



BOARD OF GOVERNORS

Minutes of a meeting held at 10.00 am on 7th February 2018 at Newton Park

Present:

Mr T Jagger (Chair)
Mr S Blake
Dr K Doern
Ms T Fisk
Mr M Francis
Mr J Glasspool
Ms R Heald
Ms K Kennard

Lady T Lloyd
Mr R Lucas
Prof P Martin
Mr T Osborne
Mr D Pester (Deputy Chair)
Prof S Rigby (Vice-Chancellor)
Dr C Wiffen

In attendance:

Mr C Ellicott (Clerk)
Dr D Curnow (Deputy Clerk)
Mr N Latham
Prof N Sammells

Mr K Wright (item 17/26)
Mr R Jordan (item 17/29)
Ms A Stone (item 17/31)
Mr Armstrong-Haworth (item 17/33)

Apologies:

Ms N Campbell

17/21 MINUTES OF THE MEETING HELD ON 22nd NOVEMBER 2017

The draft minutes had previously been agreed as a true record.

The Chair noted that, whilst there had been an exceptional reason for delay this time, in future the minutes would normally be drafted within one week of the meeting for consideration by the Chair and would then be circulated to the rest of the Board of Governors.

17/22 MATTERS ARISING

The Clerk drew the meeting's attention to the schedule of actions appended to the Board papers. The following additional points were noted.

16/76 Innovation Town – Concept Appraisal: this would not be progressing any further and the funds identified would return to the Estates budget.

17/07 Vice-Chancellor's Report: no further update regarding a proposed academic centre at Ras Al Khaimah (United Arab Emirates) was available yet.

17/08 Annual Report and Financial Statements 2016/17: a business plan in relation to commercial activities was in progress and would be shared with the Policy and Resources Committee at its meeting in March.

17/23 CHAIR'S BUSINESS

The Chair noted that he had circulated a note to members of the Board and any comments could be emailed to him or the Deputy Chair, David Pester.

17/24 CLERK'S BUSINESS (Paper G981)

Review of Governance: Further to the paper, the Clerk reported that Aaron Porter from the Leadership Foundation for Higher Education (LFHE) had led a workshop the previous day which had been attended by some independent Governors in addition to key members of the University. Work was underway on the review and would now gain further momentum. This included discussions with Eversheds who were carrying out work on clarifying the constitution of the Board. An initial report was due from the LFHE early in March. The Chair confirmed that, from his discussions with Mr Porter, this report would identify issues and propose possible solutions for the Board's consideration in the context of the full review of governance.

There was some discussion over the decision that the LFHE would not observe a meeting of the Board of Governors until potentially the autumn and the implications that this might have for the timeliness of the review. The Chair reassured the Board that he did not consider that would delay the substantive work. The Chair said he envisaged a staged and pragmatic approach to implementation, and that there was no question of putting off action until the autumn, although we might ask Aaron Porter to review things by attending a board then. In particular, he was keen to start recruiting new independent governors soon, bearing in mind that some would be standing down at the end of the year.

The need for an open debate on the position of staff and student Governors in relation to committees was proposed. Diversity of the Board was also raised as a matter for explicit consideration, including making provision for having a recent member of alumni on the Board.

[ACTION: CLERK]

Paper G981 was noted.

17/25 VICE-CHANCELLOR'S REPORT (Paper G982)

Professor Rigby was welcomed to her first meeting of the Board of Governors. The paper under consideration had been written in her first week in office and offered the benefit gained from a fresh perspective. She recorded her thanks to Professor Foskett, to whom she was grateful for his judgement whilst in office in terms of bringing stability and progressing the business of the University without setting the University's direction too firmly beyond his tenure: Professor Rigby outlined her preparations for the April Strategy Planning Away Day, and the intention for the morning to inform short-term strategy and the afternoon longer-term strategy.

The Vice-Chancellor outlined the external context in which the University was operating, including a change in Minister. Following an informal dinner with UUK, the University would develop the suggestion that it should model the effect of significant cuts in fees into future stress testing. The introduction of the Office for Students had removed the buffer between higher education institutions and government, which was a radical change. Government was not always sympathetic to the fact that Universities operated on a yearly cycle and the sector could expect sudden data changes which would certainly place a greater burden on the University and may have implications for papers to the Board. The Bell Review merging the Leadership Foundation for Higher Education (LFHE), the Higher Education Academy (HEA) and the Equality Unit was also an important change in terms of understanding of Learning and Teaching and because a large proportion of the University's staff had professional recognition through Fellowship of the HEA.

