

# BOARD OF GOVERNORS

## Minutes

### Of the Board of Governors meeting held on Tuesday, 5 July 2022 in The Cambridge Cottage, Kew Gardens

|  |  |
| --- | --- |
| Present: |  |
|  | Ms Jennifer Bernard (Independent Governor, Chair of the Board of Governors)Ms Kim Ansell (Independent Governor)Ms Sandra Botterell (Independent Governor)Ms Shirley Cameron (Independent Governor)Mr James Edmunds (Academic Board Representative)Mr Steve Fowler (Independent Governor)Dr Suresh Gamlath (Staff Representative)Mr Derek Hicks (Independent Governor)Ms Maisie Kelly (SU President)Professor Peter John (Vice-Chancellor)Dr Christopher McLaverty (Independent Governor)Ms Helena Peacock (Independent Governor)Mr Kiran Virdee (Independent Governor) |
| **In attendance:** | Mr Adrian Ellison (Associate Pro Vice-Chancellor and Chief Information Officer)Mr Patrick Fuller (Chief Financial Officer)Mr Neil Henderson (Director of Human Resources and Organisational Development)Ms Marion Lowe (University Secretary)Mr Tye McMahon (SU Chief Executive) (from agenda item 8)Ms Coral Mason (Assistant Clerk to the Board)Ms Sara Raybould (Pro Vice-Chancellor, Student Experience)Dr Kostas Tzortzis (Director of Strategic Planning)Ms Claire Willitts (Director of Property Services)Professor Anthony Woodman (Deputy Vice-Chancellor) |
| **Apologies:**  | Mr Jonathan Lawrence (Independent Governor)Professor Heather Loveday (Professoriate Representative)Ms Kerry O’Callaghan (Independent Governor)Dr Paul Sahota (Independent Governor)Mr Stuart Wright (Independent Governor) |

**1. Apologies for absence, announcements and declarations of interest**

* 1. There were no declarations of interest.

1.2 Apologies were as recorded above.

**2. Minutes of the Meetings held on 15 March 2022 (Appendix 1) and 5 April 2022 (Appendix 2) (BG 2122 41)**

2.1 The minutes of the meetings held on 15 March 2022 and 5 April 2022 were confirmed as a fair and accurate record.

1. **Matters Arising Reports (BG 2122 42)**

**Meeting of 15 March 2022 (Appendix 1)**

* 1. The University Secretary confirmed all items had been completed or would be returned for consideration at a Board meeting later in the academic year noting the next Board meeting on 11 October 2022 would be held at Ruskin College.

**Action: University Secretary**

**Meeting of 5 April 2022 (Appendix 2)**

* 1. The University Secretary confirmed all items were completed or were items on the agenda noting members would be invited on a tour of Cavendish and Century House in the next academic year.

**Action: University Secretary**

1. **Approval of recommendations from Committees (BG 2122 43)**

**Audit and Risk Committee meeting of 6 June 2022**

**Appointment of external Auditors (Appendix 1)**

* 1. The University Secretary informed members that, after a discussion, members recommended the external audit contract be extended for one further year.
	2. The Board of Governors **APPROVED** **the appointment of BDO as the University’s external Auditors for a further year.**

**External Audit Fee for the year ended 31 July 2022 (Appendix 2)**

4.3 The University Secretary outlined the discussion that took place at the meeting and confirming there had been an increase in fees across the sector.

4.4 Members noted the auditors for Ruskin College were Alliotts. BDO had liaised with Alliotts as part of the audit process noting Alliotts were specialists in the FE sector.

4.5 The Board of Governors **APPROVED** the audit fee of £95,700 for UWL and its subsidiaries and non-audit fees of £9,000.

 **Governance and Nominations Committee meeting of 29 June 2022**

 **Membership of the Board of Governors and Committees (Appendix 3)**

4.6 The University Secretary informed members that three Independent Governors were coming to the end of their tenure, and it was recommended they continue for a further three years.

4.7 As a result of unexpected resignations from the Board, a vacancy existed for the Chair of the workforce Advisory Committee. Two members registered their interest in the role. The Chair met with both applicants and Mr Jonathan Lawrence had agreed to act as Chair of the Committee.

4.8 Two vacancies existed on the Remuneration Committee and the Committee recommended the appointment of Mr Derek Hicks and Mr Steve Fowler.

