



BOARD OF GOVERNORS

Minutes of the meeting held on

24 June 2015

at 2.00pm at Newton Park

<u>Present</u>	Ms J Henderson [Chair] Professor R Alexander Mr W Archer Ms N Campbell Dr K Doern Ms A Edson Ms T Fisk Ms L Fleming	Mr M Francis Ms R Heald Lady T Lloyd Professor P Martin Revd E Mason Mr T Osborne Professor C Slade [Vice-Chancellor]
<u>In attendance</u>	Mr C Ellicott [Clerk] Mr T Foot [Deputy Clerk] Mr R Armstrong-Haworth* Mr P Kennedy* Mr N Latham	Professor T Middleton* Professor N Sammells Ms A Stone* Ms M Whiting * Mr K Wright*
<u>Apologies</u>	Mr D Pester	Mr B Galliver

* denotes those in attendance for only part of the meeting.

14/56 MINUTES OF THE MEETING HELD ON 29 APRIL 2015

The minutes were agreed as correct, subject to one minor typographical amendment.

14/57 MATTERS ARISING

14/40: The Board noted that an item relating to the review of the CUC Code of Governance was on the agenda.

The Chair said that discussions about potential candidates for appointment as Chancellor were continuing through the Board task group and the Nominations Committee.

14/42: The Clerk reported that he had invited staff interested in making nominations to contact him.

The Chair noted an additional matter arising, for the Board to agree a statement of the institution's risk appetite in order to approve the risk register. It was agreed that the Vice-Provost (Learning and Teaching Quality) would prepare a statement on risk appetite for the Board's approval.

14/44 & 14/46: The Board noted that later agenda items would cover both of these matters.

14/58 CHAIR'S BUSINESS

The Chair reported that she had attended a recent meeting of The All Party Parliamentary University Group. The discussion focussed on the Counter-Terrorism and Security Act 2015, which will introduce a statutory duty ("the Prevent duty") for higher education institutions ("HEIs") to have due regard to the need to prevent people from being drawn into terrorism. There was concern amongst the Group that this could impact upon free speech although the Act recognises the parallel duty of HEIs to promote free speech and academic freedom. The Chair noted that HEIs would be monitored on compliance with the Prevent duty and that it was likely that governors and senior staff would need to receive appropriate training.

The Clerk reported that he had attended a recent UUK meeting on the topic of the Prevent duty which had categorised likely responses from HEIs. The first was one of compliance, the second of security and the third of student support. It was felt that BSU's response would fall into the third category and it was hoped that, rather than deal with the Prevent duty separately, it could be dealt with as part of existing support mechanisms.

The Board agreed with this initial assessment and commented that one key factor was to promote inclusion as opposed to exclusion.

14/59 CLERK'S BUSINESS

The Clerk circulated papers providing background to Local Enterprise Partnerships following a request from the Policy and Resources Committee. In addition, the Clerk reported that the Student Agreement (the former Student Charter) was due for review at this meeting. The Clerk had met student representatives who did not wish to make substantive amendments, and the only change requested was to update the logos.

CUC GUIDANCE [Paper G848a]

The Clerk spoke to the paper, which had been prepared in conjunction with the University Solicitor, and highlighted the table of suggested actions to provide assurance that the University was conducting its business in accordance with the provisions of the new Code. The Board noted the change in language and tone of the new Code – where the Code used the word "must" in relation to its primary elements, the requirement under the CUC Code was for institutions to "apply or explain"; where it used "should" the Code illustrated actions that would normally be conducted in order to achieve the "musts".

The Board felt that some of the recommendations in the paper had the potential to be sensitive, and noted that the suggested actions required further discussion and articulation of the detail of how they would be implemented. The Board was not therefore in a position to approve constitutional amendments at this stage. The Board noted the paper.

REVIEW OF GOVERNANCE [Paper G848b]

The Board was asked to approve the appointment of an external consultant to carry out a governance effectiveness review. The Board discussed the terms of appointment of the consultant and authorised a negotiation of the commercial terms. The Board expressed the wish that the consultant provide both a review of effectiveness and some consultancy in relation to implementing any identified changes.

14/60 VICE-CHANCELLOR'S REPORT [Paper G849]

The Vice-Chancellor noted that Professor Middleton was leaving BSU and congratulated both Ms Edson and Professor Middleton on their new roles. The Vice-Chancellor thanked Ms Edson and Professor Middleton for their contributions to the Board and to the University. In particular, Ms Edson had managed two complex construction projects to completion.

The Vice-Chancellor reminded the Board that graduation ceremonies would take place between 15 and 17 July this year and all members were welcome to attend.

It was noted that the strategy would be discussed in more detail as a later agenda item but the Vice-Chancellor reported that the current strategy had been largely achieved and that turnover had increased by approximately one third. Sustainability was a key part of the new strategy. Growth in the business was not in itself sufficient, it had to be growth that was consistent with, and furthered, the institutional strategy. The community of BSU was of great value and had to be nurtured.

