



BATH SPA  
UNIVERSITY

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## Board of Governors

**CONFIRMED**

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**Approved minutes of meeting held on 9 May 2024 at 11.00hrs in Room G15, Main House, Newton Park campus**

### **Present:**

Mr Jonathan Glasspool	Independent Governor (Chair)
Dr Emma Wakelin	Independent Governor (Deputy Chair)
Professor Sue Rigby	Vice-Chancellor
Mr Steve Egan	Independent Governor
Ms Sue Lane	Independent Governor
Mr Edward Arnall-Culliford	Staff Governor (Professional Services)
Professor Sabbir Ahmed	Staff Governor (Academic)
Ms Francesca Burke	Student Governor
Ms Jas Raymond-Barker	Students' Union President
Ms Carole Stott	Independent Governor
Ms Vinita Nawathe	Independent Governor - virtual attendance
Mr Stephen Riad	Independent Governor
Ms Francesca Fryer	Independent Governor
Mr Sanjay Shah	Independent Governor
Ms Emily Casey	Independent Governor
Mr Nick Sturge	Independent Governor
Ms Leonie Fleming	Independent Governor
Mr Jay Bhutani	Independent Governor– virtual attendance

### **In attendance:**

Mr David Newman	University Secretary
Professor Georgina Andrews	Deputy Vice-Chancellor and Provost
Ms Jo Stocks	Chief Financial Officer
Dr Rebecca Schaaf	Pro Vice-Chancellor (Student Experience) – to agenda item 8 (minutes item 23/52) – virtual attendance
Mr Richard Jordan	Director of Estates and Services – agenda item 9 (minutes item 23/53)
Ms Katherine Lee	Governance Manager
Ms Julie Waterfield	Co-opted member, Audit and Risk Assurance Committee

### **Apologies**

Mr Antony Durbacz	Independent Governor
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Agenda item		Action
23/45	<p><b>1: Apologies, new declarations of interest and Chair's Business</b></p> <p>The Chair welcomed governors to the meeting and referenced the positive and engaging Board Away Day held the previous day, to which all co-opted members had been invited to attend, along with this Board meeting.</p> <p>On this basis, particular welcome provided to Julie Waterfield, Co-opted member of the Audit and Risk Assurance Committee. Apologies were provided from Mr Antony Durbacz. Governors were advised of any members joining the meeting virtually.</p> <p>Congratulations were provided to Jasmine Raymond-Barker who had been re-elected as President of the Student Union for a second term and continuation of ex officio membership of the Board of Governors.</p> <p>The Board <b>APPROVED</b> the consent agenda (Minutes reference 23/57, Agenda Item 13).</p>	
23/46	<p><b>2: Minutes of the meeting of 13 March 2024</b></p> <p>The minutes were <b>APPROVED</b> as an accurate record of the meeting.</p>	
23/47	<p><b>3: Matters Arising</b></p> <p><b>RECEIVED</b> and <b>NOTED</b> the updated Schedule of actions.</p> <p>The University Secretary referred to the schedule of actions and an update was provided that the majority of actions had been completed, with one in progress for scheduled completion at forthcoming meetings and for which the Chief Financial Officer would also provide update in later items to the meeting.</p>	