4.9 The Board of Governors **APPROVED:**

1. The re-appointment of Mr Jonathan Lawrence as an Independent Governor and as a member of the Workforce Advisory Committee from 1 June 2022 to 31 May 2025,
2. The re-appointment of Dr Paul Sahota as an Independent Governor and as a member of the Finance Committee from 1 August 2022 to 31 July 2025,
3. The re-appointment of Dr Christopher McLaverty as an Independent Governor and as a member of the Workforce Advisory Committee from 1 June 2022 to 31 May 2025,
4. The appointment of Mr Jonathan Lawrence as Chair of the Workforce Advisory Committee to run concurrently with his role as an Independent Governor from 1 June 2022 to 31 May 2025,
5. The appointment of Mr Derek Hicks and Mr Steve Fowler as members of the Remuneration Committee, and
6. As a result of a staff election, the re-appointment of Dr Suresh Gamlath as the Staff Governor on the Board of Governors from 1 May 2022 to 30 April 2025.

**Appointment of Independent Governors and Co-opted Members of Committees (tabled paper)**

4.10 The University Secretary referred members to the recently circulated paper on the interviews held for University Governors and a co-opted vacancy on the Finance Committee.

4.11 Members agreed to temporarily increase the Board of Governors membership to 14 to capitalise on the good applicants.

4.12 The Board of Governors **APPROVED** the appointment of:

1. Tina Coates as an Independent Governor from 1 August 2022,
2. Apreileen Alexander as an Independent Governor from 1 August 2022,
3. Andrea Miller as an Independent Governor from 1 November 2022, and
4. A vacancy for a co-opted member on the Finance Committee remained.

**Timetable for the appointment of the Chair of the Board of Governors (Appendix 4)**

4.13 The University Secretary outlined the timetable for the appointment of the Chair of the Board of Governors and informed members that the role description had been revised to take into account the changing regulatory environment and to reflect the discussions around culture.

4.14 In the first instance a Search Committee would be established comprising members of the Governance and Nominations Committee including the Vice-Chancellor but not the current Chair of the Board.

4.15 Any internal candidates should approach the current Chair of the Board for a private discussion if they wished to be considered for the role. A decision on whether to advertise or approach Head-hunters would be made at this stage.

4.16 The University Secretary confirmed a discussion on the remuneration of Governors took place at the GNC meeting and members agreed that remunerating Governors would not improve the quality of the candidates. The University Secretary had approached the CUC to gather information on remuneration in the sector and confirmed very few HEIs renumerated Governors.

4.17 The Board of Governors **APPROVED:**

1. The process of recruiting a new Chair of the Board of Governors, and
2. The updated role description and person specification.

**Workforce Advisory Committee meeting of 9 June 2022**

**National Pay Negotiations (Appendix 5)**

4.18 The Director of Human Resources informed members that last year’s pay award had been 1.5% and this year the Universities and Colleges Employers’ Association (UCEA) had made a final pay offer of 3%.

4.19 The trade unions had submitted a pay claim based on the Retail Price Index of 11% plus 2% and confirmed they would be consulting with their members to reject the UCEA offer of 3%. The outcome of the consultation would be known at the end of July 2022, but UWL would be implementing a 3% pay rise from 1 August 2022 and would consider any further increases agreed at a national level.

