



BOARD OF GOVERNORS

Minutes of Meeting held 25 November 2020 at 11:30 by conference call

Present:

Mr T Jagger (Chair)	Mr S Lockren
Dr J Brasted	Prof P Martin
Ms E Casey (Students' Union President)	Dr S McMillan
Mr R Clarke	Ms V Nawathe
Ms T Fisk (committee chair)	Prof S Rigby (Vice-Chancellor)
Mr J Glasspool (committee chair)	Ms L Stone
Ms R Heald	Mr N Sturge
Ms S Lane	Dr C Wiffen
Ms J Luxford (committee chair)	

In attendance:

Mr D Newman (University Secretary)
Ms R di Corpo (Governance Manager)
Ms S Dawes (CEO, Bath Spa Students' Union) *[item 11]*
Mr P Fox (Pro Vice-Chancellor, Finance and Infrastructure)
Ms Sara Gallagher (Head of Student Wellbeing Services) *[item 16]*
Mr J Gulrajani (Head of Strategic Planning and Insights) *[item 13]*
Ms S Harris (Audience Experience and Development Leader) *[from item 8]*
Ms L Penrose (Principal and Chief Executive, Bath College) *[item 13]*
Ms L Porter (Head of Academic Governance and Policy) *[item 17]*
Prof N Sammells (Deputy Vice-Chancellor and Provost)
Ms A Stone (Director of Human Resources) *[items 14 & 15]*
Ms C Stott (Chair of Governors, Bath College) *[item 13]*

Apologies

N/A

20/15 WELCOME AND APOLOGIES

With no apologies received, the chair welcomed governors to the meeting, and referred to the meeting as the last board of governors for R Heald, P Martin and C Wiffen. Subject to her appointment to the board as the new staff governor, S Harris will join the meeting as an observer following agenda item 5.

20/16 MINUTES OF THE MEETING HELD ON 30 SEPTEMBER 2020

The draft minutes were agreed as a true and accurate record.

20/17 MATTERS ARISING

The board noted that all three actions had been followed up. The SU President advised that a proposal will be taken to the SU's next Democracy and Scrutiny Committee to establish an equality society in place of the current model of one individual acting as the equality

representative.

[J Glasspool left the meeting]

20/18 CHAIR'S BUSINESS

The VC continues to brief governors on developments, as they transpire, concerning the external environment and Covid-19. The last update was on 11 November 2020.

Following agreement of the chairs of the board of governors, audit, and finance and infrastructure committees, the annual report and accounts (2019/20) will be received at the meeting of 10 December 2020, for the reasons set out in the email to governors from P Fox on 23 November.

One element of the end of financial year external audit process, is that the External Auditors have to be satisfied that the organisation is a 'going concern'. This is a standard requirement, complicated this year by the Covid-19 pandemic. Auditors globally are more nervous, and so their need for assurances is higher than normal. This is not peculiar to Bath Spa or indeed Universities in general. 'Going concern' is understood to mean that the University can continue to meet all its financial obligations for at least twelve months following the signing of the accounts. In effect this is until end December 2021. Governors were informed of the three possible scenarios: going concern, not a going concern, material uncertainty. The VC and P Fox are working closely to prepare the necessary 'going concern' documentation and the banks are cooperating accordingly.

While the board appreciated the assurances being taken, governors are expecting no further delays. It was agreed that in the event board sign off is required before the 10 December meeting, the Chair will consult with the vice-chair together with the chairs of Audit and F&I Committees, for chair's action.

20/19 APPOINTMENT OF A NEW STAFF GOVERNOR (Paper G1119)

The board approved the appointment of S Harris as staff governor, following the results of the internal election for this position. The appointment is for three years commencing 25 November 2020 (after the board meeting), in succession to C Wiffen.

20/20 REGISTER OF INTERESTS AND ANNUAL DECLARATION (FIT & PROPER PERSONS) (Paper G1120)

D Newman presented the register of interests, highlighting the additional column that enables governors to declare they fit the definition of fit and proper persons. Governors were asked to contact the university secretary directly should any entries need to be amended, through the year. The board noted the Register of Interests and Annual Declaration, provided at Appendix A (G1120).

