



BOARD OF GOVERNORS
Minutes of Meeting held 30 September 2020 at 12:00 by conference call

Present:

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

In attendance:

Mr D Newman (University Secretary)
Prof G Andrews (Vice-Provost)
Ms R di Corpo (Governance Manager)
Mr P Fox (Pro Vice-Chancellor, Finance and Infrastructure)
Mr J Gulrajani (Head of Strategic Planning and Insights)
Ms N Johnston (BSU Activism Intern and Founder, All Black Lives UK)
Prof N Sammells (Deputy Vice-Chancellor and Provost)
Dr R Schaaf (Pro Vice-Chancellor, Student Experience)

Apologies

Mr J Glasspool
Prof P Martin

20/01 WELCOME AND APOLOGIES

The chair noted the apologies and welcomed Mr Sturge to the board.

20/02 DECLARATION OF NEW INTERESTS

No declaration of new interests was made however it was noted, for transparency, that Mr Sturge is a non-executive director of Helastel Limited, a supplier of Bath College.

20/03 MINUTES OF THE MEETING HELD ON 24 JULY 2020

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

20/04 MATTERS ARISING

The actions from the previous meeting (19/83, 19/86 and 19/87) were noted as complete or in progress. Governors will be informed of future training opportunities as they emerge.

20/05 CHAIR'S BUSINESS

The Nominations Committee met for the first time on 29 September. Governors R Heald, Prof Martin and Dr Wiffen complete their terms of office at the end of November. In summary, the

Committee determined that an election will be arranged for a new professional services staff member to join the board, and that the process to appoint two new governors will be initiated. D. Newman will liaise with T. Fisk to co-opt a suitable individual with expertise in capital infrastructure projects, and one of the two vacancies on the Remuneration Committee (replacing R Heald/ Prof Martin) will be filled from the current membership in time for its next meeting (May 2021). Governors acknowledged the advantage in keeping the board lean, whilst ensuring a breadth of skills and expertise is achieved. The board is to make significant improvements in establishing a well-balanced, diverse, membership and competencies in academia would be of benefit.

The Board considered the late paper (G1118) and approved the changes to the HSBC banking mandate as set out in the draft resolution presented at Appendix A, and authorised the Chair and the Vice-Chancellor to sign the attached draft resolution and the accompanying HSBC banking mandate on behalf of the Board.

20/06 VICE-CHANCELLOR'S UPDATE (Paper G1111)

In the Vice-Chancellor's update for governors, two significant areas of activity were highlighted: the University's thorough preparations for the safe return to blended face-to-face and online teaching for the start of the academic year, and the learning curve around educational partnerships resulting in a proposal for a partnerships strategy and management going forward. In addition, governors were informed that the financial outlook for Bath Spa has improved through changes to the financial model for teaching London students, the Teach First contract extension, and an uplift of students recruited through clearing. The performance of the senior team is consistently above and beyond the call of duty and the addition of the two pro vice-chancellor posts in academic planning and external partnerships is a much needed and welcome addition to Bath Spa's leadership capacity. The forthcoming academic period will be demanding and uncertain. The Comprehensive Spending Review (CSR) continues and the National Student Survey (NSS) is under review. The Vice-Chancellor reported that she has taken on the role of Chair of the Trustee Board for Student Minds, a student mental health charity.

REDACTED: FOI exemption, Section 41 (Confidentiality)

On the subject of student recruitment and retention, S. Lockren sought some insight into Bath Spa's marketing strategy and offered assistance, where appropriate.

The Board determined that receiving further information on Bath Spa's course profile and programme development would be timely. The appropriate follow up will be made both through a future board agenda and the board awareness sessions.

[ACTION: UNIVERSITY SECRETARY]

The Board noted the Vice-Chancellor's update, as presented in Paper G1111.

20/07 INCOME DIVERSIFICATION STRATEGY: PARTNERSHIPS (Paper G1112)

The Vice-Chancellor reported on the income diversification strategy, developed with the support and direction of the Finance and Infrastructure Committee (FI Cttee). In previous iterations, a

broader approach to income diversification was outlined, with consideration given to partnerships enabling the diversification of the educational offer. [REDACTED]

**REDACTED: FOI exemption, Section 41
(confidentiality)**

Paper G1112 concerns the strategic development of partnerships to extend Bath Spa's educational and geographical reach beyond the diversification of the University's curriculum and degree offer and the Vice-Chancellor set out the types of partnership under consideration as well as the proposed partnership development plan.