4.20 The Board of Governors **NOTED** the report.

1. **Vice-Chancellor’s Briefing (BG 2122 26)**
	1. The Vice-Chancellor updated members on the following:
* The University Secretary would be leaving UWL next month for the role of Chief Operating Officer at a private provider.
* The Dean of the School of Computing and Engineering would be leaving UWL later this month having accepted the role of PVC Dean at Kingston University.
* Interviews for the Pro Vice-Chancellor vacancy would be held on 14 July 2022. All applicants were internal.
* The University would be appointing a new Director of Research.
* The University had sadly lost a first-year student as a result of a violent attack near St Mary’s Road. The University had provided support to her family and support for staff and students.
* A postgraduate student had sadly passed away after a short, unexpected illness and the University were supporting staff and students.
* The Higher and Further Education Minister, Michelle Donelan, announced she would be chairing a HE Data Reduction Taskforce which would meet every six weeks to look at streamlining and simplifying data reporting.
* A number of business schools were being investigated over suspected poor quality. The OfS would investigate the use of hybrid or online teaching that may have had a detrimental impact on student learning.
* In April 2022 the government confirmed funding for BTECs would continue to 2024-25 and would overlap with T-level qualifications.
* Concern was expressed by the Vice-Chancellor over the comments made by the new Chair of the Social Mobility Commission stating girls were reluctant to study A level physics because they wanted to avoid doing maths. Members disagreed and believed issues around social mobility continued and the disruption due to the pandemic had heightened rather than lessened the gaps.
* The success of the REF at UWL reflected the changing ethos of the institution and the investment in people and resources. Over 76,000 academics had submitted nationally with greater emphasis being placed on impact and research environment.
* The OfS raised concerns about grade inflation stating the rise in students attaining first and upper second-class honours were ‘unexplained’.
* The deadline for the TEF submission had been extended to early 2023 with outcomes available in 2024.
* UWL had developed a number of micro-credentials, but reports indicated there was very little public awareness of them.
* Home undergraduate offers were up 3% compared to 2020-21 with acceptances up 4%. Home postgraduate offers and acceptances had remained at the same level as last year, despite a buoyant job market. NHS offers were up 8% and acceptances were up 4%.
* International recruitment had exceeded all expectations with undergraduate acceptances up 60% and postgraduate acceptances up over 200%. In real terms this meant around 1000 new international students would enrol in late September 2022.
* The NSS results would be published tomorrow, Wednesday, 6 July 2022. The Senior Pro Vice-Chancellor informed members that feedback from students indicated that they were content with the support received from UWL during the pandemic but were upset and frustrated by the situation they had been in.
* The results of the Complete University Guide (CUG) league table ranked UWL 77th which was better than expected as the CUG was notoriously difficult to rank highly in due to the emphasis on research. UWL was ranked 9th best in London placed only behind Russell Group HEIs.
* Project ARM was progressing well, and the Audit and Risk Committee had been receiving regular updates.
* Ruskin College remained work in progress but would break even this academic year. The College curriculum was being developed and while it remained predominately FE the University had introduced a number of HE courses with numbers expected to grow in September 2022 and further HE courses would be offered. The FE Commissioner would be visiting in September 2022 to view the progress being made.
* Enterprise income has grown with the accommodation blocks leased to NHS Oxford. Ruskin Venues business had been looking at diverse ways to boost income and the use of the estate from weddings to filming for production companies.
* The Centre for Inequality and Levelling Up (CIELUP) held its first conference at Ruskin College and was a great success.
* Over 130 staff had now moved into Cavendish House and Century House would be ready for students by October 2022. The application for a change in usage would be considered by Ealing Council on 20 July 2022. An application for signage would be submitted next week. Neither were expected to be rejected.

5.2 **Some references in this section have been redacted.**

5.7 The Board of Governors **NOTED** the Vice-Chancellor’s update.

1. **Research Excellence Framework (REF) (Presentation)**

6.1 The Vice-Chancellor reminded members of the success in the REF with UWL being ranked within the top 100 for the first time. Work had started immediately on the next REF in seven years time reflecting on the feedback received with the aspiration of attaining a top 70 place.

* 1. The presentation provided a breakdown of the subject groupings with individualised feedback provided to all HEIs. The feedback was broken down into the three fields of assessment: outputs, impact and environment.
	2. Overall, the University outputs had been consistently high across all the subject areas but had been inconsistent on impact and environment.
	3. To continue the improvements, the Vice-Chancellor confirmed the University would be appointing a Director of Research to co-ordinate research activity across the University. The Director would lead a new research support unit located in Cavendish house that would allow an increase in the number of doctoral students. The increase in students would add vitality to the growth in research and increase interdisciplinary collaborations which the University had been commended for.
	4. The reinvigorated research environment aimed to increase external funding and many of the research active staff were already submitting applications for research grants.
	5. The Vice-Chancellor provided further highlights noting a 40% increase in papers of internationally recognised quality which was the highest in the sector.
	6. The success of the REF raised the profile of UWL at a national and international level.
	7. The long-term aspiration would be the establishment of a school of medicine.
	8. Members requested Professor Heather Loveday present her research at a Board meeting next academic year.

**Action: University Secretary**

* 1. The Board of Governors **NOTED** the presentation.

**7. Report on the Strategic Financial Plan to 2026-27 (BG 2122 45)**

7.1 The Chief Financial Officer confirmed the plan had been considered at the Finance Committee meetings on 25 April and 13 June 2022 and all suggested updates had been made.

7.2 The financial strategy over five years to continue to diversify income streams and the key assumptions for income growth had been articulated in the document at 3.1. The diversification of income streams included increasing the number of partnerships, nationally and internationally. Members noted UWL had minimal exposure in Russia, so the current geopolitical situation had not impacted on the budget to date.

7.3 Income for 2021-22 was forecast to be £157m rising to £195m by 2026-27. Reserves for 2021-22 were forecast to be over £68m and included the funds in the Sinking Fund. By 2026-27 reserves were forecast to be £127m. The surplus would remain constant at 8-9%. Members noted liquidity was at 190 days which was at the top end of the sector with many HEIs struggling to maintain 30 days liquidity.