[S Harris joined the meeting]

20/21 REGISTER OF SEALS (Paper G1121)

D Newman presented the register of seals, noting that it had been used once in the last year for a property related matter. For the purpose of completeness, it was also noted that since being in the custody of the university secretary, the seal has been used in the manner in which it is meant. The board noted the Register of Seals, provided at Appendix A (G1121).

20/22 VICE-CHANCELLOR'S REPORT (Paper G1122)

The vice-chancellor updated governors on key issues, including the latest developments in the external environment.

[J Glasspool joined the meeting]

On external matters, the university is preparing for the covid-19 asymptomatic testing for students, which begins from 2 December, under the leadership of the pro vice-chancellor, student experience. The sector is awaiting the announcement on plans for the return of students to universities in February 2021, with education remaining a high priority. The expectation is that teaching will continue in a blended fashion in the New Year. Universities are now working with the changes in 2021 to 'A' and 'AS' levels where necessary to accommodate possible public health restrictions. The university continues to work closely with the University of Bath, Bath and North East Somerset (B&NES) and Public Health England. On matters concerning Brexit, the university's response to developments is being led by P Fox, through the vehicle of the pandemic emergency planning group. The government spending review is not likely to propose radical changes given the current environment and a new chair for the Office for Students (OfS) is soon to be announced.

On strategic matters, the university is focused on its financial sustainability and is committed to providing assurances and advice to the board on key issues. The loss of accommodation and fee income is subject to government decision-making, but mitigations are in place wherever possible. Recruitment for 2021 entry is being adversely affected by the pandemic. The graph shown at paragraph 2.4 (G1122) shows the effect of the new curriculum and the 3,2,1, Go! Offer (which is no longer permitted). The National Student Survey (NSS) will run and is expected to be filed in January (as in previous years). The board will be aware that the results are likely to be poor across the sector.

[S Harris joined the meeting]

Professor G Andrews has been appointed permanently as vice provost, and the two new appointments for the roles of associate pro vice-chancellor, educational partnerships and deputy pro vice-chancellor, academic planning commence in December and January, respectively. Governors also noted the status of the development of new partnerships, the Research Excellence Framework (REF) and recent research success, and the recent communications received from the OfS. D Newman was thanked for his work in ensuring the university remains on track with its reporting to the OfS.

Following the first year of implementation of the revised academic board terms of reference an early opportunity for feedback was provided resulting in the proposal to include, as members of the academic board, a postgraduate taught student representative and a member of Bath Spa London.

Governors noted the vice-chancellor's report.

20/23 REVISED BUDGET 2020/21 (Paper G1123)

P Fox presented the recommended revised budget 2020/21 presenting governors with a timely understanding of developments that have arisen since the presentation of the budget in July 2020 and hence provide a basis for the revised budget 2020/21 following submission of the October OfS return and a review by the finance and infrastructure committee on 9 November 2020.

REDACTED: FOI exemption, Section 41 (confidentiality) and Section 43 (commercial interests)

REDACTED: FoI exempt, Section 41 (confidentiality) and Section 43 (commercial interests)

REDACTED: FOI exemption, Section 43 (commercial interests)

The senior leadership team was complimented for the budget given the sustained period of uncertainty, and the vice-chancellor thanked P Fox and M Webb for their work in this area.

The board approved the revised budget 2020/21, conditional on the Santander cashflow covenant being amended being.

[S. Dawes joined the meeting]

20/24 LETTER OF SUPPORT FOR BATH SPA STUDENTS' UNION (Paper G1124)

S Dawes presented Paper G1124. The proposed letter of support by the University to the Students' Union's (SU) External Auditors outlines Bath Spa's commitment to ensuring that the SU remains a sustainable organisation in light of the current financial pressures as a result of the pandemic. T Fisk advised that the finance and infrastructure committee (FI Cttee) unanimously endorsed the letter of support, for recommendation to the board, in the context of the current external environment and the reliance on the University to ensure the SU audit is passed. P Fox clarified that provision has been made in the revised budget and that the SU is being encouraged to maximise its sales and minimise costs to ensure the figure is minimised.