23/48	<p data-bbox="368 114 914 143"><b>4: Vice-Chancellor's Update (Paper G1366)</b></p> <p data-bbox="368 192 829 221"><b>RECEIVED</b> and <b>NOTED</b> Paper G1366</p> <p data-bbox="368 271 1394 338">The Vice-Chancellor provided an overview of her written report highlighting the following points.</p> <p data-bbox="368 378 1394 656">In respect of the external environment: Government, Department for Education and Office for Students (OfS), an update was provided on the recent release of the report of the Public Accounts Committee on franchising, Bath Spa University (BSU) involvement in development of resultant proposals with DfE and UUK and relative comfort with outcomes. There were areas of development of understanding for regulatory oversight of the relationship between universities, franchise partners and agents. BSU continued working with agents for key partners on transparency of their practices and considered a reduced net risk in this area.</p> <p data-bbox="368 696 1394 974">In respect of OfS, update was provided on multiple consultations encompassing freedom of speech, sexual assault and distribution of funds to support widening participation and disabled students to thrive at university. An audit closure letter had been received for the ongoing oversight of the audit of historical HESA data and confirmation received in respect of the whistleblowing case, which had been unfounded, as reported to the Audit and Risk Assurance Committee and shared with the DfE and OfS. Commendation was provided to the University Secretary and Head of Academic Portfolio Development for their exemplary oversight in this area.</p> <p data-bbox="368 1014 1394 1189">An update was provided in respect of the failure and significant delay in data available via OfS Data Futures, external systems issues and current expected delay timescales. This would impact negatively on league tables, which was a frustration in the light of improvements made, but not be reflected in the historical data used, however this work had taken place and improvements in student experience had been made.</p> <p data-bbox="368 1229 1394 1332">An update was provided on Trade Union and pay issues. In respect of Key Performance Indicators (KPIs), these were expected to change significantly prior to the July meeting of the Board.</p> <p data-bbox="368 1382 1394 1682">In respect of recruitment and retention, an update on current figures was provided and favourable against last year, with positive recruitment by partners. Early retention and conversion figures were down on last year, due to cost-of-living considerations in line with the sector. Following analysis of data, a report would be brought to the Board later in the year. There was heightened and aggressive competition in the home market, due to comparators reliance on the international market. The Board reflected on the wider sector context of universities in deficit and reduction of staff through voluntary or compulsory severance.</p> <p data-bbox="368 1731 1394 1986">Following a question, discussion was held on competitors' approach, geographical discounting of grades as a recruitment tool and accommodation guarantees. BSU contextual offers across provision were considered, noting this did not impact on standards of applicants accepted and that accommodation would be allocated earlier this year. Welcome packages for first year students also included discounts on travel. Clearing was discussed in respect of digital assistance which had provided benefits last year and were expected to continue this year.</p> <p data-bbox="368 2036 1394 2098">Update was provided on BSUL recruitment activities, which had been improved, with support provided for increased leadership cohesion and capability. Following a</p>
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	<p>question, discussion was held on positive relationships with agents, calibre of students, retention of students and the competitive market.</p> <p>Following a question on subject offering and trends, a discussion was held on performance of different subjects and early indicators were advised of positive performance in new curriculum areas and examples were provided of Law, Architecture and Biomedical Sciences. Potential for growth in Forensic Science was discussed. [Redacted: FOI Exemption Section 43: Commercial Interests]. This was discussed and considered highlighted requirements for continuous innovation and awareness of short-term trends in decision making. Regional trends and patterns were analysed in depth my members of the Executive Team and Governors were encouraged to attend the forthcoming Board Awareness Session of 5<sup>th</sup> June, which would focus on Course Portfolio and new course development processes.