



BOARD OF GOVERNORS

Minutes of the meeting held on

11 November 2015

at 1.45pm at Newton Park

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

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

15/01 MINUTES OF THE MEETING HELD ON 24 JUNE 2015

The minutes were agreed as correct, subject to minor typographical amendments. The Board discussed the correct spelling of "convener/convenor". It was suggested that both spellings could be used but that the convention of the University using "convener" would continue.

15/02 MATTERS ARISING

14/57: The Chair noted that the appointment of a Chancellor remains ongoing and that there was a further meeting to progress. The Chair also noted that there was an agenda item concerning the statement of risk appetite.

14/61: The Board expected that an interim report on the University's progress towards the KPI's would be presented at the February 2016 Board meeting. The Chair also noted that the staff survey was not, in fact, an annual exercise. Nevertheless, the University did intend to repeat the survey in the New Year following completion of the restructure of the schools and this would also be reported back to the February 2016 Board meeting.

14/62: Mr Latham indicated that he would be arranging financial workshops for Governors to provide them with additional financial information by way of background. In addition, printed copies of a HEFCE paper entitled "Financial Health of the Higher Education Sector" dated November 2015 were made available to Governors in attendance.

14/63: The Board noted a later agenda item would deal with this matter. A further paper was circulated to Governors summarising recent developments that had taken place since the circulation of paper G866.

15/03 CHAIR'S BUSINESS

The Chair reported that she was attending an annual meeting at HEFCE tomorrow. Amongst the discussion items would be a discussion on the recently published Green Paper and expectations for the forthcoming Comprehensive Spending Review.

The Chair attended the Committee of University Chairs (CUC) meeting in October. Notable topics of conversation included the perception of greater desire for central government to take control of the HE sector. The position in Scotland, where there is perhaps even greater control, was noted. Sustainability was also on the agenda and the Chair was particularly reassured that the University was well placed to satisfy sustainability targets and objectives.

15/04 CLERK'S BUSINESS

The Clerk introduced the various papers commenting that they were largely procedural and for noting by the Board.

REPORT ON ATTENDANCE 2014/15 [Paper G860a]

The Board noted the report.

APPOINTMENT OF INDEPENDENT MEMBERS [Paper G860b]

The Board unanimously re-elected the independent members for a further term of three years.

APPOINTMENT OF CO-OPTED MEMBERS [Paper G860c]

The Board unanimously co-opted Professor Alexander for a further term of three years.

COMMITTEE MEMBERSHIP AND CONVENERS [Paper G860d]

The Board agreed to retain the existing membership of the committees and reappoint all Conveners.

REGISTER OF INTERESTS (GOVERNORS) [Paper G860e]

The Board noted the register.

15/05 VICE-CHANCELLOR'S REPORT [Paper G861]

The Vice-Chancellor informed the Board of the creation of two new scholarships for Iraqi and Syrian students. The scholarship for Iraqi students was being offered through the Iraq Britain Business Council, whilst the Syrian scholarship was being offered through an organisation known as CARA (the Council for At-Risk Academics).

A hard copy of the recently published Green Paper was available for Governors in attendance. The proposed introduction of the Teaching Excellence Framework was as expected. Initial indications as to the likely metrics to be used by the framework provided comfort that the University was well placed for good performance.

The Vice-Chancellor circulated a copy of a diagram showing the various higher education regulatory funding body which comprised government departments, HE sector-specific agencies, non-departmental public bodies and statutory bodies. The diagram provided an illustration of the number of bodies that have an interest in the sector. The Vice-Chancellor explored the possibility that central government may wish to create efficiencies by merging some of these entities. This may be accelerated as part of the Comprehensive Spending Review (expected at the end of November) or as part of implementation of the Green Paper.

The Vice-Chancellor noted that the nature of the Green Paper was such that not all of the proposal would be implemented. Detailed and in-depth consultation with the sector was taking place. The identity of those in HE sector was also likely to change as the Green Paper envisaged more new entrants and, as a consequence of this, that some universities may be allowed to fail.