The Board discussed the new leadership role in education partnerships and the ways in which the value of each partnership could be determined. Governors also explored the scale, ambition and viability of the University's partnerships; social as well as economic impact is key and the business model will require a balanced portfolio. It was noted that the Office for Students is currently reviewing collaborative arrangements between HEIs and private education providers. The Board noted that an audit review of partnerships will be submitted to the next audit committee. This includes student engagement in educational partnerships and due diligence processes.

The Board approved the Income Diversification Strategy: Partnerships paper (G1112), as presented at Appendix A, noting that it had been discussed at Planning Group in August and at Senior Leadership Group in September, where it was strongly endorsed.

[J. Gulrajani joined the meeting]

20/08 WORKING WITH BATH COLLEGE (Paper G1113)

REDACTED: FOI exemption, Section 43 (Commercial in Confidence)

REDACTED: FOI exemption, Section 43 (Commercial in Confidence)

REDACTED: FOI exemption, Section 43 (Commercial in Confidence)

REDACTED: FOI exemption, Section 43 (Commercial in Confidence)

[J. Gulrajani left the meeting]

20/09 FINANCIAL OUTLOOK FOR 2020/21 AND BEYOND (Paper G1114)

When the July Board of Governors agreed the 2020/21 Budget it was acknowledged that the combination of the unprecedented uncertainty caused by the covid pandemic and the continued narrow cashflow margin relative to the Santander covenant requirement meant that a review of the Budget would likely be required in the autumn, once the actual student numbers were known. In the meantime a set of contingency options was identified.

P. Fox provided an update on the financial position of the University relative to the current year budget, highlighting changes relative to the Budget approved by governors in July 2020. Emerging issues were identified at section 4 (G1114) with respect to undergraduate recruitment (fees and accommodation),

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

The University is in regular contact with the Office for Students (OfS) concerning its financial position, in the context of the covid pandemic; a sector-wide approach. The Board was briefed on the recently published new guidance from the OfS for the submission of the Annual Financial Return, which is now required 7 rather than 5 months after year-end, i.e. end February 2021. This return includes the five-year financial forecast and the contents of the year-end accounts. In addition, the OfS now require submission of an Interim Financial Data Collection by end of October. This will include provisional numbers for 2019/20 (as the audit will not be completed) and the Budget for 20/21. The July Board agreed that the 20/21 Budget should be updated in light of the actual enrolment. This was planned to take place during October, so fits well with the new return deadline. The Interim Financial Data Collection requires sign off by the Vice-Chancellor. The Annual Financial Return needs to be approved by the Board of Governors.

There are now a number of contingency layers in place, as explained in section 6.3 (G1114); there is a greater margin relative to the covenant cashflow requirement, secondly, there is a covid contingency within the Budget, thirdly the option to defer estates projects is likely to be exercised, and finally there is Covid related flexibility in the key covenant requirement. The first three layers will be managed such that the fourth will be reserved as a cushion against a

resumption of 'lockdown' or other such serious Covid related impact. Written assurances from Santander and Lloyds in relation to the covenants and conditions of variation have been received by Bath Spa and shared with the chairs of the audit, and finance and infrastructure committees.

The Board noted the financial outlook for 2020/21 and beyond, including the risks summarised in section 6, as presented in paper G1114; pending a further update at the November meeting, which will be informed by the actual enrolment student numbers. The November meeting will also be considering the final accounts for 2019/20.

20/10 CHANCELLOR SEARCH COMMITTEE: UPDATE (Paper G1117)

D Newman updated governors on the activities of the Chancellor Search Committee. The paper (G1117) provided a draft role description, shown at Appendix A, and the process and indicative timeframe incorporating feedback and input to date, shown at Appendix B. The position is unremunerated, with a proposed appointment of three years plus a second term/extension. It is an important ceremonial role and the priority is to appoint the right individual.

Governors felt that the fourth key responsibility relating to an advisory role on major policy and strategic matters could be removed, and that the term of five years be reconsidered, but otherwise approved the role description. Given the current external environment, however, it was determined that the recruitment of a new chancellor could be delayed until further notice; to be reviewed April 2021.

[ACTION: UNIVERSITY SECRETARY]

[G Andrews, J Gulrajani, and N Johnston joined the meeting]

20/11 REFLECTIONS ON THE EXPERIENCES OF BLACK STUDENTS AT BATH SPA UNIVERSITY (Paper G1115)

The Chair welcomed Professor Andrews to the meeting and proposed this important discussion item be the beginning of continued dialogue with governors both on and offline.