The Board welcomed the Vice-Chancellor's engagement with peers as a form of strengthening the University's voice within the sector. In response to a question from the Board, Professor Rigby added that Bath Spa University had a number of distinctive strengths and greater promotion of these would raise the profile of the University and give it traction beyond the mission groups with which it was engaged.

There was some discussion around the Subject-Level Teaching Excellence Framework (TEF). The Vice-Chancellor reminded the Board that the university was part of the pilot for Subject-Level TEF and that she was Chair of the Natural Sciences Panel. She confirmed to the Board that there were 35 subject areas that were set, and that these included the aggregation of some subjects that the University might treat as separate subjects internally. Those 35 aggregated into seven panels. It was likely that, for 2020, only Subject-level TEF would be in place.

The Vice-Chancellor noted her concerns around the significant falls both in recruitment and the University's National Student Survey (NSS) outcomes over the last three years, and suggested that she would have expected to see more papers to the Board regarding these drops during this period. She outlined a range of conversion activity that was taking place to

mitigate the drop in applications but warned that this position could not be sustained and a review of the portfolio was taking place for 2019 entry to ensure that the University's offer matched the requirements of applicants.

In terms of the NSS, the University had dropped from a national position of 16th to around 130 (out of just over 140) in the last three years. Professor Rigby observed that the staff who achieved the rise to 16th place were still at the University so the skill to address NSS outcomes had not been lost but that it would take time to reverse the current situation and expectations for outcomes in August 2018 should not be high. She outlined initiatives that were in place to encourage students to complete the NSS and thereby provide the University with valuable feedback, and the President of the Students' Union confirmed that the Students' Union was working with the University to promote the NSS and actively to encourage students to complete the NSS.

The Vice-Chancellor informed the Board that she had requested a page for the University website giving full disclosure of her salary, complemented by the bell curve of VC salaries across the sector as context. This had been prepared and, with the Board's approval, would go live. The Board welcomed this and agreed on the importance of transparency.

The Vice-Chancellor was thanked for her report which the Board had found reassuring in its sharp focus and clarity of information.

Paper G982 was noted.

[Mr Wright joined the meeting]

17/26 FINANCIAL REPORT FOR THE PERIOD 1 AUGUST 2017 TO 31 DECEMBER 2017 (Paper G983)

Mr Wright talked to his presentation 'BSU Finance Report 31 December 2017' appended to Paper G983. The key points were that the forecast surplus was just under £3m, which was less than had been budgeted for but an improvement on the previous report; liquidity was strong; borrowings remained controlled, with HEFCE approval to reach their present level; covenants were comfortable; cash flow indicated a strong position. Mr Latham stressed that the information for 2018/19 was based on current assumptions, which would need to be revisited in due course the light of 2018 student recruitment forecasts. He intended to come to Governors with scenario and assumptions for budget planning in April.

There was some discussion regarding the 6% drop in income from residences. Governors felt it was important that the University maximised the use of its housing stock.

An increase in staff costs was observed, though this included rising LGPS pension costs.

Mr Osborne said that he could foresee the University's surplus being less in the current year than in the recent past, and felt it was important that there was no complacency, even though comparators were faring no better. The Chair agreed that comparisons with competitors should not allow the University to feel complacent. Mr Latham noted that work was progressing to try and improve the surplus in the present year.

Mr Blake asked if financial papers were reviewed by the Finance Committee prior to Board meetings. The Chair said that the way finance matters were handled, and the role of the Policy & Resources Committee in that, would form part of the Review of Governance.

In closing, the Vice-Chancellor said that useful assumptions had been made in the past about the future development of the institution, particularly in terms of a planned growth in student numbers, but the student recruitment position, and particularly as regards UK undergraduate recruitment in the UCAS marketplace, required the University to rethink its position, and it would be prudent for this to be done soon. The international market offered little hope of compensation in the short term and the importance of the UCAS market could not be overemphasised.

The Board noted the Financial Report for 1st August to 31st December 2017.

[Mr Wright left the meeting]

17/27 UCAS APPLICATIONS FOR 2018 ENTRY (Paper G984)

The Clerk presented the paper, noting that, at the UCAS deadline of 15 January, applications to the University were down by 4.88% on the previous year, which was worse than the sector as a whole but a better situation than for its competitor set (as identified by UCAS). The

University normally achieved a conversion rate of around 20% and the drop in applications would put more pressure on this part of the recruitment cycle, with activity planned by Marketing accordingly for 2018 entry. A review of the portfolio for 2019 entry to focus recruitment activity in the next cycle was shortly to take place.

