk management and GDPR gap analysis updates. The chair thanked Ms Luxford for her update.

[S. Ferguson joined the meeting]

19/73 UNIVERSITY RISK REGISTER (Paper G1104)

Mr Newman presented the current version of the university risk register, provided at Appendix A, to the board for their consideration of the key risk areas.

High strategic risk areas are recruitment and financial stability, with the addition of sustainability as a risk area. The risk relating to Cyber Essentials accreditation has been updated. Governors were assured that risk domain owners are fully engaged in the process, thanks in part to the efforts of Ms Ferguson; she explained risk owners are being encouraged to use the risk register as an active document that links to the university strategy and highlights the inter-connectedness of risks and their relationship to projects and planning. The practical impacts of the lockdown

measures and the wider impact of covid-19 are reflected in the register, with key changes and incorporations evident in Recruitment, Human Capital and Finance.

The board proposed more explicit reference to external events, including the risk of a 'second wave' pandemic, and suggested the inclusion of equality and diversity risk. The register could also be scored or colour-coded to differentiate in terms of catastrophic impact on business. In addition, the register could incorporate lessons learned from business continuity plans.

[ACTION: UNIVERSITY SECRETARY AND HEAD OF COMPLIANCE]

The board discussed and noted the updated university risk register and key risk areas, presented as Paper G1104.

[S. Ferguson left the meeting]

19/74 ACADEMIC BOARD 2019/20 (Paper G1105)

Professor Sammells presented the Academic Board 2019/20 report to the board, the purpose of which was to inform governors of academic board's substantive deliberations and decision during the academic year, to date.

The table of decisions made by academic board for the period July 2019 through April 2020 was provided at Appendix A (paper G1105). A number of these have been related decisions aimed at streamlining the university's undergraduate curriculum; this includes addressing the 'awarding gap' between Bath Spa white and BAME students and making creative enterprise a distinctive part of the university's offer.

Academic board has contributed to decision-making that has enabled an effective institutional response to the covid-19 pandemic. The board noted that incoming students would be made aware of the restricted module choices for their first year, in line with recent regulatory guidance on this issue, through various mechanisms including updated course webpages and correspondence with individual applicants where necessary.

The vice-chancellor invited governors to attend a meeting of the academic board, if they had not already done so. Mr Newman or Ms di Corpo can make the necessary arrangements.

The board considered the Academic Board Report 2019/20, presented as Paper G1105, confirming their confidence in the appropriateness and effectiveness of the work of the academic board.

[L Porter joined the meeting]

19/75 DEGREE OUTCOMES STATEMENT (Paper G1106)

Ms Porter introduced the degree outcomes statement, developed by the degree outcomes statement working group in accordance with guidelines¹ published by the UK Standing Committee for Quality Assessment (UKSCQA), Quality Assurance Agency for Higher Education (QAA), Universities UK and GuildHE. Input was sought from the university's chief external examiners for undergraduate programmes, the senior staff forum and all university collaborative partners. The draft statement was approved by Academic Board on 21 April 2020 and recommended to the board of governors for approval.

¹ The guidance was developed to align with the Expectations of the UK Quality Code for Higher Education and the OfS ongoing conditions of registration relating to standards (B4 and B5).

With reference to the statement's section headings, Ms Porter highlighted that 'risks and challenges' was not mandatory and that given no significant risks or challenges were identified as part of the development and review of the statement, this was not included. The board supported this approach having been reassured that appropriate policies and plans are in place to address identified areas of concern; for example, the attainment gap, as indicated in the 'institutional degree classification profile' section. The board also supported a minor amendment to section (vi), to amend the heading from 'identifying good practice and actions' to 'good practice' to better reflect the narrative of the statement.

The board approved the draft Bath Spa Degree Outcomes Statement for 2019/20, subject to the minor amendment to heading (vi).

[L Porter left the meeting]

19/76 STUDENTS' UNION CODE OF PRACTICE: ANNUAL COMPLIANCE REPORT 2019/2020 (Paper G1107)

Ms Nesbitt-Larking introduced the SU's Annual Compliance Report 2020/21 to the board, which contains detailed information regarding the ways in which the SU has complied with the requirements of the Education Act 1994, as laid out in the Code of Practice, over the past twelve month period. The report also provides reassurance from the SU's board of trustees to the board of governors on matters of governance of SU responsibilities. Further details of work in progress are also included to demonstrate continued compliance over the forthcoming year. The board congratulated the SU on their incorporation status, high voting turnout and overall organisational stability in light of the current external environment.

The board noted the Students' Union Code of Practice: Annual Compliance Report 2016/2020 and the SU's continued compliance with the requirements of the code of practice, as detailed in Paper G1107.

19/77 STAFF-STUDENT PARTNERSHIP AGREEMENT (Paper G1108)

Ms Nesbitt-Larking presented the staff-student partnership agreement paper to the board. The agreement, or charter, is a key document for higher education providers.

Charged with the detailed annual review of the student agreement, the Student Representatives Forum (SRF) reviewed the agreement on 5 March 2020. An outcome of the review is to improve communications to the student body regarding the context and purpose of the agreement, and options for alternative visual representations of the document are being considered to increase student engagement. The SRF recommends that, in the final paragraph of the document, 'Students Representatives Committee' be amended to 'Student Representatives Forum'.

The board approved the proposed amendment to the Staff-Student Partnership Agreement 2020/21, as recommended in Paper G1108.

19/78 OTHER ITEMS FOR INFORMATION


The Academic Board 21 April 2020 draft minutes, Finance and Infrastructure Committee 20 May 2020 draft minutes and Audit Committee 16 June 2020 draft minutes were received and noted for information by the board.

19/79 ANY OTHER BUSINESS

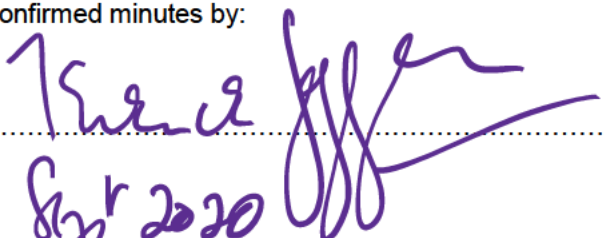
The next board meeting will take place on 24 July 2020 primarily as a budget-setting meeting. The next informal meeting for governors concerning the university's response to covid-19, and updating the board after clearing, is 20 August 2020. There will then be the normal autumn board meeting on 30 September 2020.

The chair closed the meeting by thanking Ms Nesbitt-Larking once more for her contributions to the board as SU president and welcomed Ms Casey as the incoming SU president, commencing 1 July 2020. The chair also thanked the vice-chancellor and her senior team for their continued hard work in these challenging times.

The meeting closed at 15:06.


Governance Manager
June 2020

Signed as a record of confirmed minutes by:

Mr Terence Jagger 
Chair
Date 7th Sep 2020