The board approved the proposed letter of support from the University to the SU's External Auditors, as recommended by the FI Cttee.

[S Dawes left the meeting]

20/25 2021/22 TUITION FEES PROPOSALS (Paper G1125)

P Fox presented the 2021/22 tuition fees proposals on behalf of the head of financial operations, as set out in the paper (G1125). Where discretion is available to the board, the proposed fee increases give consideration to inflation balanced with the increased costs for the university, in light of covid-19. The tables in paragraphs 2.5 – 2.7 summarised recommended home and international tuition fees for 2021/22, together with fees for the 2020/21 year to provide comparison.

The board discussed the fees including the threshold for UK and international students and the impact of Brexit on the sector. It was noted that the purpose of bringing the paper to the board at this time of year is to ensure the timely publication of tuition fees for students. Governors agreed to consider the scholarships and bursaries programme, in the context of the university's approved access and participation plan. This will be brought to a future board or awareness session, as appropriate, in 2021.

[UNIVERSITY SECRETARY]

The board approved the proposed tuition fees for the 2021/22 academic year, as provided in paper G1125.

20/26 ANNUAL REPORT OF THE AUDIT COMMITTEE 2019/20 (Paper G1126)

J Luxford presented the 2019/20 annual report, confirming the committee held constructive and productive meetings during the year. An in depth review of the committee's terms of reference will be undertaken in the New Year, enabling members to reflect on the learnings of the past year and to engage with sector good practice. An addition to the committee's schedule of business is the university's recently developed external returns log for the tracking of statutory requirements, to be presented annually, at the end of the academic year. Notably, the internal audits has seen different levels of assurance provided by colleagues from across the university, which has worked well. It was noted that paragraph 2.3.1 of the report (appendix a) will be amended to provide the details of the external (rather than internal) auditor.

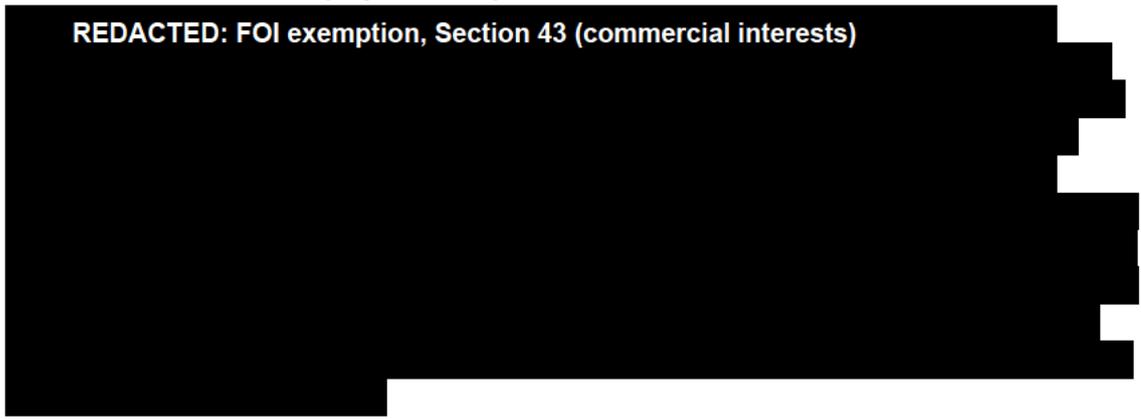
The board noted the outcomes of the year's internal audits as either "reasonable" or "substantial" assurance. Through the leadership of the PVC (FI), clearer business ownership has enabled a more transparent and cooperative approach to internal auditing and the committee has seen a cultural shift around this process. The internal auditors are increasing their focus on key dependencies, but overall the committee is seeing a trajectory of tighter and strengthened internal controls. It was noted that the university is legally obliged to have the data protection officer in house.

The board and the executive thanked the chair and members of the committee for their valuable work in this area. The board received the Annual Report of the Audit Committee 2019/20.

