



## BOARD OF GOVERNORS

Minutes of a meeting held at 11.30am on 10<sup>th</sup> July 2019 at Newton Park

### Present:

Mr T Jagger (Chair)  
Ms N Campbell  
Ms E Casey  
Ms T Fisk  
Mr J Glasspool  
Lady T Lloyd  
Dr S McMillan

Mr I Mansfield  
Prof P Martin  
Ms J Nesbitt-Larking  
Mr T Osborne  
Prof S Rigby (Vice-Chancellor)  
Ms J Saunders  
Dr C Wiffen

### In attendance:

Mr M Holt (Acting Deputy Secretary)  
Mr N Latham (Chief Operating Officer)  
Dr M Loon (Deputy Pro Vice-Chancellor  
(Research & Enterprise) (item 18/51)  
Mr D Newman (Secretary)

Prof N Sammells (Deputy Vice  
Chancellor)  
Mr M Webb (Acting Head of Finance)  
(from item 18/46)

### Apologies:

Dr D Curnow (Deputy Secretary)  
Ms R Heald

Ms V Nawathe

### **18/38 INTRODUCTION AND APOLOGIES**

The Chair welcomed all to the meeting and noted apologies from Rosemary Heald, Vinita Nawathe and Demelza Curnow. Iain Mansfield joined the meeting via a telephone link.

### **18/39 MINUTES OF THE MEETING HELD ON 3<sup>rd</sup> APRIL 2019**

The draft minutes were agreed as a true record.

### **18/40 MATTERS ARISING**

The Chair drew the Board's attention to the schedule of actions arising from the previous meeting appended to the Board papers and noted that the actions had been completed or were in progress. There were no other matters arising.

### **18/41 CHAIR'S BUSINESS**

#### **1. Decisions out of committee (Paper G1047)**

The Board noted the approval of the University's draft Access and Participation plan for the period 2020-25 that had taken place outside of committee. Governors had been approached for

comments, which had been taken into account, and the draft Access and Participation Plan 2020-2025 had been submitted to the Office for Students by the deadline of 1 July 2019.

## **2. Board membership update (Paper G1058)**

The Board approved the appointments of Richard Clarke, Sue Lane and Simon Lockren as new Independent Governors for a period of three years with effect from 1<sup>st</sup> September 2019.

The Board approved the exceptional reappointment of Rosemary Heald for a period of one year from November 2019 when her current term ends.

*[Jonathan Glasspool stepped out of the room]*

The Board approved the reappointment of Jonathan Glasspool for a period of three years with effect from November 2019 when his current term ends.

*[Jonathan Glasspool rejoined the meeting]*

*[Emily Casey stepped out of the room]*

The Board agreed an extension for Emily Casey as a student member of the Board for a period of office concluding on 30 June 2020, to bring the term-end into alignment with that of the SU President.

*[Emily Casey rejoined the meeting]*

The Board noted the lack of governor applications received from individuals with an arts or creative background and agreed that efforts should continue to attract suitable applicants.

## **3. Board effectiveness review (oral update)**

It was noted that a Board effectiveness questionnaire had been developed by the University Secretary with input from the Deputy Chair, which would shortly be circulated to members for completion. The Board commended the introduction of this periodic review of Board effectiveness as good practice.

## **18/42 VICE-CHANCELLOR'S REPORT (Paper G1048)**

### **1. External environment**

The Vice-Chancellor noted that a reasonably certain outcome of the Augar review would be a reduction in funding, but uncertainty remained over the timing of when the recommendations might be implemented, particularly given the changing political landscape in the UK at the current time. The Vice-Chancellor advised the Board that she would convene a high-level committee in the autumn to further consider the implications of the Augar review for the University once it was more certain how and when the recommendations from the review would be taken forward.

### **2. Internal University business**

#### **Financial sustainability and restructure**

The Vice-Chancellor noted that the restructure of academic and professional services was nearing completion, and was expected to be delivered within the forecasted budget of £3.7m. The Board discussed the potential for the restructure to be reported negatively by the press. The Vice-Chancellor acknowledged that some negative publicity might be expected and that communications had been prepared to mitigate against any negative publicity that might arise. The Board acknowledged the hard work of the Vice-Chancellor and other members of the University for their handling of the restructure and the progress that had been made to date through the process.