Some subject areas were doing well whilst there had been a significant decline in others, particularly some traditional areas of strength. Interestingly, there was no correlation between National Student Survey (NSS) outcomes and applications, for example English Literature had 100% satisfaction in the NSS but had suffered one of the University's biggest drops in applications. This might, in part, be due to recruitment behaviours of other institutions which had expanded in those areas more recently. Applications for Combined Awards, which consistently attracted a relatively high proportion of applications, were referenced with an observation that other areas of the sector were now beginning to appreciate the value of providing students with a greater breadth in their studies. The value in promoting further these well-established opportunities at Bath Spa University was noted.

The decline in applicants applying for undergraduate studies that subsequently led to teacher training routes reflected the national crisis with regard to teaching. The challenges that many trainee teachers felt on programme both at Bath Spa University and other institutions was recognised. The Board agreed that it would be helpful to know how much of a teacher training student's tuition fee was paid to the placement school to provided support.

[ACTION: CHIEF OPERATING OFFICER]

There was some discussion around the growing practice in the sector of making unconditional offers. Representatives of the University present noted that schools were strongly opposed to this practice and the University had been reluctant to adopt this approach other than in very specific instances partly because of damaging good relationships with feeder schools and partly because of the broader implications of moving to very low tariffs. It was acknowledged, however, that Bath Spa University would also adopt this practice if it became very wide spread; further, that there was little correlation between entry qualifications and degree outcomes, suggesting that the University had a good track record with supporting students in achieving their potential irrespective of previous educational experience.

In response to an invitation from the Chair, the SU President advised that applicants consider the holistic university experience, and not just the subject for which they are applying, when making decisions regarding higher education study. As such, placing more emphasis on Bath Spa University's unique selling points, including its surroundings and community ethos, could be beneficial.

Paper G984 was noted.

[Mr Pester temporarily left the meeting]

17/28 ACADEMIC BOARD 2016/17 (Paper G985)

Professor Sammells explained the context of the report, which was the first of its kind and which he had angled towards governance, making clear the responsibilities of the Academic Board. He concluded that Academic Board had acted properly and appropriately in the past year. The Chair thanked Professor Sammells for the report, which he thought was a valuable supplement to the agenda and minutes for Board members.

The Vice-Chancellor said that it was vital that the Board and Academic both understood their remits and had mutual trust. She suggested that both bodies might share discussions about academic governance before any decisions were taken as to future arrangements.

Mr Osborne asked to observe the next meeting of Academic Board, and this was agreed.

It was further agreed that academic governance should form a part of the induction of both Governors and members of Academic Board.

[Mr Jordan joined the meeting]

17/29 BATH SPA PHYSICAL SECURITY (Paper G986)

Mr Latham and Mr Jordan presented the paper, noting that a review of physical security risks and arrangements had taken place in September 2016 with external advice to inform the re-tender of the guarding and holding services contract.

The Board recognised the challenges in physical security of the University's premises given the number of campuses and satellite sites; that Newton Park and Corsham Court had public rights of access; and that Newton Park had a high number of students resident and an absence of physical barriers to prevent trespass beyond the public footpaths. Mr Jordan outlined developments including CCTV and number-plate recognition to provide more protection to students on campus. The enhanced practices were balanced with likely risk and the need for proportionality.

In response to questions from the Board, particularly with regard to controlled access to buildings, Mr Jordan confirmed that there was the potential to extend digitalised locking to more buildings at Newton Park but, currently, this was not considered necessary. Regarding instant responses, there was a member of staff in the Security Lodge at all times and, in the evenings, there was also one roaming security guard and a third person up by the accommodation buildings. They were all in contact via walkie-talkie and could respond immediately to emergencies as per the protocol. In addition, members of Estates were on call, for example around matters such as water or electricity.

The Board considered its duty with regard to this paper in terms of its responsibilities with regard to matters of health and safety and areas that might reasonably be considered to rest with the Executive of the University. It was suggested that consideration be given to future assurance to the Board on physical security being taken via the annual Health and Safety report, but issues regarding the planning of agendas would be revisited in the light of the review of governance. There was a request that, if students are taught outside of daylight hours, the Health and Safety report should include explicit reference to how students get home safely.

[ACTION: CLERK/CHIEF OPERATING OFFICER]

Paper G986 was noted.

[Mr Jordan left the meeting]

[Mr Pester rejoined the meeting]

17/30 AUDIT COMMITTEE: CONVENER'S UPDATE (oral report)

Ms Fisk told the meeting that the Audit Committee had met on 31st January 2018 and confirmed that the University would go out to tender for both internal and external audit services. A panel would need to be convened in due course to confirm the appointments.