7.4 Members queried whether the plan was too conservative as UWL constantly out performed budget estimates. The Chief Financial Officer informed members that there were a lot of risks, many beyond the control of the University, and the budget attempted to ensure all possible scenarios were taken into account.

7.5 The purchase of Cavendish and Century House along with sensitivities around inflation had been factored into the plan.

7.6 Members were informed the Audit and Risk Committee meeting on 6 June 2022 had received a paper on reverse stress testing with income having to fall by 70% to reach a negative cash position.

7.7 Members agreed the continued growth in student numbers placed UWL in a good position to grow further and the financial forecast was prudent, but the sector continued to faced uncertainties which made the plan optimistically cautious.

7.8 The Chief Financial Officer informed members that it was likely research funding would fall across the sector due to the loss of EU research funding and although the Russell Group only formed 27% of the sector they continued to dominate when research grants were awarded.

7.9 The Board of Governors:

1. **REVIEWED** and **APPROVED** the draft budget for 2022-23, and
2. **REVIEWED** and **APPROVED** the key assumptions for the Strategic Financial Plan for 2026-27.

**8. Students’ Union Business Plan 2022-23 (BG 2122 46 and presentation)**

8.1 The SU Chief Executive and SU President opened the presentation showing a video of students returning to campus after the pandemic and, while they had appreciated the support they had received online, they generally agreed that they preferred to be within a face-to-face teaching environment. Students also welcomed the social events that had been hosted by the SU.

8.2 The SU Chief Executive confirmed the success of the student return to campus was due to the partnership between the SU and the University and the growth in student numbers had been welcomed with more students than ever engaging with the SU. The student voice tracker continued to be utilised to gather concerns expressed by students and, where appropriate, issues were addressed and resolved. 194 issues were identified with over 85% resolved in the same month.

8.3 The growth in international student numbers meant the SU had to manage a cohort with different expectations. Some of the international students were in student accommodation but many of them were staying with extended family or friends and were keen to build friendships. The SU had developed a programme of community-based activities and over 4000 students had taken part in these. The SU would be adapting its operating model to take into account the change in its demographics. International students expected the SU to organise events and they were on campus more often than home students. On a positive note, the students were appreciative of the efforts and were relaying their positive experiences to family and friends in their home countries.

8.4 The Advice Service had met with over 50% more students than last year.

8.5 The results of the NSS would be announced tomorrow and, although it was unclear what the outcomes would be, the SU Chief Executive hoped the results would be better than last year as the SU had worked so hard to re-engage students.

8.6 The SU had retained a gold award for Investors in People, a 5\* food hygiene status and aimed to increase reserves to meet three months operating costs.

8.7 Increasing pressures around inflation and the cost of living impacted students, many who were unable to travel to campus due to lack of funds. Initial feedback from students confirmed they were stressed and were concerned about the future job market, particularly students looking to enter the creative industries. More students than ever had attended sessions on money management. Members requested a report on hardship funds at the next meeting of the Board.

**Action: SU Chief Executive**

8.8 The SU President outlined the priorities for the Sabbaticals for 2022-23 noting the focus on a number of areas including mental health, sexual violence and access for disadvantaged students.

8.9 In addition to the increase in international student numbers the SU would also focus on developing relations with the apprenticeship community, particularly the students in the College of Policing. It was acknowledged that this would be difficult as their attendance on campus was limited and identifying students struggling personally or academically would be a challenge.

8.10 The SU Chief Executive confirmed alumni had been approached during the pandemic to provide financial support for current students and this had been success in helping a large number of students.

8.11 The SU would be running Summerfest providing a set of summer activities for students covering academic, social and mental health support.

8.12 The Board of Governors **NOTED** the presentation.

**9. Annual Report on Equality, Diversity and Inclusion (BG 2122 47)**

9.1 The University Secretary confirmed the report had been presented to the Workforce Advisory Committee on 9 June 2022.

9.2 The Access and Participation Plan (APP) would continue to be monitored and co-ordinated with the report.

9.3 Work on inclusion was being monitored and staff networks were being developed to ensure inclusion remained a focus of the University agenda. In addition, the work on Athena Swan was gathering momentum and data gathering for Athena Swan had been fed into the report.

9.4 The University Secretary confirmed partner data had been broken down in the report.

9.5 The Board of Governors **CONSIDERED** the report and its assurance that the University was meeting the Equality Duty as appropriate.