The Vice-Chancellor introduced Ms Johnston, Bath Spa's first activism intern, remarking on the learning curve the University has been through by working with Ms Johnston and other students over the summer. Bath Spa has had to apologise for the way in which students have been exposed to racism in the past, and are likely still exposed to it. The University is committed to setting ambitious targets, for example, around the rewarding gap, and will continue to take the necessary steps in the right direction; closely listening to students among them.

Ms Johnston spoke to her presentation, 'Black Lives Matter', as provided at Paper G1115, Appendix A, which provided quantitative and qualitative research, highlighted the three keys to true allyship (acknowledgement, action and application), identified recommended actions for governors and set out the next steps internally for continuing this piece of work. Ms Johnston welcomed the opportunity to speak with governors as part of that plan.

The Board was keen to ensure the organisation is a reflection of the diversity it strives to support, from board level through to the staff and student body, with positive action plans in place for cultural as well as structural change. Ms Johnson explained that empathy is as important as the resources the University puts into this agenda; third year black students helping first and second year black students has proved to be a successful support mechanism.

Professor Andrews thanked Ms Johnston for joining the Equality and Diversity Steering Group (EDSG), and for her presentation. Grassroots passion on this issue from students and staff has been remarkable. At Bath Spa there is considerable variation on staff diversity, which is monitored and the data shared across schools and service areas so that where there is clear under representation action is identified. The steering group has also been considering peer mentoring and alumni have volunteered to act as role models.

Ms Johnston thanked governors for their engagement on this issue, and the Vice-Chancellor for the internship opportunity. She emphasised the importance of continued research to address the missing link (knowledge and understanding). Details of the forthcoming marches in Bristol can be shared; the BLM movement is not only a matter of black rights, but human rights.

Student governors will speak with Ms Johnston separately to determine what action they can help facilitate.

[ACTION: STUDENT GOVERNORS]

The Board noted the work that was undertaken over the summer to better understand the experience of Asian, Black, Mixed and Other Ethnicity (ABMO) students at Bath Spa University. Governors were supportive of the senior executive continuing work in this area, to be overseen by the EDSG, an internal committee chaired by the Vice-Provost, Professor Andrews.

[G Andrews, J Gulrajani and N Johnston left the meeting]

[T Fisk and V Nawathe left the meeting]

[R. Schaaf joined the meeting]

20/12 NATIONAL STUDENT SURVEY 2020: ANALYSIS AND ACTIONS (Paper G1116)

Dr Schaaf presented the University's analysis of the results of the National Student Survey (NSS) 2020 advising that, overall, Bath Spa was on the right trajectory. The key difference from past years is that no course achieved less than 60% overall satisfaction and the good work continues to increase this baseline. Active management of low scoring courses has led to significant improvements, and will continue, but this academic year will be exceptional. Interim surveys will help management understand how students are feeling before this year's NSS is conducted however what happens in the following years is unknown due to the current review of the NSS. It was noted that improvements have been across both academic and operational aspects and that the subjects that do well are those actively managing the programme overall and not simply relying on the quality of the teaching. Changes in personnel during a course can contribute to lowering satisfaction scores and the industrial action impacted some courses more than others, but it is evident that clear communications for students with effective feedback mechanisms are essential.

The Board noted the results of the NSS 2020 and the University's planned actions in response, to achieve continued improvements to NSS scores.

[R Schaaf left the meeting]

20/13 OTHER ITEMS FOR INFORMATION

Governors noted the minutes of Academic Board (14 July) and the summary of the Vice-Chancellor's update of Bath Spa's response to covid-19 (20 August).

20/14 ANY OTHER URGENT BUSINESS

The Committee of University Chairs (CUC) recently published a new Higher Education Code of Governance. This will be benchmarked against Bath Spa's governance practices, and the board will be updated accordingly.

The board awareness sessions have been diarised for 2020/21, with Professor Anagnostopoulou presenting on the Teach First partnership on 6 October 2020.

The board dinner scheduled for 24 November is cancelled in response to government covid-19 guidelines and the next full board meeting of 25 November will take place via conference call.

Finally, it was noted that the Vice-Chancellor's appraisal was undertaken by the Chair of the Board with governors informed of the outcome.

The meeting closed at 15:40.

R di Corpo
Governance Manager
October 2020

Signed as a record of confirmed minutes by:

**REDACTED: FOI
exemption, Section
40 (Personal data)**

Mr Terence Jagger
Chair

Date: 27 November 2020