</p> <p>In respect of financial headlines, these were outlined with further discussion later in the meeting. [Redacted: FOI Exemption Section 43: Commercial Interests].</p> <p>The Vice-Chancellor advised the Board that she was taking over the role of Chair of Trustees of St Georges, a music venue in Bristol and that there was no expectation of negative impact for BSU and had updated in the Board's Register of Interests documentation.</p> <p>Two employment tribunal outcomes were discussed, and commendation was provided to Fran Handcock, Deputy HR Director for her exemplary work in this area.</p> <p>The Vice-Chancellor was thanked for her comprehensive report to the meeting.</p>	
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23/49	<p><b>5: Locksbrook II update (Paper G1367, G1367.1, G1367.2)</b></p> <p><b>RECEIVED</b> and <b>CONSIDERED</b> Paper G1367.</p> <p>The Chair of the Board referred to the helpful presentation at the Away Day on this topic.</p> <p>The Chief Financial Officer outlined the report to the meeting in respect of background for original business case and replacement of space, [Redacted: FOI Exemption Section 43: Commercial Interests].</p> <p>Outline was provided on the contingencies on which final decision making for building requirements was both linked and separate, in respect of development of building options [Redacted: FOI Exemption Section 43: Commercial Interests].</p> <p>In order to manage the risks inherent in the project a number of Go/No Go decision points have been identified to allow financial and reputational risk to be constrained and gateways identified which were outlined to the Board as key risk areas [Redacted: FOI Exemption Section 43: Commercial Interests].</p> <p>The Board provided support and recognised the vision and optimism of the project. Discussion was held on timescales around decision [Redacted: FOI Exemption Section 43: Commercial Interests]. Consideration was given to the impact on executive capacity which would be mitigated by recruitment of focussed project manager resource in the medium term, whilst ensuring synergy with institution activities as overseen by the Vice-Chancellor and Deputy Vice-Chancellor and Provost. Considerations of agility of decision making and methodology would be incorporated within the Business case being presented to the next meeting of the Board. It was considered that the project would divide into more management streams following this stage.</p> <p>The Board considered the requirements for decision making in the context of current uncertainty and that a small working group would facilitate the executive in gaining timely feedback from Governors and provide Governors with appropriate engagement and oversight of the process. It was <b>AGREED</b> that terms of reference for this group would be presented to the next meeting of the Board for approval.</p> <p>Following discussions, the Board <b>APPROVED</b>:</p> <ul style="list-style-type: none"> <li>a) the commencement of the Royal Institute of British Architects (RIBA) stage 2 of the Locksbrook II development project including procurement of the professional team to support this process and the associated costs through to the end of RIBA Stage 3 [Redacted: FOI Exemption Section 43: Commercial Interests].</li> <li>b) the Go/No Go gateways created in response to the major risks on the project</li> <li>c) [Redacted: FOI Exemption Section 43: Commercial Interests].</li> </ul>	
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23/50	<p data-bbox="368 114 922 143"><b>6: Financial Update (Paper G1368, G1368.1)</b></p> <p data-bbox="368 192 847 221"><b>RECEIVED</b> and <b>NOTED</b> Papers G1368.</p> <p data-bbox="368 271 1394 412">The Chief Financial Officer provided a presentation to the meeting which highlighted the 2023/24 financial performance to the end of March 2024 and expected outturn for the year. This incorporated information on Income and Expenditure, Balance Sheet, Receivables and early indicators within the Quarter 3 forecast.</p> <p data-bbox="368 461 1394 602">The Board were advised of the expected 2023/24 full year outturn and indicative impacts, resulting in the expectation for surplus performance at the end of the year, with a full Quarter 3 forecast to take place in May as a precursor to the five year plan update to be presented to the Board in the summer.</p> <p data-bbox="368 651 1394 757">The improved position was before any unrealised gain from investments which were expected and took into account the likelihood of increasing the bad debt provision which is offset by improved against forecast partner intake in February and March.