



BOARD OF GOVERNORS

Minutes of the meeting held on 3 May 2023 at 13.00 hrs. Room 1.11, Main House, Newton Park campus

Present:

Mr A Durbacz	Professor S Rigby (Vice-Chancellor)
Mr S Egan	Mr S Shah
Ms S Lane (virtual attendance)	Dr E Wakelin (Acting Chair)
Dr J Brasted	Ms C Stott
Mr N Sturge	Ms F Fryer (virtual attendance)
Ms S Harris	Ms V Nawathe
Ms M Evans	Mr S Riad (virtual attendance)

In attendance:

Mr D Newman (University Secretary)
Professor G Andrews (Provost)
Dr Rebecca Schaaf (Pro Vice-Chancellor (Student Experience)) – Items 8, 9, 10
Ms J Stocks (Chief Financial Officer)
Ms A Stone (Director of HR) – Item 5
Mr R Jordan (Director of Estates and Services) – Items 8 & 9
Ms S Dawes (Chief Executive Students' Union) – Item 13
Ms J Raymond- Barker (SU President Elect)
Ms K Lee (Governance Manager)

Apologies:

Mr J Glasspool
Ms E Casey
Professor S Ahmed

22/59 APOLOGIES, NEW DECLARATIONS OF INTEREST AND CHAIR'S BUSINESS

- 1.1 Governors were reminded that Jonathan Glasspool had been called away on an urgent personal matter and that, as Deputy Chair of the Board of Governors, today's meeting would be chaired by Emma Wakelin. The Chair welcomed governors to the meeting and advised that Ms S Lane, Mr S Riad and Ms F Fryer would attend the meeting virtually.
- 1.2 Apologies were noted from Mr J Glasspool, Ms E Casey and Professor S Ahmed.
- 1.3 Particular welcome was provided to Ms J Raymond- Barker in an observer capacity, pending the commencement of her formal appointment as SU President and ex officio member of the Board of Governors from 1 July 2023.
- 1.4 No new declarations of interest were noted.

- 1.5 The Chair provided an update on the positivity of the Board Away Day held the previous day at Bath Spa University London (BSUL) and provided thanks for the organisation and inputs into the event.
- 1.6 The Staff Governor, Ms S Harris invited the Board to attend 'Bath SparkFest' and provided an outline of the event incorporating students and alumni.
- 1.7 The Board **APPROVED** the consent agenda.

22/60 PREVIOUS MINUTES

- 2.1 The Board **APPROVED** the minutes from the meeting held on 15 March 2023 as a true and accurate record.

22/61 MATTERS ARISING

- 3.1 Governors were referred to the schedule of actions; it was **NOTED** that all actions were either completed or on track for completion within identified timescales, as now included in the schedule.
- 3.2 The meeting was advised of the outcome of the retendering process for Internal Auditors, by way of process as approved at the last meeting of the Audit Committee and **NOTED** the appointment of RSM as Internal Auditors, with effect from 1 August 2023 for an initial 3-year duration with option for defined extension. Thanks were provided to independent governors Mr A Durbacz and Ms C Stott for their involvement in the consideration panel.

22/62 VICE-CHANCELLOR'S UPDATE (Paper G1293)

- 4.1 The Vice-Chancellor provided an overview of her written report, and the following areas were emphasised:
- 4.2 An update was provided on progress for Locksbrook 2, which was at pre application stage. A business case defining size of development would be brought to the Board in due course, before further substantive action took place. Procedural costs at this stage of the process were advised.
- 4.3 The Board were updated on the University and Colleges Union (UCU) industrial action. Key points were highlighted in respect of further meetings in process with the Vice-Chancellor, HR Director and Union representatives, an externally chaotic environment and encouragement of a calm approach to minimise concern to students and staff. Actions taken by other Universities in respect of reduction to staff pay was discussed and advised as not considered proportionate for Bath Spa. Feedback was provided on the concerns raised by students, particularly those close to graduation and an update was provided on positive progress of bookings for graduations to date.
- 4.4 The Vice-Chancellor advised of the current regulatory burden from the Office for Students (OfS) and outlined recent requests additional to statutory returns incorporating the BDO audit, B3 compliance review (as reported to the last meeting), Higher Education Statistics Agency (HESA) data and the proportionality of requests. Context was provided on factors considered to be influencing these requests and inevitability of outcomes from audits to highlight process improvements. It was advised that despite the burden on the executive, this was being progressed with constructive relationships and viewed as an enhancement activity.
- 4.5 The Board held a full discussion, and a number of queries arose regarding the scope of the audit, internal audit oversight and reporting and changes in timescale requirements. Following discussion, it was **NOTED** that following the outcome of audits, the Board would be updated.