It was further noted that HEFCE had published a paper on the topic of the financial sustainability of universities. That paper highlighted the effects of possible cuts to the sector, perhaps as a pre-emptive measure against expected cuts as part of the Comprehensive Spending Review.

Turning to Estates developments, the Vice-Chancellor noted that proposals to expand within the City of Bath were made more difficult by the poor perception of students held by some in the city. In an effort to combat this perception, the University had commissioned Oxford Economics to produce a report on the financial contribution that the University, its staff and students make to the economy. It was hoped that this would provide evidence to combat a perhaps unfounded negative perception of the city's students.

The Vice-Chancellor asked Mr Galliver to bring the recent "silent disco" to the Board's attention. Mr Galliver explained that the Students' Union had held a silent disco, where all attendees were issued with a pair of headphones and could choose to listen to two different types of music whilst attending the union building. The purpose of this event was to promote good relations with the residents of Newton St Loe and initial indications were that it had achieved the desired effect.

The Board asked the Vice-Chancellor whether she or any of her fellow vice-chancellors had challenged the Minister's quote appearing on page 1 of the Vice-Chancellor's report and also

appearing on the government's website (taken from a speech at the University of Surrey), that some academics and entire institutions engage in a "disengagement contract" in order to focus on research activities. The Vice-Chancellor reported that this had been challenged but that the statement had nevertheless been made public and therefore had the potential to cause damage if it had not done so already. The Board expressed disbelief that the Minister would condemn entire institutions in this way. The Vice-Chancellor noted that the issue of contact hours was becoming more and more topical and that both students and their parents were becoming increasingly prepared to challenge anything they felt to be unsatisfactory in this regard.

The Vice-Chancellor closed her report by commenting on the issue of Big Data. Whilst this is increasingly an issue for the world at large, some areas where Big Data is being used by the University included to monitor attendance, to monitor engagement and also to monitor performance. Whilst the focus was generally on improving the student experience, in some cases the use of data in this way was a requirement. For example, UKVI was now requiring universities to monitor the attendance of international students entering the country under a Tier 4 visa.

15/06 FORMATION OF THE COLLEGE OF LIBERAL ARTS [Paper G862]

Professor Sammells explained the concept behind the merger of three of the University's existing schools into the College of Liberal Arts. It was explained that this was being proposed not for financial reasons but to produce rounded graduates displaying defined attributes. The concept of a college of liberal arts creating such graduates was not entirely novel and had its roots in classical education. The novel aspect was the addition of a modern twist to a classical education, especially with regard to digital work and digital submissions.

An additional benefit of the creation of a College of Liberal of Arts would be the removal of perceived silos within schools and departments that discouraged collaboration. A wide and extensive consultation exercise was being carried out with staff. Members of staff have generally been very positive about the proposal and this would help to secure commitment once the restructuring takes place.

Professor Sammells commented on the revised management structure that was set out in the paper. The intention was to reflect the structure of the University as a whole. The University was moving quickly to establish the structure and the senior manager appointments were due to be made on Friday 13 November.

The Board debated whether the University's science offerings were sufficient to truly claim a rounded experience for students. Professor Sammells believed that it did and provided some further detail of the scientific areas of study available to students. In addition to offering a rounded experience, the restructure was also intended to open the possibility of students taking particular modules on pure interest grounds rather than simply because of a notional link to other modules they were studying. It was hoped that this would enable true innovation by students.

Due to their current strength, both Bath School of Art and Design and the Institute for Education would retain separate identity outside of the College but the University was aware that they should not be perceived as a silo or a satellite and was taking measure to ensure that cross-disciplinary work and collaboration between that school and the College would be positively encouraged in the future.

The Board welcomed the proposal and discussed examples, particularly in the US, where historically successful departments (for example, the English department) were losing relevance. It was felt that the University needed a structure that was sustainable, able to develop and also be flexible as subject boundaries continue to change.

The Board noted the report.

15/07 STUDENT RECRUITMENT 2015/16 [Paper G863]

The Clerk introduced the paper and summarised that it was generally good news. Taking into account recruitment through UCAS, the Clerk reported increased applications, acceptances and conversions. The number of confirmed acceptances had increased from 1940 to 2300 for the current academic year.

