



BOARD OF GOVERNORS

Minutes of the meeting held on

5 November 2014

at 2.30pm at Newton Park

<u>Present</u>	Ms J Henderson [Chair] Professor R Alexander Mr W Archer Professor P Davies Ms T Fisk Mr M Francis Mr B Galliver Ms R Heald	Lady T Lloyd Professor P Martin Revd E Mason Mr S McGall Mr T Osborne Mr P Parker Mr D Pester Professor C Slade [Vice-Chancellor]
<u>In attendance</u>	Mr C Ellicott [Clerk] Mr N Latham Professor T Middleton	Dr D Newport-Peace [Deputy Clerk] Professor N Sammells Ms A Stone Mr K Wright
<u>Apologies</u>	Mr P Bird	Ms N Campbell

14/01 MINUTES OF THE MEETING HELD ON 25 JUNE 2014

The minutes were agreed as correct.

14/02 MATTERS ARISING

There were none.

14/03 CHAIR'S BUSINESS APPOINTMENT OF CHANCELLOR [PAPER G813]

The Board was advised of the progress of the sub-group convened to investigate the creation of a new office to coincide with the 10 year anniversary of achieving university status.

Recommendations were approved as follows:

- a. The Board agreed to the establishment of the post of Chancellor of Bath Spa University.
- b. The Board determined that the new role of Chancellor of the University would be the

'holder of a senior post' as defined by Article 1 (1).

- c. The Board delegated power to the Nominations Committee in accordance with the proposed amendments to the Committee's Terms of Reference.
- d. The Board approved two amendments to the Terms of Reference of the Nominations Committee as set out in paragraph 6.1.d.

14/04 CLERK'S BUSINESS: APPOINTMENT OF INDEPENDENT MEMBERS [PAPER G814A]

The Board was advised that appointments to four vacancies for independent members had been ratified by the committee of Independent Governors. Jane Henderson, Philip Martin and Edward Mason had been re-appointed as independent members for a period of three years. Louise Fleming had been appointed as an independent member.

The report was noted.

14/05 CLERK'S BUSINESS: APPOINTMENT OF CO-OPTED MEMBERS [PAPER G814B]

The co-option of Rosemary Heald for a further two years was agreed.

It was agreed that the proposed increase in staff Governors would be referred to the nominations committee for a decision.

The co-option of Anita Edson, Estates Project Manager, for a period of one year was noted.

14/06 CLERK'S BUSINESS: AMENDMENT TO TERMS OF REFERENCE OF BOARD SUB-COMMITTEES [PAPER G814C]

The proposed amendment to the Terms of Reference of the Remunerations Committee was agreed.

14/07 CLERK'S BUSINESS: COMMITTEE MEMBERSHIP AND CONVENORS [PAPER G814D]

Governors noted that the Louise Fleming, proposed as a member of the Audit Committee, might make an equally valuable contribution to the Policy and Resources Committee. Committee membership, including the role of external members, might be considered within the next review of Board Effectiveness.

Subject to further consideration of Ms Fleming's role, committee membership and convenors for the forthcoming year were approved.

14/08 CLERK'S BUSINESS: REGISTER OF INTERESTS [GOVERNORS] [PAPER G814E]

The register of interests was received for information. The Chair advised the Board that a further interest had been declared and would be added to the register. Governors would be invited to declare new interests at the start of each future meeting.

14/09 CLERK'S BUSINESS: CUC DRAFT HIGHER EDUCATION CODE OF GOVERNANCE [PAPER G814F]

Governors were advised that the new Code was due to come into force from January 2015. Governors observed that the need for such a code would be superseded should a Higher Education Act come into force. Copies of the code would be circulated to Governors on publication.

The requirement for a review of Board effectiveness was noted. It was anticipated that the introduction of the Code would require a review of the Terms of Reference of the Audit Committee and wider consideration of institutional Policies. A apparent inconsistency in wording relating to "accountability for public funding" and "unambiguous responsibility for fundraising" was observed.

The CUC Draft Higher Education Code of Governance was noted.

14/10 CLERK'S BUSINESS: HEFCE MEMORANDUM OF ASSURANCE AND ACCOUNTABILITY BETWEEN HEFCE AND INSTITUTIONS [PAPER G814G]

Governors observed that the Memorandum, which detailed the nature of the University's relationship with HEFCE mutually reinforced the proposed CUC Draft Higher Education Code of Governance. Governors requested that an abridged version of the Memorandum be circulated, highlighting the sections relating to Governance.

The memorandum was noted.

14/11 VICE-CHANCELLOR'S REPORT [Paper G815]

The Vice-Chancellor reiterated her thanks to the departing Governors, Philip Parker, Shaun McGall, Paul Bird and Paul Davies.

Governors commended the research achievements detailed in the report and requested that a disaggregated picture of research achievements be brought to future meetings as a separate item. In considering institutional KPIs, Governors suggested that financial data mapping to University league table indicators could be use in place of the staff:student ratio. Governors would also welcome more detail on graduate employability including total employment, graduate-level employment, self-employment and further study. The pressure on initial teacher training numbers was noted. Governors considered that the outcomes of the 2015 General Election was likely to impinge on future policy for the allocation of ITT places. It was noted that research suggested that teacher training was delivered most effectively through partnerships between Schools and Universities.

Governors noted that the student cohort recruited into Bath Spa Global had been smaller than the projected figure. The Deputy Vice-Chancellor advised that the University was working closely with Shorelight to optimise future recruitment and matriculation of BSG students onto the University's own programmes.

The report was received.