- 4.6 The Board were referred to the Key Performance Indicators (KPIs), of which some were unchanged at this time. Considerations for the measurement of professional creativity was discussed and reference made to the activities of the recent brand review, which had been undertaken with members of the University leadership and external consultants, with update to be provided to the Board in due course. In the meantime, governors were invited to contact the Governance Manager should they wish to join the brand review discussions.

ACTION: VICE-CHANCELLOR

- 4.7 Undergraduate recruitment figures were advised as satisfactory but reduced, in line with experience across the sector, due to cost-of-living considerations. Mitigating actions were being taken based on recommendations from the Students' Union to assist with retention of existing students and that future actions had also been planned. Strength was highlighted in international partnerships and post graduate recruitment, with an intentional reduction in BSUL, in line with the increased rigour of recruitment processes. It was advised that the current market was considered volatile, with expected impacts to be felt for some time and was being kept under constant review.

- 4.8 The Board considered and discussed considerations relating to artificial intelligence (AI), perceptions of risk and potential impact for the University, which the Vice-Chancellor considered not to be of a significant concern to the University at this time. Reference was made to assessment, use of 'Chatbot' to enhance learning and options for benchmarking of activities with other institutions. It was advised that a further report could be provided to the Board from Helen King, Director of Learning Innovation, Development and Skills, should this be considered an area of concern.

ACTION: DIRECTOR OF LEARNING INNOVATION, DEVELOPMENT AND SKILLS

- 4.9 The Vice-Chancellor referred to a detailed update provided in her report relating to the creation of the National Centre for Fashion and Sustainability and recent staff leadership appointments.

- 4.10 The Board **NOTED** the report.

[Arlene Stone joined the meeting]

22/63 PEOPLE STRATEGY – FOR APPROVAL (Presentation G1294)

- 5.1 The Director of Human Resources (HR) provided a presentation which focussed on the refresh of the People Strategy which had been informed by feedback from staff. Key points and examples were outlined in detail, by way of summary these included as follows:

- HR Department vision and importance of partnership and student experience.
- Alignment with the University strategy
- Four key People Strategy objectives:
 1. developing our culture – incorporating articulation of values, embedding within internal processes, equality and diversity, staff and Trade Union engagement and involvement. An example of professional creativity was outlined in respect of a new applicant tracking system and enhancement of recruitment practices.
 2. managing the shape of our workforce – incorporating staff numbers, location, retention of talent, succession planning, careers and opportunities for graduate training and the University as a graduate employer.
 3. develop our community – incorporating learning opportunities for all, career development sessions and pathways in response to staff feedback and formal accreditation. Reference was made to performance management and talent retention.
 4. adding value in HR service delivery – incorporating increase in demand for mental health support post pandemic, improvements in digital in responding to needs and tender in process for staff benefits platform to articulate benefits following staff survey feedback. Reference was made to future options for pension flexibility.
- Key aspects of refresh were outlined as professional creativity, digital considerations, agility and flexibility covering culture, skills development and shaping the workforce.

- The role of oversight by the Remuneration Committee was highlighted and University KPIs were considered as the ultimate success measure supported by the staff engagement survey, with absence and turnover monitored internally.
- 5.2 A full discussion took place regarding options for inclusion of focus on student experience, enhancement of access to diverse communities for staff recruitment, the role of the graduate training scheme and creation of reward and recognition structures to support strategic aims of agility and connectivity for all staff.
- 5.3 Following a query, discussion was held on support for staff on professional boundaries, when dealing with student mental health issues and the meeting was advised of the activities undertaken for training of mental health first aiders.
- 5.4 The meeting considered the increased focus on flexible working and held a rich discussion on its increasing importance in all sectors, which would be an area for future engagement with Trade Unions.
- 5.5 The Board **APPROVED** the refreshed People Strategy.