## **Recruitment**

The Vice-Chancellor reported that recruitment remained a positive story, with firm acceptances up 18% from the same time in 2018, and the new '3,2,1, Go' offer contributing to this success. These numbers were bucking the trend of the University's competitors, who were seeing falling recruitment. The Vice-Chancellor cautioned that, despite these promising recruitment figures, the University would still be losing a large cohort of third year students at the end of the 2018/19 academic year, and the total number of undergraduates enrolled in 2019/20 would be reduced. The Board discussed the nature of the 3,2,1 Go offer, and were reassured by the Vice-Chancellor that offers were only being made to students that had gone through an appropriate selection process.

## **NSS, TEF and league tables**

The Vice-Chancellor reported that the recently released National Student Survey result had seen the University's result for overall satisfaction decrease by 4% compared with the previous year. The Vice-Chancellor noted that this was a disappointing result and that work was underway to fully assess the results of the survey, and that a full analysis would be presented to the next Board meeting. Initial readings of the free-text comments had highlighted a concern from students around a perceived disconnect between senior staff and students, which the Vice-Chancellor saw as a fair analysis, given that the restructure had absorbed a lot of senior staff's attention. An expected outcome of the restructure would see better communication and connection between senior staff and students. The Board were encouraged to hear that the University was taking the NSS results seriously, and noted that a fuller analysis report would be prepared for the September 2019 meeting.

[ACTION: VICE-CHANCELLOR]

Discussing the results, the Board agreed that there could be no quick fix solution, and that a strong analysis of the root causes of declining student satisfaction should be undertaken. It was recommended that the timing of the next NSS survey should be carefully considered, given that the cohort of students that would be completing the survey would be the first to undertake a semesterised pattern of delivery for their programmes in 2019/20. The Board suggested that it would be useful to survey comparable universities that had received more positive NSS outcomes.

The Vice-Chancellor thanked the Board for its comments, agreeing that a long term approach to improving student satisfaction was required. The Pro Vice-Chancellor (Student Experience) was now in place following the restructure, and would have the sole focus of improving student experience; this would also be a major focus of concentration for the University as a whole as the restructuring programme was nearing completion. In-house experience in assessing other approaches to student experience, through review of other institutions' TEF submissions, would also be utilised in this approach.

The Vice-Chancellor noted that the shift of programme delivery to semesters had happened, and acknowledged the work of the Pro Vice-Chancellor (Learning and Teaching Quality) in implementing this new pattern of delivery.

## **UK College of Business and Computing (UKCBC)**

The Vice-Chancellor reported on a situation that had arisen with one of the University's collaborative partners, UKCBC. A complaint made against UKCBC had raised concerns around admissions onto their HNC and HND programmes. Following on from this, the Office for Students

had paused its decision on registration for UKCBC, which meant that new students joining UKCBC would not be able to apply for student loans. The University's proposed response was to take over full control of admissions onto its collaborative programmes for a year, which would assist UKCBC in meeting the conditions of registration with the Office for Students. It would be important to work closely with the Office for Students in this period to ensure that the University was not providing a back door route of entry to higher education for students that did not have the correct entry qualifications. The Board discussed the situation and expressed support for the course of action that had been proposed. It was confirmed that the University would be taking over full control of admissions onto the programmes that it ran in partnership with UKCBC, rather than the HNC and HND programmes. The Board recommended the establishment of a plan to cater for the possible outcome of UKCBC failing as an organisation, and requested that the Vice-Chancellor kept the Board updated on any material developments as the situation progressed.

[ACTION: VICE-CHANCELLOR]

#### **Foundation year art and design programme**

The Vice-Chancellor informed the Board of an issue that had arisen in respect of a foundation year art and design programme, which had received 11 complaints. An independent review had taken place and preliminary findings were that the programme had not been well conceived or executed. Students had not received clear information about the programme, and had felt that their concerns had not been addressed in a timely or appropriate fashion. An initial problem with the programme had been that students had expected delivery at the Sion Hill campus, but on the day of their arrival this had been changed to Dartmouth Avenue. Students had also raised concerns that levels 3 and 4 of the programme were being taught alongside each other. The independent report had suggested that financial compensation to the affected students might be appropriate, and the Vice-Chancellor advised the Board that this was likely to amount to approximately £100k. The Board agreed that swift action was necessary to protect against the risk of potential collective action and reputational damage.

The Board thanked the Vice-Chancellor and noted the report.