The Vice-Chancellor noted setbacks at Hartham Park and in recruitment to the School of Business and Entrepreneurship but was pleased by the levels of recruitment to the pathway programme within the joint venture. Lessons had been learned from working in partnership with Shorelight and the Vice-Chancellor reported that Mr Latham was visiting Boston in July to discuss the future business model. The Board noted these setbacks and observed that not every commercial venture would be an immediate success. The Board felt that it was important for the University to be ambitious and, from time to time, this included taking calculated risks.

The Board noted the success of the Santander scholarship awarded to a Brazilian student and the further seven scholarships offered by the Colombian government to prospective BSU students. The Vice-Chancellor also reported strong forecasted recruitment for 2016/17. The Clerk confirmed that current projections were up 14.5% from the previous year against a background of similar institutions projecting a reduced cohort for 2016/17.

14/61 BATH SPA UNIVERSITY STRATEGY: STRATEGY TO 2020 [Paper G850]

The Vice-Chancellor spoke to the paper and commented that the contents would be familiar to the Board. Targets were considered to be tough but achievable. The Board's attention was drawn to the programmes of change listed on page 16. The reorganisation of schools and the performance management programme were already underway. The approach would not be excessively managerialist but would develop new structures, procedures and curricula. The

changes were unlikely to come into effect until 2017/18 due to the lead in time for recruitment of students.

Mr Latham commented on the need to prioritise programmes of change and allocate resource accordingly. He intended to engage a light touch project management procedure to sequence these programmes. Estate expansion was a part of this.

KEY PERFORMANCE INDICATORS (KPIs) [Paper G851]

Mr Kennedy joined the meeting and spoke to the paper. He reminded governors of the current KPIs and commented upon the University's position in league tables and the QS stars awarded to it. Turning to the future, Mr Kennedy introduced the new KPIs and recommended an adjustment to the group of benchmarked institutions and the reporting mechanism.

The Board approved the revised KPIs and the amended benchmark group, which were considered more closely aligned to BSU. The Board also welcomed the proposal to receive interim reports of progress against the revised KPIs. It was felt that this would provide more detail of the circumstances behind each KPI and provide the Board with greater background knowledge of BSU's activities.

The Board requested that the Vice-Chancellor include governors as collaborators alongside staff, students and graduates in her introduction to the strategy. Mr Kennedy also reported that he was due to meet an external agency to discuss publishing the strategy as an external-facing document.

The Board discussed staff engagement and felt this was crucial to achieving strategic aims. Although there was no KPI linked to staff engagement, there were performance indicators that were. The Board requested that as part of the annual staff survey, it received a report on staff engagement with the new strategy.

In addition to the annual staff survey, managers were expected to report back to senior managers as to how the strategy is received by staff. It was expected that even though the strategy incorporated managerial and structural changes, these would be largely well received. One primary intention of the strategy is to encourage cross-disciplinary work and to remove perceived boundaries to the same. Initial reception amongst staff has been positive and there is a feeling of enthusiasm. It was noted that whilst the concept of liberal arts needed explanation on occasion, that understanding of the largely North American concept was growing in the UK. The Board heard that Kings College London, UCL, Winchester, Exeter and Bristol had all recently commenced a liberal arts programme. Further, the prospect of multi-disciplinary study did not compromise the availability of specialist study; it was very much an additional option for students.

The Board approved the strategy incorporating the new KPIs and noted the league tables and QS stars awarded.

Mr Kennedy left the meeting.

14/62 POLICY & RESOURCES COMMITTEE: CONVENER'S UPDATE

Mr Wright joined the meeting. The Convener reported that the Committee had discussed the current financial position; the liquidity, forecasted surplus, compliance with bank covenants and reserves of BSU. The Committee was content with the reported information and moved on to discuss investment strategy. It was suggested that the University arrange workshops on investments and the presentation of financial information.

BUDGET 2015/16 [Paper G852]

Mr Latham introduced the Budget paper. It was noted that a potential surplus in excess of target would be reduced by essential expenditure to accommodate planned growth. The final surplus was considered to be reasonable in light of the institutional strategy. The Board was asked to note an amendment to the requirement for an additional site in Bath which comprised 6,000 square metres rather than 4,000 as stated in the paper.

The Board discussed whether there should be a formal KPI for student recruitment, which was agreed to be essential to achieving the strategy for growth. The Board noted with approval that the proposed budget included statements regarding recruitment, and took comfort from the strong projected recruitment numbers reported earlier. The Board approved the budget.

FINANCIAL FORECASTS 2014 (2012/13 – 2017/18) [Paper G852]

The Board's attention was drawn to the tabular information at paragraph 4.4 of the paper. It was felt that these figures provided a more accurate reflection of the income generation capacity of BSU.