[Arlene Stone left the meeting]

22/64 NEW CITY COLLEGE UNIVERSITY CENTRE – FOR APPROVAL (Paper G1295)

- 6.1 The Provost referenced the report to the meeting, providing background and an update on the activities with New City College for the new University Centre, and the following points were highlighted:
 - 6.1.1 The outline business case incorporated indicative financials and reputational considerations. Further Education financial regulation and internal due diligence undertaken was discussed, confirming that NCC was considered to be a going concern.
 - 6.1.2 An update was provided on progress and discussions relating to the intended demise within premises at NCC's Hackney campus. Timescales were outlined and it was considered beneficial to act quickly, which would enable refurbishments to relocate BSUL to larger accommodation for a 'soft launch' in September 2023 and a bigger launch planned for September 2024. Works taking place over the summer would ensure minimal disruption to students. Alignment for timescales to the UKVI application and licensing arrangements for international students were advised as the driver for the request for delegated authority for progression prior to the next meeting of the Board, should this be required.
- 6.2 The Board supported the proposals and acknowledged the requirements to move at pace. A full discussion took place, and a number of queries arose relating to branding, previous and potential future partnerships, tenancy and security considerations. Assurance was provided on existing tenancy and potential future partnership arrangements which would be legally defined in contractual arrangements. It was advised that part of premises would be exclusively for use by BSUL and would provide scope for growth.
- 6.3 Discussion was held on future options to leverage connections with employers to benefit the whole student population. Governors were advised of a joint appointment for a Director of the University Centre, to build these links and that this approach could be used as a template for future ventures.
- 6.4 The meeting discussed leasing arrangements, appropriate timescales for break clauses and security of tenure to be incorporated in contractual documents. Reference was made to positive relationships with NCC, desire to pool networks and sharing of risks and costs.

- 6.5 In respect of arrangements in place for commercial refurbishment costs, these were advised as relatively modest and expected in the region of £1.3 million, subject to scoping. Reference was made to current income via BSUL contribution and anticipated short timescales of return.
- 6.6 The meeting considered diversification of income and risks due to use of more than one route for student recruitment, with an aim for reduced reliance on UK recruitment agents. Further balancing of risk was advised via diversification of portfolio incorporating Lifelong Learning, short courses and expanding curriculum.
- 6.7 Following a query, a discussion was held relating to NCC motivating factors, entrepreneurialism, previous partnerships, process for selection, arrangements for fees and risks relating to possible change in key relationships. It was considered this was a dynamic process which may require further review. Reassurance was provided that all relevant aspects had been considered and mitigated by a sharing of risk approach, possible portability of assets, refresh of due diligence, market differentiation and building strong relationships across Senior Leadership and at multiple levels. It was considered that an opportunity for Governors to meet with NCC Board members in due course would also be positive.
- 6.8 The Board **NOTED** the report and **APPROVED** the indicative financial business case as provided to the meeting.
- 6.9 The Board **APPROVED** an appropriate limit for spend (for mix of refurbishment and upgrades) up to a maximum of £2 million, in consultation with the Chair of the Board, Deputy Chair of the Board and, as necessary, the Chair of the Audit Committee.
- 6.10 The Board **APPROVED** the delegation of authority to the Chair to approve the relevant contractual documents, should approval be required before the next meeting of the Board.

22/65 FINANCIAL UPDATE (Presentation G1296)

- 7.1 The Chief Financial Officer provided a financial update which incorporated highlights of 2022/23 financial performance to date, income and expenditure for quarter 2 forecast outturn, year to date, risks and opportunities, balance sheet summary, debtors and liquidity and investments.
- 7.2 Headline results were advised as investments being in a surplus position, healthy cash balances, improving debtors' position and some upside at quarter 2 experienced through partnership provision and BSU tuition fees, albeit with challenges around pay and inflation.
- 7.3 Challenges and opportunities were expected at year end, recognising high levels of uncertainty and variables with possible positive variance of £1.5 million or negative variance of £0.7 million, against budgeted was advised.
- 7.4 A discussion took place, and a query arose regarding differences between BSUL figures against those planned and it was advised that this was due to the impact of withdrawals on tuition fees and impact of reduced planned student intake reductions to enhance admissions process to improve information, advice and guidance for students, minimising risks of future withdrawal.
- 7.5 The Board **NOTED** the Financial update as presented to the meeting.

22/66 2024/25 TUITION FEE PROPOSAL – POST GRADUATE CERTIFICATE IN EDUCATION (PGCE ONLY) (Paper G1296.2)

- 7.6 The Chief Financial officer presented the tabled report to the Board and advised this was due to timing of a recent notification of requirement from the Department for Education (DfE).
- 7.7 It was confirmed that the Consumer Price Inflation (CPI) rate had been applied.

- 7.8 To Board **APPROVED** the PGCE tuition fees for 2024/25, ahead of the full tuition fee review paper to be presented to the Board in July.