</p> <p data-bbox="368 806 1394 987">Risks relating to receivables collection and management were outlined to the meeting, with particular attention paid to 180+ analysis, categories of management, partnerships impact and outsourced fee collection. The Board <b>NOTED</b> the ongoing activity, focus by the newly appointed Director of Finance and monitoring by Audit and Risk Assurance and Finance and Infrastructure Committee, on this topic.</p> <p data-bbox="368 1037 1394 1330">The Board provided their commendation to the Executive Team for the increase to over £100M turnover. The governors raised questions about bad debt provision; the improvement in grants; the amount allocated to student bursaries; pay assumptions; the filling of posts and the expected increases in total pay costs next year. A query was raised in respect of financial KPIs on cash flow and confirmed that with use of Earnings before interest, taxes, depreciation, assets, and restructuring or rent costs (EBITDA), BSU was better than the measure and that KPIs would be included within the financial strategy and future updates.</p> <p data-bbox="368 1379 1394 1520">A discussion was held in respect of the financial impacts of retention issues, as seen across the sector and current consideration for investment to assist students to enhance their student experience and mitigate cost of living issues, which would be incorporated in budget setting.</p>	
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23/51	<p><b>7: Audio Visual Investment Proposal (Paper G1369, G1369.1)</b></p> <p><b>RECEIVED</b> and <b>NOTED</b> Paper G1369.</p> <p>The Chief Financial Officer presented a paper to the meeting and background to the proposal, as commissioned by the Strategic Delivery Group was provided to the meeting, highlighting the requirement to replace Newton Park's ageing Audio Visual estate over the summer 2024, to be completed in time for teaching in October 2024. The programme had been reviewed and agreed by the University Executive at its recent meeting. Reference was made to the full background to the proposal for improvements in student experience and project board high level timeline as outlined. This had been included in the Capital Plan with requirement for procurement within required timescales.</p> <p>Queries were raised in respect of sustainable disposal which were a consideration of the project plan with recycling of equipment to other buildings where possible. In respect of wider sustainability, reference was made to sustainable procurement practices, low energy features and accessibility considerations. It was confirmed that contingency spend had also been incorporated in the plan.</p> <p>Following discussion, the Board <b>APPROVED</b> the condensing of the Newton Park Audio-Visual (AV) 5 year cyclical replacement programme into one year with £2.4m of capex for Summer 2024.</p>	
23/52	<p><b>8: Music Studios Refit Project Investment Proposal (Paper G1370)</b></p> <p><b>RECEIVED</b> and <b>CONSIDERED</b> Paper G1370</p> <p>The Chief Financial Officer presented a paper to the meeting and background to the proposal and indicative phasing as part of Newton Park 27 Plan, was provided to the meeting. Building works had been tendered and appointment of contractor was required. Expenditure was in line with the plan and expectations and had been included in the Capital Plan. The Board were advised of the complexity of the build and increased time estimates, with impact on teaching commencing in Semester 2 and mitigations and communications in progress.</p> <p>Queries were raised in respect of appropriateness of balance of investment with spend focussed on Creative Music Technology and Commercial Music programmes with strong student cohort numbers, impacting a significant number of students and also with potential for growth in this area. In respect of student disruption, assurance was provided that this proposal had been requested from the school and students and staff were supportive. Reference was made to previous cultural issues impacting new technology usage and confirmed that training and accessibility considerations had been considered in the plan. It was confirmed no Huawei equipment was being installed.</p> <p>Following discussion, the Board <b>APPROVED</b> £1.63 m capital expenditure for the second phase of refurbishment of the Music Studios as part of the Newton Park Plan 27 programme in the capex plan as approved by the Board in July 2023. The Board <b>NOTED</b> that a revised version of the capex plan would be presented to the Board at their next meeting.</p> <p style="text-align: right;">[Rebecca Schaaf left the meeting] [Richard Jordan joined the meeting]</p>	