The Clerk noted, however, that the number of withdrawals on non-registrations had increased. It was felt that this could be linked to the lack of availability of university accommodation. There were an increased number of students for whom the University could not provide accommodation this year notwithstanding the acquisition on an additional 277 rooms at Twerton Mill by way of a nominations agreement.

Recruitment to PGCE courses was becoming increasingly difficult due to the change in landscape. Primary teaching, traditionally an area of strength, was becoming more difficult. There is increasing uncertainty as to the availability of funding caused by the removal of funding allocations. The new system is that institutions recruit as quickly as possible until the government advises that all funding has been exhausted.

In terms of post-graduate recruitment generally, via UCAS, this has better than expected. International recruitment was not as positive but this was largely down to a particular issue with the MA Business and Management programme.

Looking ahead to the 2016/17 academic year, applications received by the University were slightly down from the same time last year. The sector as a whole was down in terms of applications received but the Clerk noted that bookings for open days were higher than ever. The University will work harder to make more offers and convert more applicants in order to offset the lower number of applications. In addition, specific courses have been targeted for expansion and they are largely those that select applicants. It was felt that those courses were in a position to more easily expand. Other methods of increasing the student body included increasing scholarship, bursaries and making unconditional offers. However, the focus of the University was on constantly improving the student experience and the quality of the location.

15/08 NATIONAL STUDENT SURVEY (NSS) [Paper G864]

Professor Davies joined the meeting. A summary of the results of the survey was provided noting success across the board. The University was in the top quartile in a number of areas. Over the last four years, the University had seen an increase of 47% in terms of student satisfaction. These results will assist the University's performance in those league tables that include data from the student survey. Particularly pleasing was the fact that the University had beaten the bench mark set by HEFCE for overall satisfaction by 4%.

Professor Davies had been reviewing four year trends on a subject by subject basis to gain a more accurate reflection than looking at annual results in isolation. In addition, Professor Davies was also aware that a review of percentage figures was subject to greater divergence for these courses that have fewer students. By increasing the scope of the review to include previous years, it was hoped that this would be corrected.

The University was working on a number of areas to improve scoring in future surveys including providing quicker feedback to students; getting better about providing practical information about organisational changes such as cancellation or postponements of lectures. It was considered that the latter point in particular may assist scores for questions relating to "organisation and management". It was noted that one particular issue with the survey is there is a lack of clarity over the meaning of some of the questions. This can make it difficult in some cases to address any issues or increase scoring as a lower than expected score could be due to a number of differing reasons.

The Board commended the University on these results and reflected that they stood the University in good stead for the TEF if and when it is introduced. The Board received and noted the report.

15/09 INSTITUTIONAL RISK MANAGEMENT [Paper G865]

Professor Davies introduced the paper and advised the Board that the risk policy had been updated to reflect the fact that the Vice-Chancellor's Executive Group (VCEG) was now taking on a dual function as the risk committee and also to reflect Professor Davies' role as the main contact taking over from Dr Newport-Peace.

In accordance with the request from governors, a statement of the University's risk appetite had been prepared and circulated.

The Convener of the Audit Committee indicated that the Committee was content with the framework. The Convener of the Policy and Resources Committee provided some observations and invited VCEG to review the appetite statement by considering legal compliance separately from other risks and by including a statement on cyber security.

The Board approved the level of risk exposure, subject to consideration of the observations of the Policy and Resources Committee.

15/10 JOINT VENTURE WITH SHORELIGHT [Paper G866]

Mr Latham circulated an updated paper in which it was proposed to make an investment of £450,000 in the joint venture. It was reported that the Policy and Resources Committee had carried out an options appraisals and reviewed the cost of each option. The conclusion was that the retention of a pathway college was desirable but that the partnership needed to be reviewed and restructured.

The Committee was content to proceed but only on the basis that the partnership was kept under regular review. In particular, the prospect of a QAA review of the partnership's operation independently of the University had the potential to disrupt operations and incur not insignificant cost. The Board sought reassurance of the English language levels of students of the partnership. Noting that the lack of direct control of the University was a risk (English language is taught by BSG), the Board was reassured that current levels were acceptable but cautioned that this would need to be retained as numbers of students increased.