[Rebecca Schaaf joined the meeting]

[Richard Jordan joined the meeting]

22/67 LOCKSBROOK DEVELOPMENT UPDATE (Paper G1297)

- 8.1 The Pro Vice-Chancellor (Student Experience) provided an update to the meeting and the following points were highlighted:
[Redacted: FOI Exemption Section 43: Commercial Interests]
- A more detailed business case was being developed for presentation to the Finance and Infrastructure Committee and then Board, later in the year.
- 8.2 A full discussion took place, and a number of queries arose relating to the importance of co-location of computing and design [Redacted: FOI Exemption Section 43: Commercial Interests]. Considerations for student congregation, social and quiet spaces was requested to be included in plans. Reassurance was provided on the activities, [Redacted: FOI Exemption Section 43: Commercial Interests] and that multifunctional spaces were being considered as much as possible in plans.
- 8.3 The Board **NOTED** the update as provided to the meeting.

22/68 HEALTH AND SAFETY ANNUAL REPORT 2022 (Paper G1298 and G1298.1)

- 9.1 The Director of Estates and Services introduced his paper.
- 9.2 The Board **CONSIDERED and NOTED** the report, and during discussions the following was highlighted:
- Recruitment to the new position of Health & Safety Manager was in process and considered an important post to assist in day-to-day compliance issues.
 - Increase of in-house training on mental health awareness issues.
 - Health and Safety Compliance Group meeting of April 2023 included consideration of positive feedback on the use of software-based health and safety risk assessments.
- 9.3 A detailed discussion was held on staff absence and mental health statistics. Whilst governors were assured by the Director of Estates and Services that this information was considered as part of the work of the Health and Safety Compliance Group, it was requested that this information was included within future annual health and safety reports to the Board.

ACTION: DIRECTOR OF ESTATES AND SERVICES / UNIVERSITY SECRETARY

[Richard Jordan left the meeting]

22/69 STUDENT COMPLAINTS AND DISCIPLINE ANNUAL REPORT 2022/23 (Paper G1299 and G1299.1)

- 10.1 The Pro Vice-Chancellor (Student Experience) referred to her report to the meeting which provided an overview of student complaints and disciplinary cases for the period 1 August 2021 through 31 July 2022, to assure the Board of the rigour of the University's procedures and alignment with relevant external bodies. The following points were highlighted:
- Complaints were resolved informally wherever possible.

- The numbers of complaints in process, were considered satisfactory by the Office of the Independent Adjudicator (OIA)
 - Student disciplinary procedures were working well, with numbers down compared with the previous year.
 - The University was considered as being at the forefront of the sector and addressing the OfS statement of expectations in respect of tackling sexual violence and misconduct, which were currently under OfS consultation and a further report would be provided to the Board when the outcome was known.
- 10.2 The Board invited feedback from the student perspective and the Board agreed with the SU President that long term efforts in this area were important.
- 10.3 A full discussion was held and a number of queries were raised in respect of withdrawal of complaints and processes involving the student wellbeing team. Timescales for conclusion of complaint-handling processes were discussed in the context of the nature of complaints and procedural requirements in respect of investigatory processes and formation of panel reviews, internal appeals and external review by the OIA at the final stage.
- 10.4 The Board **NOTED** the annual report as provided to the meeting.
- [Rebecca Schaaf left the meeting]
[Vice-Chancellor left the meeting to
attend an urgent business meeting]

The Chair reordered the agenda as follows.

22/71 ACADEMIC BOARD (Agenda Item 12)

- 11.1 The Provost and the University Secretary provided an overview of the key areas of business conducted at a recent meeting of the Academic Board. The following points were **NOTED**:
- the minutes of the meeting of 18 April 2023 were included in Consent Agenda item.
 - the Academic Board had approved an internal effectiveness review of Academic Governance as good practice which governors were welcome to contribute to.
 - Governors were reminded of their requirement to attend an Academic Board meeting in an observational capacity during their induction period and periodically thereafter, should they wish.
- [Nick Sturge left the meeting]

22/72 NOMINATIONS AND GOVERNANCE COMMITTEE (Agenda Item 13)

- 12.1 The University Secretary provided an update to the meeting and highlighted the following matters that had been considered at a recent meeting of the Nominations and Governance Committee:
- Minutes of the meeting of 19 April 2023 as included in the consent agenda item.
 - A recommendation to renew the appointment of Nick Sturge as an independent governor for a second term of three years from September 2023, following the completion of his first term.
 - The decision to appoint Carole Stott to the Remuneration Committee.
 - Consideration of overall Board membership, size and shape with particular focus on gender, ethnicity, diversity and skills.
 - The need to recruit an additional independent Governor with a focus on relevant legal/regulatory/compliance skills, to be undertaken over the summer, and to join the Audit Committee once appointed.
 - Progress on the recruitment of a new Student Governor, noting that a recommendation was expected at the July Board.
 - The election of a new SU President with effect from 1 July 2023 was confirmed as Jasmine Raymond- Barker, as in attendance at today's Board meeting.