23/53	<p><b>9: Health and Safety Annual Report 2024 (Paper G1371, G1371.1, G1371.2 and G1371.3)</b></p> <p><b>RECEIVED</b> and <b>NOTED</b> Paper G1371.</p> <p>The Director of Estates and Services presented his report to the meeting which incorporated minutes from the recent meetings of the Biannual Health and Safety Committee meetings from October 2023 and April 2024.</p> <p>Key points were highlighted in respect of ongoing building and grounds maintenance, enhancements to building environments and commission of an external Building Surveying consultancy for investigation of RAAC with no RAAC identified. Radon testing has been undertaken. Reference was made to decarbonisation, Salex funding and feasibility studies in process. A new H&amp;S Manager had been recruited. Reference was made to training activities and outline was provided of the number of reported accidents, RIDDOR, near misses and recently procured IProtectU H&amp;S management system which assisted in risk assessment processes. A query was raised regarding confidence with understanding of definition of roles and responsibilities within the H&amp;S and Schools and it was considered this was improved following the implantation of the new H&amp;S system.</p> <p>The Board were updated on reductions in student accommodation alarm activations and context and outcomes of a recent near miss taking place in February 2024 due to a tumble dryer fire in the Laundry.</p> <p>Reference was made to employee welfare and absence levels, particularly in relation to mental health considerations and statistics provided which incorporated staff wellbeing, support events and numbers of interactions with staff.</p> <p>A query was raised regarding the differences in levels of staff absence between Academic and Professional Services staff and potential impacting considerations were discussed. This topic was appropriate for incorporation in future reporting to the Board by the Director of Human Resources.</p> <p style="text-align: right;">[Richard Jordan left the meeting]</p>	<p><b>Dir of HR (AS)</b></p>
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23/54	<p><b>10: Audit &amp; Risk Assurance Committee</b>  a) <b>Committee Chair's update</b></p> <p>In the absence of the Chair of the Committee, Mr Sanjay Shah, Committee member provided a verbal update to the meeting referenced the provision of meeting minutes and highlighted the following aspects which was <b>NOTED</b>:</p> <ul style="list-style-type: none"> <li>• The Committee welcomed new Governor Ms Leonie Fleming, and new members of staff of Risk and Assurance Manager to the meeting</li> <li>• Whistleblower report was fully discussed and concluded not substantiated,</li> <li>• Risk Register discussions on net risk ratings with quantification if subjective, level of reds and consideration of target risk and risk appetite to be received at the next meeting</li> <li>• Actions from the OfS Data Assurance Audit considered good progress had been made with regular internal oversight meetings continuing and future Internal Audit review of this area.</li> <li>• Internal Audits of Student Journey, recruitment and conversion and People, Staff grievances both receiving reasonable assurance with a small number of management actions. The Committee was satisfied that good progress was being made.</li> <li>• Annual Review of Insurance cover with cover for 23/24 approved, with a future report to the Committee on Cyber Insurance and considerations of Ransomware and Business Interruption cover.</li> <li>• Transparent Approach to Costings (TRAC) figures and benchmarking (22/23) reviewed and making progress with segmental reporting</li> <li>• Performance of the External Auditors was discussed, with particular attention on learning from the last audit cycle for improvements moving forward</li> </ul> <p>A question was raised by the Student Governor in respect of reputational risk and student experience due to examples of student issues with the bus service and campus security. A discussion was held on circumstances around perception and reality of bus issues, level of risk and incorporation with National Student Survey (NSS) outcomes. The newly appointed Director of Campus Life would consider these aspects and could provide further report to the Board in due course.</p>	<p><b>Dir of Campus Life (LE)</b></p>