#### **18/43 ACADEMIC BOARD 2018/19 (Paper G1050)**

The Deputy Vice-Chancellor presented Academic Board's substantive deliberations and decisions from the 2018/19 academic year. The Board noted the Curriculum 2030 development, which had been approved at the October 2018 meeting of Academic Board. Steps were being taken to develop a more applied curriculum offer, and in the design phase programmes would be assessed against ten design tests, which would be assessed by design teams which would include employers. The Deputy Vice-Chancellor noted that the current growth in applications was mainly attributed to new programmes that had been developed, providing reassurance that the University was moving in the right direction with the development of these types of programmes.

The Board received the report and confirmed their confidence in the appropriateness and effectiveness of Academic Board's work.

#### **18/44 AUDIT COMMITTEE: CHAIR'S UPDATE (ORAL UPDATE)**

The Chair of Audit Committee, Ms Saunders, summarised three internal audit reports which had been received by the committee at its most recent meeting. In addition, Ms Saunders informed the Board that a small case of fraud had been brought to the committee's attention and had been addressed by management. The committee had reviewed the risk management framework, and also reviewed the external audit plan for the 2019/20 year.

The Board discussed the matter of bank covenants, noting that Santander had verbally agreed to a relaxation of the covenants for the upcoming year, in order that a normal qualified audit opinion could be established, but the University was still pursuing formal written notification from Santander regarding this.

The Board noted that independent governor, Professor Philip Martin, had agreed to act as Chair of Audit Committee during 2019/20 at any meetings that Ms Saunders was unable to attend due to personal circumstances.

**18/45 STRATEGY 2020 - 2030 (Paper G1049)**

The Vice-Chancellor presented the draft University Strategy 2020-2030. Development of the strategy had started in October 2018, and the Vice-Chancellor remarked that comments from key stakeholders, including staff, students, employers and local government had been integral throughout the process. Following engagement at the Board of Governors away-day and input from governors individually during the development process, the strategy document had been finessed to make it more concise and with more explicit outlining of strategic aims. The Vice-Chancellor invited the Board to endorse the strategic direction being proposed and noted that, once agreed, the strategy would be used to generate strategic plans by each of the Pro Vice-Chancellors for their respective areas, and that metrics against which progress could be measured would be presented to the Board in the early part of 2020.

The Board discussed the strategy, and there was general agreement that the document presented was a far-reaching and flexible roadmap for the strategic direction of the University, with a good balance of ambition and cautiousness. The Board expressed support for the document and made some suggestions for further enhancement, including to the iconography and language to ensure maximum accessibility to a wide-ranging audience. It was also suggested that reference to student voice and the University's deep connection to the city of Bath might benefit from further amplification in the strategy document.

Regarding the key performance indicators that would be used to measure progress against the strategy, the Board recommended that these should be chosen carefully and be restricted to a small number, perhaps around six overall.

The Board approved the strategy, subject to the feedback discussed being incorporated. The Vice-Chancellor agreed to circulate the final version of the strategy to governors in September 2019, at which time the strategic plans prepared by the Pro Vice-Chancellors would also be shared for information.

[ACTION: VICE-CHANCELLOR]

**18/46 FINANCE & INFRASTRUCTURE COMMITTEE: CHAIR'S UPDATE (ORAL UPDATE)**

The Chair of the Finance & Infrastructure Committee, Ms Fisk, presented an update to the Board. The committee was considering its succession planning, and wished to maintain a diverse membership. Cost control had been a major theme, and the committee had devoted time to consider more broadly how to manage and control the University's costs. Another area of work of the committee had been around maximising income generation, particularly in areas around estates and intellectual property. Finally, the committee was focussing on the management of uncertainty, noting the importance of using data to assess risk, and facilitate the real-time mitigation of such risk.

The Board thanked Ms Fisk and noted the update.

**18/47 FINANCIAL REPORT FOR THE PERIOD 1 AUGUST 2018 TO 30 APRIL 2019 (Paper G1051)**

The Acting Head of Finance, Marc Webb, presented the report which detailed financial information and performance for the nine months running to the end of April 2019. It was noted that surplus for the period was low compared with the sector, but cash generation remained strong. The University remained highly geared, but this was reducing in profile, and the University remained on track in terms of financial performance overall.

It was confirmed that the reference in the paper to 'professional fees payment' was for fee income that had not yet been received.

The Board noted the report.

**18/48 BUDGET 2019/20 (Paper G1052)**

The Chief Operating Officer, Neil Latham, presented the budget for 2019/20 for the Board's consideration and approval. It was reported that there had been some challenges in setting the budget, with ongoing uncertainties, including the restructure, and inevitable delay before savings from this would be realised. The University's financial position was less favourable than would be desired, but was reasonable given the circumstances.