- The decision to appoint Marianne Evans as a co-opted member of Finance & Infrastructure Committee for a term of 1 year from 1 July 2023.
- The forthcoming end of co-opted membership of Finance & Infrastructure Committee for Harry Watts and Simon Lockren.
- The Chair was continuing to hold annual Governor performance appraisals throughout the year, and the Deputy Chair would undertake the Chair's appraisal this month.
- A survey had been undertaken on Board Awareness Sessions and response received indicated that these were highly valued and on this basis were to continue in their current form.
- Progress on implementing the recommendations from the external governance effectiveness review (Turpin Review 2022) had been considered and was on track for completion by the end of this academic year.

12.2 The Board **NOTED** the report and **APPROVED** the renewal of the term of office of Nick Sturge for a further three years.

[Sarah Dawes joined the meeting]

22/70 STUDENTS' UNION ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 JULY 2022 (Paper G1300) (Agenda Item 11)

13.1 The Chief Executive of the Students' Union provided a paper to the meeting and the following points were highlighted:

- Recovery of the Students' Union to pre pandemic levels and focus on cost-of-living impacts working with the University's Chief Financial Officer and Finance Team.
- Challenging situation with a lack of reserves and free cash reserves a priority.
- Discussions were taking place with Auditors and the SU Board of Trustees regarding fixed assets, should the SU move building and location in respect of write-off of investments in fixed assets. It was advised that it had been agreed that this would take place in one year rather than over a number of years, for transparency.

13.2 A full discussion took place, and a number of queries arose regarding disposal of land, landlord/tenant and accountancy requirements and assets in respect of refurbishment costs. A query was raised in respect of adequate resourcing to support the needs of students and collective work in progress with the Pro Vice-Chancellor (Student Experience) with that aim. Reference was made to short term measures on SU facilities around Gym and Café as linked to the SU strategy, which would be fully considered as part of the budget setting process.

13.3 Thanks were provided, and the Board **NOTED** the Students' Union Annual Report and Financial Statements for the year ending 31 July 2022.

[Sarah Dawes left the meeting]

22/73 CONSENT AGENDA

14.1 As referenced in para 1.7 above, decisions on the consent agenda items were made as follows:

14.2 a) The Board **RECEIVED** the draft minutes from a meeting of the Finance and Infrastructure Committee held on 1 March 2023.

14.3 b) The Board **RECEIVED** the draft minutes from a meeting of the Academic Board held on 18 April 2023.

14.4 c) The Board **RECEIVED** the draft minutes from a meeting of the Nominations and Governance Committee held on 19 April 2023.

22/74 ANY OTHER BUSINESS

- 15.1 The Chair provided thanks to Dr J Brasted for her invaluable contribution to the Board, noting that today marked her last meeting as a member of the Board of Governors ahead of the expiry of her term of office on 31 May 2023.
- 15.2 The Chair provided thanks and best wishes for the future to Ms M Evans as her last Board meeting as SU President, ahead of the end of her term of office on 30 June 2023. The Board thanked Ms Evans in her continuation of support the University by her agreement in becoming an external cooped member of the Finance and Infrastructure Committee.

22/75 MEETING EVALUATION

- 16.1 The Chair invited governors to comment on the effectiveness of the meeting and the following was discussed:
- Feedback was provided on the challenges experienced in attending the meeting virtually in respect of screen size and sound and reference was made to technological challenges and migration to MS Teams. The Chief Financial Officer advised that this would be considered as part of the Audio-Visual replacement programme.
 - Feedback was also provided by the University Secretary that arrangements were underway to resume occupancy for meetings to the larger room on the ground floor to assist with space issues.
 - Positive feedback was provided on the reduced size of the meeting document pack and the positivity of more condensed and concise reports with presentations enabling discussion.
 - Thanks were provided to the Deputy Chair for chairing the meeting.

[The meeting ended at 16.15 hrs]

Katherine Lee
Governance Manager

(Signed as a record of confirmed minutes)

[Redacted: FOI Exemption Section 40: Personal data]

Emma Wakelin (Chair of the Meeting)
Date: 12 July 2023