She expressed some concern that there were presently only three Governors on Audit Committee, with a quorum of two, and felt that this left the committee in an insecure position. The possibility of increasing membership to five, with a quorum of three, was considered and referred for inclusion in the Review of Governance.

[ACTION: CLERK]

[Ms Stone joined the meeting]

17/31 GENDER PAY GAP (Paper G987)

Ms Stone presented the paper, advising the Board that only two institutions had published information on gender pay gap so far and the majority were expected to do so close to the end of March 2018. At that point, a Times Higher Education league table could be anticipated. The data for Bath Spa University indicated that the University was not adrift of the sector in terms of its gender pay gap but it was moving in a positive direction to address the gap and was continuing to work hard regarding this. A significant factor for the University was that, where possible, students were employed as casual staff. These were invariably at the bottom end of the payscale as it was in unskilled work and there was a female gender bias which reflected the University population. The Board accepted that it would need to exercise care in applying a Key Performance Indicator (KPI) in relation to the Gender Pay Gap so as not to inadvertently discourage employment of students.

In response to questions from the Board, Ms Stone confirmed that the Gender Pay gap was distinct from Equal Pay considerations and explained that any Equal Pay discrepancies were due to men at the University staying in post longer, and therefore reaching the top of their

grade on the payscale, whilst women tended to move post more frequently so were clustering around the lower end of grades.

The Board recommended that particular attention be given to the communications strategy, both internally and externally, and that there would be some merit in expanding the list of points provided in the narrative of the paper to enhance further the transparency around the University's Gender Pay Gap reporting, particularly to note the improvement in the University's position.

[ACTION: DIRECTOR OF HUMAN RESOURCES]

Paper G987 was noted.

[Ms Stone left the meeting]

17/32 STUDENTS' UNION ANNUAL REPORT 2016/17 (Paper G988)

Mr Lucas presented the Student's Union Annual Report for receipt by Governors. He drew attention to the surplus from commercial activities, which was fed back into Union activities. There was evidence of greater involvement from students, with increased membership of societies.

The Vice-Chancellor welcomed the report and said that the University obtained real value for money from the Students' Union. She hoped that the articulation between the University and the Students' Union could be further strengthened, and the student voice strengthened as a result. She felt that with only a little more investment, substantial benefits could be obtained.

Governors noted the close alignments of University and Students' Union objectives, and expressed an interest in learning more about Students' Union activities and visiting the SU building.

The report was received.

[Mr Armstrong-Haworth joined the meeting]

17/33 ANNUAL REPORT ON COMPLAINTS (Paper G989)

Mr Armstrong-Haworth reported that there had been an increase in Stage One complaints but suggested to the Board that this was not a concern but, rather, an indication that the University took such matters seriously. He confirmed that most complaints were from students but that the Complaints Process, and therefore the data under consideration, also served staff and people external to the University. He further noted that there had been an increase in third-party complaints and outlined the efforts being made to protect the University in terms of Data Protection.

The Board observed that a large proportion of the Stage One complaints were either not eligible or were withdrawn. Mr Armstrong-Haworth explained that this was where work was

taking place, partly through improving signposting, so that frustrations did not escalate unnecessarily into complaints. In response to a further question, he confirmed that there were no strong trends in complaints although placement-related complaints from Initial Teacher Training students formed one identifiable group. He assured the Board that monitoring for trends took place to enable swift institutional action where necessary.

Paper G989 was noted.

[Mr Armstrong-Haworth left the meeting]

17/34 ITEMS FOR RECEIPT

The following minutes were received:

- Academic Board: 31st October 2017

17/35 ANY OTHER URGENT BUSINESS

i) Lady Lloyd asked for clarity regarding the future of University strategy groups. It was agreed that these should be included within the scope of the Review of Governance.

[ACTION: CLERK]

ii) While there was no wish to curtail Governors' welcome and hugely valuable interactions with the University, it was agreed that it would be helpful if Governors kept the Vice-Chancellor's office informed if they were attending the University for any reason.

[ACTION: GOVERNORS]

iii) It was agreed that a draft agenda should be shared with Governors in advance of each meeting.

[ACTION: CLERK]

iv) It was agreed that Susan McMillan, who was to take up her position as Staff Governor in June 2018, should be invited to the Strategy Day in April.

[ACTION: CLERK]

There being no further business, the meeting closed at 3.05pm.

Christopher Ellicott
Clerk to the Board of Governors
February 2018

Signed as a record of confirmed minutes by:

Mr Terence Jagger *Terence Jagger*

Chair

Date *23rd May 2018*