A cautious approach to assumptions had been adopted, including the forecasted student intake figures for 2019/20 and beyond, which was the main source of income for the University. It was noted that the Office for Students had reduced the University's teaching grant by £400k. Staff costs had increased from 2018/19 to 2019/20, and there was a large increase in pension costs of £1.1m over the previous year.

The Board queried whether there were any implications for the borrowing covenants, should the University not achieve the projected net surplus of £720k, but instead slipped into deficit. It was confirmed that the covenants allowed for two deficits every three years, so if the University did record a deficit in 2019/20, it would need to achieve surplus in 2020/21 to avoid a breach of covenant. It was confirmed that the draft budget had been provided to Santander, though this would have no material impact on their decision over the review and, if necessary, relaxation of covenants.

The Board noted the tight margins for error that were apparent in the budget being a result of the circumstances that the University faced, and agreed that the assumptions were sound. The Board thanked Mr Latham and Mr Webb for their very clear and detailed presentation of the budget for 2019/20.

The Board approved the budget for 2019/20.

**18/49 FINANCIAL FORECASTS 2019 (2016/17 TO 2022/23) (Paper G1053)**

Mr Latham and Mr Webb presented the financial forecasts for the period 2018/19 to 2023/24. Conservative assumptions had been made over recruitment numbers over the next four years, in line with the decline in the 18-year-old population over that period, compared with figures from 2017/18. The maximum impact of this decline on surplus was expected in 2021/22, but it was

forecasted that surpluses would be delivered in each year, and projected operating cash flow remained healthy through the period.

Discussing the expenditure, the Board queried how the forecasted IT spend related to sector as a proportion of turnover, and Mr Latham confirmed he would check and report back to the Board on this detail.

[ACTION: CHIEF OPERATING OFFICER]

The Board discussed the Office for Students' consultation on financial viability and sustainability that was appended to the financial forecasts, noting that whilst some of the future expectations had been outlined in the letter, it was unclear how or when the University would be required to report financial information. It was also noted that further guidance on the student protection plan was awaited from the Office for Students ahead of any further review of the University's student protection plan.

The Board thanked Mr Latham and Mr Webb for the well-structured and clear documents, and gave their support to the conservative assumptions that underpinned the financial projections.

The Financial Forecasts 2019 were approved by the Board.

**18/50 UNIVERSITY RISK REGISTER (Paper G1054)**

Mr Latham introduced the risk register, noting that Pro Vice-Chancellor (Learning and Teaching Quality), Professor Paul Davies, had undertaken extensive work to update the University's approach to risk, with a view to aligning the way in which risk was managed locally at school level up to corporate level. The Audit Committee had reviewed the University's processes with respect to risk management, including the revision of the risk management policy and the risk appetite statements, and it was confirmed that the Vice-Chancellor's Advisory Group (VCAG) also considered risk as part of its remit. Going forward, Mr Newman would be taking over responsibility for the coordination of institutional risk management as part of his remit as University Secretary.

The University Secretary outlined that there were 11 risk domains, which had all been reviewed by VCAG, and each of which had been allocated a risk owner. The Board expressed its thanks to Professor Davies for his excellent work in refreshing the University's approach and procedures to assessing and managing risk, and agreed the framework that was now in place was good, with a more focussed format. The Board emphasised the importance of utilising this risk framework with a regular process to review the risks defined within it, to deliver the desired outcome of effective risk management.

There was some discussion around the risk domain of student experience, and whether the risk appetite for this domain was correctly defined as medium/high. The University Secretary agreed to review this domain in consultation with Rebecca Schaaf, Pro Vice-Chancellor (Student Experience), when the risk register was next taken at the Vice-Chancellor's Advisory Group.

The Board noted the updated University risk register.

*[Dr Loon joined the meeting]*

**18/51 COMPLIANCE WITH CONCORDAT TO SUPPORT RESEARCH INTEGRITY – ANNUAL ASSURANCE STATEMENT TO RESEARCH ENGLAND (Paper G1055)**

The Deputy Pro Vice-Chancellor (Research & Enterprise) Dr Mark Loon outlined the requirement for this annual assurance as a condition for receipt of the research grant. The statement had been prepared following a substantial review of the University's research ethics procedures, and had been informed by, and designed to be compliant with the General Data Protection Regulation (GDPR).