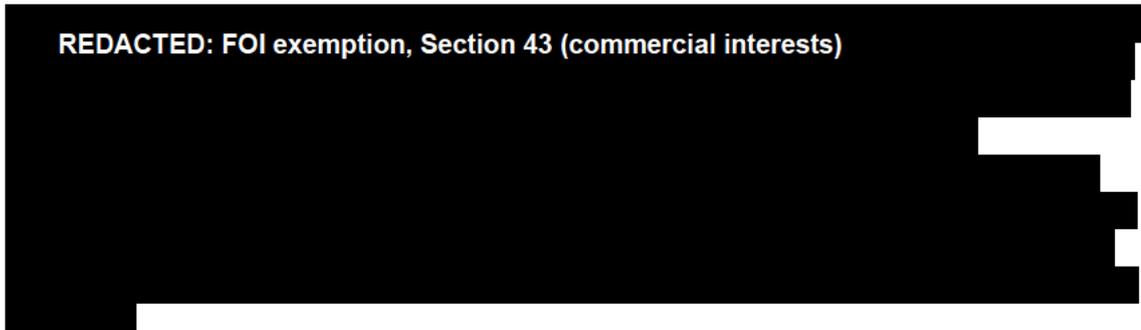
[L Penrose, J Gulrajani and C Stott joined the meeting]

20/27 PROPOSAL TO EXPLORE A STRATEGIC ALLIANCE BETWEEN BATH COLLEGE AND BATH SPA UNIVERSITY (Paper G1127)

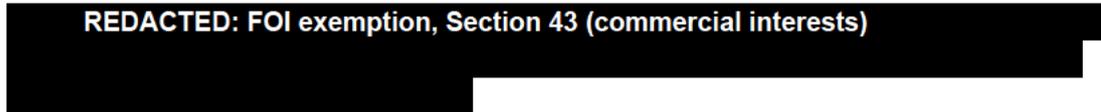
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[C Stott and L Penrose left the meeting]

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[J Gulrajani left the meeting]

[A Stone joined the meeting]

20/28 ANNUAL REPORT OF THE REMUNERATION COMMITTEE 2019/20 (Paper G1128)

J Glasspool presented the 2019/20 annual report of the remuneration committee, emphasising their primary role in reviewing the salaries of senior post holders. The HR department was thanked for the benchmarking work undertaken in support of this. The senior leadership team was commended for the exemplary performance this year in the face of the pandemic, and the board noted there had been no increase in salaries for any staff due to the external environment. The chair also highlighted that the committee remit also includes matters of equality, diversity and inclusion, as detailed in paragraph 4.8 of the report.

The board noted the Annual Report of the Remuneration Committee 2019/20.

20/29 PEOPLE STRATEGY 2030 (Paper G1129)

A Stone presented the proposed People Strategy 2030. With a deliberate focus on people and culture the strategy includes measures and descriptions with an operational plan identifying priorities and actions. S Lane was thanked for her input.

The board fed back positively and highlighted areas that would strengthen the document further; for example, to make more explicit reference to diversity and inclusion, including in the performance indicators, greater emphasis on staff wellbeing, skills development and rewards for excellence, and clarifying how resilience in the workforce will be developed. The vice-chancellor supported the discussion and reported that the strategy was well received at the senior team away day.

The board approved the proposed People Strategy 2030, with the director of HR taking governors' comments on board, as appropriate.

[A Stone left the meeting]
[S Gallagher joined the meeting]

20/30 PREVENT DUTY ANNUAL REPORT (Paper G1130)

S Gallagher provided governors with an overview of the annual update on the university's adherence to the 'Prevent Duty' and to outline the Office for Students (OfS) monitoring framework requirements. Bath Spa has a statutory duty to give '*due regard to the need to prevent people from being drawn into terrorism*'. Notable differences from last year's statement include the current reporting period in relation to covid-19 with respect to quality and blended teaching.

Governors noted Bath Spa is making positive progress in this area, proportionate to its context, and were reassured that the system is now evidently established and effective. Student governors commented on the assertive action in addressing racism. The Prevent training data is particularly helpful, with the university aiming for an over 90% completion rate (currently 62%), which refresher training should help with. The HR department was acknowledged for its role in facilitating this. The appropriateness of introducing identity cards was discussed and it was agreed that management should review this and report back to the Board as part of the next health and safety annual report to the board.