The Board approved the forecast and requested that some of the supplementary financial information circulated to the Committee, but not included in Board papers, be circulated with the minutes of this meeting.

ESTATE DEVELOPMENTS [Paper G854]

Ms Edson presented to the group and explained that the planned growth, coupled with a desire to consolidate the University's landholding created a requirement for 10,000 square metres of academic space and 200 new beds by 2020. Three sites had been shortlisted and were potentially available in time to open by September 2017 and these were the former chocolate factory in Keynsham, the Herman Miller building close to the Upper Bristol Road and Roseberry Place on the Lower Bristol Road.

Mr Osborne, as chair of the Estates Strategy Group, explained the difficulty of securing planning consent for educational use at each of the shortlisted sites. This was particularly apparent in the case of the former chocolate factory as this had been granted planning permission for employment space and it was felt the council would not grant consent for a use which created fewer jobs.

Roseberry Place was perhaps the most uncertain option as a developer is seeking planning consent for commercial and residential use in partnership with the council. The Herman Miller building was currently on the market; was in a convenient location; and could accommodate

the School of Art and Design. It had challenges as a listed building and a factory but these were not considered to be insurmountable. Mr Osborne proposed that the Board delegate authority to negotiate an acquisition to the Vice-Chancellor, Mr Latham and Mr Osborne.

The Board noted the developments and delegated authority as requested by Mr Osborne.

The Board also noted a further update from Mr Latham that Green Park House was being built according to projected timescales, that heads of terms of a nominations agreement for student accommodation at Twerton Mill had been agreed, and that the University was entering into negotiations to acquire the Stothert & Pitt sports ground close to Newton Park.

14/63 AUDIT COMMITTEE: CONVENER'S UPDATE

The Convener noted that the Committee had approved the audit plan and received an audit report on fraud and anti-money laundering. Although the report had identified some high priority items, the Committee felt these were low risk. The Committee had requested a paper from Mr Latham in connection with the BSG joint venture on his return from Boston.

The Board discussed the possibility of receiving a paper relating to assurance of teaching quality. It was felt that whilst this had some merit against the background of uncertainty concerning QAA's long term future, HEFCE seeking greater responsibility and the prospect of a "teaching REF" or "TEF", there was no desire to create additional process. The proposed governance review might consider this point further, particularly with regard to any proposed linkage (in whatever form) between the Board and the Academic Board.

BENCHMARKING AND VALUE FOR MONEY [Paper G855]

The Board noted the report and was asked to direct queries to Mr Latham.

Mr Armstrong-Haworth, Professor Middleton, Ms Stone and Ms Whiting joined the meeting.

14/64 STAFF SURVEY 2014 [Paper G856]

Ms Stone introduced the paper noting that BSU featured amongst the top 10% of public bodies and the top third of HEIs surveyed at the same time.

The areas of improvement identified in the report, while perhaps predictable, were areas that the University is actively working on resolving.

The Board discussed the completion rate and the responses to questions regarding inclusion. Although BSU was performing in line with its benchmarked institutions, it would nevertheless seek improvement in these areas in particular. The Board received the paper. Ms Stone left the meeting.

14/65 COMPLIANCE WITH CONCORDAT TO SUPPORT RESEARCH INTEGRITY – ANNUAL ASSURANCE STATEMENT TO HEFCE [Paper G857]

Professor Middleton introduced the paper and explained that it was a condition of receipt of HEFCE grant that research integrity is embedded into the operation and governance of HEIs. The Board noted the establishment of a procedure for monitoring and reporting and approved the report for inclusion in the HEFCE annual assurance statement. Professor Middleton left the meeting.

14/66 STUDENTS' UNION CODE OF PRACTICE: ANNUAL COMPLIANCE REPORT [Paper G858]

Mr Armstrong-Haworth spoke to the paper. The Board received the paper and noted the high turnout at elections in comparison with other HEIs. Mr Armstrong-Haworth left the meeting.

14/67 DEVELOPMENT AND ALUMNI RELATIONS PROGRESS REPORT [Paper G859]

Ms Whiting introduced her paper. The Board heard that increased fundraising targets were close to being achieved. The recent telethon was a success and would be repeated next year. One current project was to increase engagement with schools to enable greater understanding of the University's activities, in part so that this could be communicated to interested parties including potential donors and alumni. The possibility of embedding the work of the development team into existing processes was discussed. It was felt that a cultural shift was needed but that this was starting to happen. For example, development had been included as part of the institutional strategy. The Board noted the report.

14/68 ITEMS FOR RECEIPT

The following items were received:

- Academic Board minutes of 17th March 2015

There being no further business, the meeting closed at 4.30pm.

Mr Tristan Foot
Deputy Clerk to the Board of Governors
24 June 2015

Signed as a record of confirmed minutes by:

Ms Jane Henderson (Chair)

Date

Jane Henderson
24 November 2015