14/12 STUDENT RECRUITMENT 2014/15 [Paper G816]

The Registrar presented the report noting the strong recruitment of AAB and international students and increased postgraduate taught applications. Work would continue to increase the conversion rate of PGT applications, including by building links between undergraduate and PGT provision. Recruitment to initial teacher training was relatively strong, but requiring more work, and Schools Direct places had again been particularly difficult to fill. The University's PGCE allocation had been reduced for 2015 following a change in the policy applied by Government.

Mr Ellicott noted that the Universities comparator group for undergraduate students now included Manchester Metropolitan and Nottingham Trent Universities. This indicated the national relevance of the BSU offer.

Governors discussed the merits of tactics for driving up undergraduate recruitment including the use of discounts and unconditional offers. The importance of showing off the campus and making an attractive offer to students and parents was noted.

The report was noted.

14/13 NATIONAL STUDENT SURVEY [Paper G817]

The Vice Provost (Learning and Teaching) presented the report, noting continued improvement in overall levels of student satisfaction and continued strong performance against the HEFCE benchmark. Governors commended Mr Davies and the academic staff who had contributed to the University's strong performance.

Governors asked for greater disaggregation of student satisfaction levels among different types of students. While there was insufficient data to draw firm conclusions, it was understood that satisfaction levels were higher among international students and disabled students than the University average. The Vice Provost (Research and Graduate Affairs) advised that outcomes of the postgraduate taught student survey (PTES) were due to be reported to the Higher Degrees (Taught) Committee the following week. Work to drive up both undergraduate and postgraduate student satisfaction was focussing on issues grouped under the heading of "organisation and management"

The report was received. Governors noted the continuing action to further improve satisfaction ratings.

14/14 ACQUISITION OF GREEN PARK HOUSE [Paper G818]

Mr Latham summarised discussion in the preceding meeting of Policy and Resources Committee, noting that the Committee's level of risk appetite pointed to seeking a fixed rate of interest. Discussions with the Funding Council were ongoing and it was noted that the proposed level of borrowing would lead to the University's having the second highest gearing ratio in the sector. While this level of gearing would breach the covenants of existing loan agreements, Mr Latham advised that banks would willingly relax the covenants and that several banks had offered further loans.

Governors observed that recent investments in teaching and accommodation infrastructure would provide opportunities for increasing income from conferencing and Mr Latham confirmed that this was being actively pursued by the University.

Governors noted the report and the progress made and approved the recommendations that it should:

- a. Subject to HEFCE approval, a formal loan agreement and satisfactory finalisation of legal documentation, proceed to exchange of contracts with Berkeley for the purchase of the land and buildings comprising Green Park House; and
- b. Delegate to the Policy and Resources Committee final approval of the loan and other agreements.

14/15 REFURBISHMENT OF STUDENTS' UNION BUILDING [Paper G819]

The President of the Students' Union advised the Board that the refurbishment had been carried out following consultation with students and that the resulting facilities had been well received.

The report was noted.

14/16 ANNUAL REPORT OF THE AUDIT COMMITTEE TO THE BOARD OF GOVERNORS AND VICE-CHANCELLOR 2013/14 [Paper G820]

The Chair of the Audit committee presented the report, advising that the external auditors had said it was a pleasure to audit the University's accounts. Governors commended the Audit Committee for the quality of the work presented.

The report was received.

14/17 REPORT AND FINANCIAL STATEMENTS 2013/14 [Paper G821]

The Head of Finance presented the papers advising that the University was anticipating an unqualified opinion of the accounts from the external auditors. Governors discussed the ambition to achieve a target of 5% surplus for reinvestment. The target reflected changes in the funding environment which transferred responsibility for future capital investment from the Funding Council to the University in recent years.

It was noted that 'teaching staff' should henceforth be referred to as 'academic staff'.

- a. Governors noted the sound financial results for 2013/14.
- b. Governors confirmed, in accordance with FRS18, that the accounting policies on pages 29-32 of the draft report were appropriate.
- c. The Board approved the draft report and financial statements 31 July 2014 and delegated authority to the Vice-Chancellor and the Chair to sign the final accounts, and the letter of representation on behalf of the Board of Governors.

d. The Board agreed to re-appoint Grant Thornton as the University's external auditors with effect from 1 August 2014.

14/18 ANNUAL REVIEW OF EFFECTIVENESS: RISK MANAGEMENT & VALUE FOR MONEY [Paper G822]

The report was received.

14/19 INSTITUTIONAL RISK MANAGEMENT [Paper G823]

Governors receive the report incorporating risk registers for the strategic partnership with Hartham Park and Bath Spa Global. It was noted that significant levels of risk were being actively managed by the University.

The report was noted.

14/20 ANNUAL SUSTAINABILITY ASSURANCE REPORT [Paper G824]

Governors considered the report and discussed the metrics provided in Table 1. It was observed that the report drew from audited figures and presented a healthy picture.

The report was approved.

14/21 HEFCE ANNUAL ACCOUNTABILITY RETURN 2014 - FINANCIAL TABLES [Paper G825]

The Board commended the Head of Finance on the accuracy of his financial forecasting.

The summary tables and supporting commentary were approved.

14/22 ITEMS FOR RECEIPT

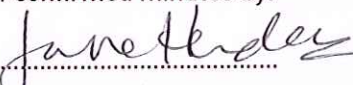
The following items were received:

Policy & Resources minutes	29 th April 2014
Academic Board minutes	20 th May 2014

There being no further business, the meeting closed at 4.20pm.

Dr Diana Newport-Peace
Deputy Clerk to the Board of Governors
6 November 2014

Signed as a record of confirmed minutes by:

Ms Jane Henderson 
Chair
Date 11/8/2015