[PRO VICE-CHANCELLOR, FINANCE AND INFRASTRUCTURE]

The board noted the Prevent Duty Annual Report and authorised the chair to sign the Prevent Annual Accountability Statement, as presented (Appendix A), for submission to the OfS.

[S Gallagher left the meeting]
[L Porter joined the meeting]

20/31 QUALITY AND STANDARDS ASSURANCE STATEMENT FOR 2019/20 (Paper G1131)

L Porter presented her paper, noting that at its meeting of 17 November 2020, the audit committee considered the university's approach to managing its academic standards and the quality of the student experience, as per the requirements of the OfS' Regulatory Framework for Higher Education in England (February 2018) ("regulatory framework"), recommending the report to the board.

The statement follows the same format established last year, setting out the five conditions relating to quality and standards, outlining and evidencing how these are met. The process was primarily managed through the academic board and its sub-committees and comprises work relating to: programme design, approval and review, the external examiner system, assessment, support for students, graduate outcomes, and externality. Governors noted that during 2019/20 the university invoked its student protection plan (SPP) for students on collaborative provision with the UK College of Business and Computing (UKCBC) following the termination of the education partnership. This was particularly welcomed by students (as evidenced through Student Experience).

Governors noted the distinct improvements of reporting against this requirement over the past few years, commending the paper, with specific reference to the inclusion of many good practice examples. The board approved the Quality and Standards Assurance Statement 2019/20, as provided in Paper G1131.

[L Porter left the meeting]

20/32 COMPLIANCE WITH THE REGULATORY FRAMEWORK FOR HIGHER EDUCATION IN ENGLAND (Paper G1132)

D Newman introduced his paper, explaining that the regulatory framework states that the governing body of a provider must ensure the provider's compliance with all of its conditions of registration (as per condition E3). In addition, providers are required to formally report 'reportable events' to the OfS in a timely fashion. The OfS's definition of a reportable event is broad and loose. In order to help ensure that reportable events are identified, escalated and reported to the OfS as appropriate, a reportable events policy has been created, the content of which aligns with the approach that we have seen taken across the sector. Between these two documents the university is strengthening and formalising its approach to meeting its requirements, providing suitable reassurance to the board. J Brasted was thanked for her input.

As recommended by the audit committee, the board noted the Compliance Tracker (Appendix A) and approved the new Reportable Events Policy (Appendix B).

20/33 ANNUAL STATEMENT ON HUMAN TRAFFICKING AND MODERN SLAVERY (Paper G1133)

D Newman reminded the board that, under the Modern Slavery Act 2015, the university is required to produce a slavery and human trafficking statement each financial year. This is a statement of the steps taken to ensure modern slavery is not taking place in the university's business and its supply chains. The legislation requires the statement to be approved by the board of governors, as presented in Appendix A (Paper G1133), and subsequently published. Governors noted that this requirement will be managed through the Bath Spa Sustainability Steering Group going forward.

The board approved the Annual Statement on Modern Slavery and Human Trafficking for the year ended 31 July 2020 and agreed that it could be signed by the chair on behalf of the board.

[S Lane and V Nawathe left the meeting]

20/34 ANY OTHER BUSINESS

The board will meet on 10 December to cover the two main items of the annual report and financial statements for the year ended 31 July 2020 and closer working with Bath College, with a board awareness session scheduled for 9 December. Governors will be contacted regarding an adjustment to the timing of the February 2021 board meeting.

On behalf of the board, the chair, deputy chair and chair of the finance and infrastructure committee thanked P Martin, C Wiffen and R Heald respectively, for their invaluable contributions to the board during their terms of office.

The meeting closed at 15:35.

R di Corpo
Governance Manager
November 2020

Signed as a record of confirmed minutes by:

Mr Terence Jagger, 28 February 2021
Chair

**Redaction:
FOI
exemption,
Section 40
(personal data)**