The Board noted that exit from the partnership would not be straightforward as an alternative to making the investment. In any event, the Board considered that an approach of "repair rather than abandon" was the most attractive option.

An update would be provided on developments within the partnership to every meeting of the Policy and Resources Committee. On this basis, the Board approved the investment and renegotiation on the partnership subject to legal and accountancy advice.

15/11 POLICY AND RESOURCES COMMITTEE

CONVENER'S UPDATE

The Convener noted that a number of points arising from the meeting had already been discussed and therefore proceeded to run through the papers.

REPORT & FINANCIAL STATEMENTS 2014/15 [Paper G867]

Mr Wright introduced the paper and advised the Board that the statements needed to be submitted to HEFCE by the end of November. The improved surplus was noted. Mr Wright noted that whilst the BSG account had not yet been finalised (due to the ongoing renegotiation of the partnership) the auditors nevertheless considered that the renegotiation of the partnership would not be material to the overall account of the University and were therefore prepared to sign the audited accounts. There was one outstanding point concerning the accounting treatment of the monies received to mitigate against future costs of maintaining Corsham Court. The Board approved all the recommendations made in the paper but requested that the University Solicitor review the letter of representation to be provided to the auditors.

ANNUAL SUSTAINABILITY ASSURANCE REPORT NOVEMBER 2015 [Paper G868]

Mr Wright introduced the paper and explained its contents. The Board approved the paper.

HEFCE ANNUAL ACCOUNTABILITY RETURN 2015: FINANCIAL TABLES [Paper G869]

Mr Wright explained that this paper contained the financial information that had been discussed earlier but presented it in a format that was required by HEFCE. The Board approved the paper.

ESTATE DEVELOPMENT [Paper G870]

Mr Osborne introduced the paper and explained the background that the University had an urgent requirement for additional teaching space. In addition to a planning application for a temporary building at Newton Park, the University was also negotiating an acquisition of a former industrial site from Herman Miller Limited. The acquisition cost would be £3.6million and completion would be subject to planning. There were some complications regarding planning including the fact that the property is a listed building. Nevertheless the University had made a strong case with support from the original architect. Given the uncertainty, alternative options were being considered.

A brief summary of the energy performance contract was provided and the Board delegated authority to the Estates Strategy Group to approve and execute the contract.

15/12 AUDIT COMMITTEE

CONVENER'S UPDATE

The Convener reported that the Committee had noted that several internal audit report recommendations were either missing or had not been carried out by the agreed deadline. Some internal audits remained outstanding altogether. It was suggested that Professor Davies monitors implementation of the recommendations made by the internal auditors and report back to the Committee. On this basis, the Committee was content to approve the internal audit that had been carried out so far, but wished to see the outstanding points attended to and in particular that data assurance be audited as soon as possible.

AUDIT COMMITTEE: ANNUAL REPORT TO THE BOARD OF GOVERNORS AND VICE-CHANCELLOR 2014/15 [Paper G871]

The Board received and approved the report.

15/13 REMUNERATIONS COMMITTEE

CONVENER'S ANNUAL REPORT

The Convener made his first report and explained the background was a desire for greater transparency. The Convener explained the business of the Committee and that it was supported by the HR department at the University. The Chair advised the Committee on developments in the sector generally and in addition, the Committee looked at sector benchmarks. The Board thanked the Convener and noted the report.

15/14 ITEMS FOR RECEIPT

The following items were received:

Minutes

Academic Board	19 th May 2015
Audit Committee	11 th February 2015
Policy & Resources Committee	11 th February 2015
Policy & Resources Committee	28 th April 2015

15/15 ANY OTHER URGENT BUSINESS

Lady Lloyd reported on, particularly with regard to the identification of grant giving trusts. It was proposed that a list of trustees of those trusts be circulated to Governors with a request for introductions to be made where appropriate.

There being no further business, the meeting closed at 4.12pm.

Mr Tristan Foot
Deputy Clerk to the Board of Governors
November 2015

Signed as a record of confirmed minutes by:

Ms Jane Henderson

Chair

Date

Jane Henderson
Date *4 May 2016*