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23/55	<p><b>11: Nominations and Governance Committee</b>  a) <b>Committee Chair's update</b></p> <p>The Chair of the Committee, provided a verbal update to the meeting referenced the provision of meeting minutes and highlighted the following aspects which was <b>NOTED</b>:</p> <ul style="list-style-type: none"> <li>• The Committee's role and review of the skills matrix and composition of the Board</li> <li>• Governor reviews taking place annually and feedback provided that there was considered to be a good mix of agenda items covering regulatory and discussion items and Board Awareness Sessions were well received. Governors were encouraged to attend the next session on 5<sup>th</sup> June of Portfolio Development and new courses.</li> <li>• The Chair provided thanks and recognition to members of the Board for which this was their last meeting, namely: Professor Sabbir Ahmed, Ms Emily Casey and Ms Francesca Burke.</li> </ul> <p style="text-align: right;">Steve Egan left the meeting</p> <p><b>b) Report on Board Membership approvals (Paper G1372)</b></p> <p><b>RECEIVED</b> and <b>NOTED</b> Paper G1372.</p> <p>The Board considered the paper and made the following approvals:</p> <ul style="list-style-type: none"> <li>a) The Board <b>APPROVED</b> the reappointment of Mr Steve Egan for a further 3 year term of office, commencing 1 July 2024.</li> <li>b) The Board <b>APPROVED</b> the appointment of Ms Marianne Evans as an independent governor for a term of three years (with an informal review after one year), commencing 1 September 2024. <i>[Governance Manager post meeting note: Following confirmation to Ms Marianne Evans, she advised that due to re consideration of circumstances and capacity constraints, she would prefer to remain as a co-opted member of the Finance and Infrastructure Committee, rather than taking on the role of independent Governor, at this time].</i></li> </ul> <p style="text-align: right;">Steve Egan rejoined the meeting</p>	
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23/56	<p><b>12: Academic Board</b> a) <b>Committee Chair's update</b></p> <p>The Deputy Vice-Chancellor and Provost, as Vice-Chair of Academic Board, provided a verbal update to the meeting referenced the provision of meeting minutes and highlighted the following aspects of context which was <b>NOTED</b>:</p> <ul style="list-style-type: none"> <li>• That the meeting of 16 March 2024 had taken place in person and was attended by newly appointed Academic Staff Governors with a full agenda with reports on various areas of activities and policies for approval</li> <li>• The Academic Integrity Policy provided positive discussion with emphasis on appropriate use and engagement, provision of useful examples of good and unacceptable practice with Artificial Intelligence. This would be reviewed regularly and link to the policy document was provided in the Academic Board minutes for Governor's information</li> <li>• The Appeals policy which had been revised in consultation with an external consultant</li> <li>• The Student Attendance and Engagement Policy was approved with small modifications and clarified interpretation of thresholds, as not a minimum expectation. This may require future revision following confirmation of sector requirements and was considered in the context of requirements of partners and BSUL</li> <li>• A discussion was held on competitors and contextual admissions proposal to be brought to the next meeting of the Academic Board for approval</li> <li>• Report on outcomes of Ofsted Monitoring Visit report for short courses and Bootcamps with further reports to future meetings</li> <li>• Report on progress with the Access and Participation Plan and Risk Register for equality of access, which would be presented to a future meeting of the Board of Governors</li> <li>• An update report was provided by the Head of Legal on progress on Freedom of Speech requirements which would be presented to the next meeting of the Academic Board and Board of Governors thereafter</li> </ul> <p>The Deputy Vice Chancellor and Provost was thanked for her update. A query was raised in respect of proportional representation of student experience at BSUL and partners, as provide by the BSUL Academic Director in the context of current student numbers. More widely this was provided by the attendance of the Pro Vice-Chancellor (Partnership Strategy) and partner context and experience was a consideration at meetings.</p>	
23/57	<p><b>13: Consent Agenda</b> As referenced in minutes reference 23/45, Agenda Item 1, decisions on the consent agenda items were made as follows:</p> <ul style="list-style-type: none"> <li>a) The Board <b>RECEIVED</b> the draft minutes of the Audit and Risk Assurance Committee meeting held 27 March 2024</li> <li>b) The Board <b>RECEIVED</b> the draft minutes of the Academic Board meeting held 16 April 2024</li> <li>c) The Board <b>RECEIVED</b> the draft minutes of the Nominations and Governance Committee meeting held 17 April 2024</li> </ul>	
23/58	<p><b>14: Any other business</b> The Chair of the Board reminded Governors that the next Board meeting of the Board would be held on 16 July 2024, Newton Park commencing at 2pm. An informal drinks reception will be held on the terrace following that meeting to mark the final Board meeting of the academic year 2023/24.</p>	
23/59	<p><b>15: Meeting Evaluation</b> The Chair provided thanks and invited comments from Governors and executive in respect of the effectiveness of the meeting. A request was made for Board continuation of focus on the student experience, as provided at the Away Day.</p>	
	The meeting ended at 14.00	

(Signed as a record of confirmed minutes)

[Redacted: FOI Exemption Section 40: Personal data]

Jonathan Glasspool (Chair)  
Date: 16 July 2024