**10.** **Gender Pay Gap Reporting 2021 and 2022 Update (BG 2122 48)**

10.1 The Director of Human Resources confirmed the report had been considered at Workforce Advisory Committee on 3 February 2022 and 6 June 2022.

10.2 There had been an increase in the pay gap of approximately 12% but this had been due to an increase in male representation and a decrease in female representation in the workforce but, as noted, the change was due to small shifts and thus highlighted the sensitivity of the pay gap to shifts in the gender balance.

10.3 Members requested the next report articulate numbers of male and female staff alongside the percentages which would make the information clearer.

**Action: Director of Human Resources**

10.4 The Board of Governors **NOTED** the updated gender pay gap information and draft narrative at appendix 3.

**11. Annual Sustainability Report (BG 2122 49)**

11.1 The University Secretary informed members that this was the first Annual Sustainability Report arising from discussions held at previous Board meetings, particularly around the adoption of seven UN Sustainable Development Goals (SDGs). The report set out these goals focusing on sustainable food initiatives, responsible procurement, quality education, health and wellbeing, equality, diversity and inclusion, supporting skills and employability and community links for sustainability.

11.2 The report would set out how the University was contributing to the SDGs and the performance against the goals.

11.3 Members welcomed the report and the University Secretary confirmed the report would be published on the University website.

11.4 The Board of Governors **CONSIDERED** the first annual sustainability report.

**12. Health, Safety and Welfare Annual Report (BG 2122 50)**

12.1 The University Secretary informed members the report had been reviewed at the Audit and Risk Committee meeting on 6 June and the Workforce Advisory Committee o 9 June 2022.

12.2 Members thanked the Health and Safety Manager for a comprehensive report and the details on staff welfare.

12.3 The Board of Governors:

1. **NOTED** the progress in the Health and Safety Plan for 2021-22,
2. **SUPPORTED** the Health and Safety Plan for the academic year 2022-23, and
3. **CONSIDERED** the health, safety and welfare issues set out in the report.

**Academic matters**

**13. Academic Board Annual Report (BG 2122 51)**

13.1 The University Secretary informed members that the report provided assurances that Academic Board had been monitoring the academic life of the University and confirmed academic governance was adequate and effective.

13.2 Members requested flash reports throughout the year. They were reminded that they received the minutes but that consideration could be given to what further reporting would be appropriate, particularly as much of Academic Board’s work was on an annual cycle.

**Action: University Secretary**

13.3 The Board of Governors **CONSIDERED** the report and the assurance it provided on the effectiveness of the University’s academic governance.

 **Minutes of the meeting held on 27 January 2022**

13.1 Members **NOTED** the Minutes and items of business discussed.

**14. Academic Board (BG 2122 34)**

 **Minutes of the meeting held on 30 March 2022**

14.1 Members **NOTED** the Minutes and items of business discussed.

**15. Chairs briefing on Committee Activity (BG 2122 53)**

 **Audit and Risk Committee meeting held on 6 June 2022 (Appendix 1)**

15.1 Members **NOTED** the Minutes and items of business discussed.

 **Finance Committee meeting held on 25 April 2022 (Appendix 2)**

15.2 Members **NOTED** the Minutes and items of business discussed.

 **Finance Committee meeting held on 13 June 2022 (Appendix 3)**

15.3 Members **NOTED** the Minutes and items of business discussed.

 **Governance and Nominations Committee meeting held on 15 March 2022 (Appendix 4)**

15.4 Members **NOTED** the Minutes and items of business discussed.

 **Governance and Nominations Committee meeting held on 30 March 2022 (Appendix 5)**

15.5 Members **NOTED** the Minutes and items of business discussed.

 **Governance and Nominations Committee meeting held on 28 June 2022 (tabled) (Appendix 6)**

15.6 Members **NOTED** the Minutes and items of business discussed.

 **Student Liaison Committee meeting held on 12 May 2022 (Appendix 7)**

15.7 Members **NOTED** the Minutes and items of business discussed.

 **Workforce Advisory Committee meeting held on 6 June 2022 (Appendix 8)**

15.8 Members **NOTED** the Minutes and items of business discussed.

**16. Any other business**

16.1 No further business was discussed.

**17. Date of Next Meeting**

17.1 The next meeting of the Board of Governors will take place on Tuesday, 11 October 2022 at 11am at Ruskin College.

**Signed by Ms Jennifer Bernard** Date

**Chair of the Board of Governors**

**Author:** Ms Marion Lowe

**Title:** University Secretary and Chief Compliance Officer

**Date:** July 2022