Dr Mark Loon outlined the measures that were in place to ensure that ethics and integrity within research was maintained. An online-based toolkit for the research student community was in development to provide resources and guidance in this area. Staff had access to a suite of online tools to train them in this field.

The Board queried what areas the training covered, and whether the staff involved in supervising research were actually taking up this training, noting low engagement figures from previous years. It was confirmed that the training covered areas such as evidence, research misconduct, and external engagement, and was considered fit for purpose. The Board agreed, but advised that engagement should continue to be monitored and strongly encouraged Dr Loon to ensure all relevant staff completed the required training. It was confirmed that the Ethics Committee would monitor the uptake of this training, and that accountability for this engagement would ultimately reside with the Heads of Schools.

The Board asked to be provided with an update on engagement with this research training by February 2020.

[ACTION: PRO VICE-CHANCELLOR (RESEARCH & ENTERPRISE)]

The Board approved the compliance report for inclusion in the Research England annual assurance statement and for publication on the University's website.

*[Dr Loon left the meeting]*

**18/52 STAFF-STUDENT PARTNERSHIP AGREEMENT (Paper G1056)**

Ms Jasmine Nesbitt-Larking presented the partnership agreement to the Board, noting that it had been written by the previous Students' Union President, Ryan Lucas. The partnership agreement sought to establish principles for the partnership and relationship between Bath Spa University and the Students' Union.

The staff-student partnership agreement was approved by the Board.

**18/53 STUDENTS' UNION ANNUAL COMPLIANCE REPORT 2018/19 (Paper G1057)**

Ms Nesbitt-Larking presented the compliance report, and explained that the Students' Union was seeking to become either a company limited by guarantee or a community interest organisation over the next 12 months. The Board requested that the University Secretary be kept informed of developments and noted that further information regarding the proposed changes would be presented to the Board in due course.

[ACTION: STUDENTS' UNION PRESIDENT]

The Board discussed the low turnout for the election of the union officers and representatives. Ms Nesbitt-Larking commented that there was work to do in further promoting the function of the Students' Union to its members, and the Students' Union were engaging with students to clarify



this. The Board observed that all the elected Sabbatical Officers were women, and it was confirmed that no men had run for the positions.

The Board discussed how it might establish ways of hearing more directly from students about their current thoughts on their programmes and experience at the University, and it was agreed that it would be helpful for the Board to receive an occasional paper to this effect.

[ACTION: STUDENTS' UNION PRESIDENT/UNIVERSITY SECRETARY/VICE-CHANCELOR]

The report was noted.

#### **18/54 ITEMS FOR INFORMATION**

The following minutes were received:

- Academic Board 12<sup>th</sup> March 2019
- Audit Committee 28<sup>th</sup> February 2019
- Finance & Infrastructure Committee 27<sup>th</sup> February 2019

Going forward, the Board asked to be provided with the most recent versions of committee minutes, even if they were in draft form.

[ACTION: UNIVERSITY SECRETARY]

#### **18/55 ANY OTHER BUSINESS**

Mr Latham confirmed to the Board that Bath Spa Global LLP had been dissolved.

Mr Newman asked Board members to complete the equality monitoring form and return it to the Director of Human Resources by 31 August 2019.

[ACTION: ALL BOARD MEMBERS]

Members were invited to the upcoming graduation ceremonies, and were asked to signal their intent to attend to the University Secretary's Office.

[ACTION: ALL BOARD MEMBERS]

Ms Campbell noted that there were two organisations in the USA, Pratt Institute in New York, and SCAD in South Carolina, that were interested in establishing a relationship with the University. It was suggested that this matter would be explored further by Andy Salmon, Pro Vice-Chancellor (External).

[ACTION: PRO VICE-CHANCELLOR (EXTERNAL)]

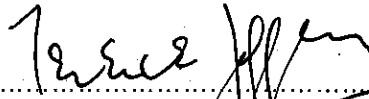
Mr Latham reported that the Locksbrook Road campus development was running late, but that handover was expected to shift by just one day, from 2<sup>nd</sup> September to 3<sup>rd</sup> September. The intention for students and staff to occupy and use the building from mid-September remained unchanged.

The meeting closed at 3.25pm.

David Newman  
Secretary to the Board of Governors  
July 2019

Signed as a record of confirmed minutes by:

Mr Terence Jagger



Chair

Date

26<sup>th</sup> November 2019