



BOARD OF GOVERNORS
Minutes of Meeting held 15 February 2021 at 11:00 by conference call

Present:

Mr T Jagger (chair)	Ms J Luxford
Dr J Brasted	Mr S Lockren
Ms E Casey (SU president)	Dr S McMillan
Mr R Clarke	Ms V Nawathe
Ms T Fisk	Prof S Rigby (vice-chancellor)
Mr J Glasspool	Ms L Stone
Ms S Harris	Mr N Sturge
Ms S Lane	Dr E Wakelin <i>[items 1-7]</i>

In attendance:

Mr D Newman (university secretary)
Jane Conibere (senior chancery administrator) *[item 1]*
Ms R di Corpo (governance manager)
Allison Dagger (head of chancery administration team) *[item 1]*
Mr P Fox (pro vice-chancellor, finance and infrastructure)
Prof N Sammells (deputy vice-chancellor and provost)

20/47 WELCOME AND APOLOGIES

No apologies were received. T Jagger thanked governors, the senior team, the secretariat and chancery team for their work and engagement over the past four years in support of his role as chair of the board of governors.

(A Dagger and J Conibere left the meeting)

The chair welcomed Dr Wakelin to her first board of governors meeting.

20/48 DECLARATION OF NEW INTERESTS

The board noted a new entry to the register of interests to reflect that S Lane has been appointed as a non-executive director of Willow Tree Housing Partnership.

20/49 MINUTES of the special meetings held on 10 December 2020 and 13 January 2021

The minutes of meeting 10 December 2020 were approved, subject to a minor correction at item 20/39 (c). The minutes of meeting 13 January 2021 were approved.

20/50 MATTERS ARISING

Items in the schedule of actions were noted as complete or to be addressed as part of the agenda. D Newman advised the new board portal will be implemented over the coming months.

20/51 CHAIR'S BUSINESS (Papers G1138, G1139, G1140)

Board and committee appointments

D Newman summarised the recent board and committee appointments, as presented at paper G1138. Governors considered the recommendations of the nominations committee, in response

to the outcomes of the board of governors meeting of 13 January 2021, noting they would be kept informed of developments concerning the appointment process for the new chair of the board of governors.

With reference to paper G1138, the board

- (a) noted the nominations committee's proposed approach to the appointment process for the new chair of the board of governors;
- (b) approved the appointment of Joy Luxford as deputy chair of the board of governors, with effect from 6 March 2021;
- (c) approved the appointment of Jacqui Brasted as chair of the audit committee with effect from the end of the next meeting of that committee on 10 March 2021;
- (d) noted that Emma Wakelin has agreed to be a member of audit committee (the board having delegated approval for this decision to the nominations committee).

Decisions taken out of committee

D Newman summarised the decisions taken out of committee, as presented at paper G1139. The board noted the decisions that were taken out of committee; specifically, the student rentals rebate financial envelope and proposed way forward on the conflicts of interest.

(S Harris left the meeting)

Proposed mitigations - conflicts of interest

J Luxford and D Newman presented the proposed mitigations – conflicts of interest, as detailed in paper G1140. The purpose of the paper was to support the management of conflicts of interest which may arise in Professor Salmon's appointment with Bath College. The paper was circulated to governors on 4 February for comment with a good level of engagement in response.

Governors discussed whether the proposed mitigations were adequate for the purpose. The principles-based mitigation framework was developed incorporating scenarios in practice, with a view to future potential scenarios. Input was provided by the chair of the board, the vice-chancellor and Professor Salmon. As chair of the audit committee, J Luxford expressed her confidence in Professor Salmon's ability to act in a transparent way moving forward. D Newman highlighted that a review mechanism had been established.

R Clarke expressed his belief that the conflict could not be mitigated given the level of inherent competition between the two institutions concerned. Other governors had serious concerns about the appointment, but the majority of governors concluded that, on balance, the mitigations were manageable based on two key factors: **REDACTED: FOI exemption, Section 43 (commercial interests)**, and a commitment to regularly reviewing the mitigations framework. The university secretary also advised that work was underway to establish protocols for senior executive staff going forward and the board noted that the vice-chancellor will undertake to address any employment related matters.

The board considered the proposed framework, set out in paper G1140, and determined that the mitigations were appropriate and adequate, subject to regular review.

R Clarke and the Chair dissented from this conclusion, but hoped that the mitigation strategy would be successful.

20/52 VICE-CHANCELLOR'S REPORT (Paper G1141)

The vice-chancellor thanked governors for their thoroughness in reviewing the proposed mitigations - conflicts of interest, set out in paper G1140.

[S Harris joined the meeting]

With reference to her report (G1141), the vice-chancellor updated governors on key strategic issues and recent developments in the external environment. A bespoke analysis of the past month's government policy and guidance, expectations and support in response to the Covid situation was provided at appendix a.

In summary, this included proposals for post qualification admissions, the publication of the Pearce review of the Teaching Excellence Framework, a letter of instruction from the secretary of state to the OfS highlighting the intention to change the level of teaching support for high cost subjects with more support to be awarded to science and engineering subjects and less to the C1 subjects (including art, design, performance subjects, computing and pre-registration nursing); an interim response to the Augar review announcing a fee of £9250 for the academic year 2021/22; and the skills for jobs white paper which sets out ambitions for lifelong learning and a greater focus on technical, employer-designed qualifications at levels 3 and 4.

Since the third lockdown was announced in early January, the government, OfS and other bodies have published a wide range of instructions and guidance for universities, to which Bath Spa is responding as required. In the local context, the university is actively supporting emerging post-pandemic recovery plans being produced by Bath North East Somerset Council, the Local Economic Partnership, the West of England Combined Authority and the Western Gateway. Governors discussed the region's exemplary reputation in its confluence of STEM and creative industries and while it is understood across research and innovation agendas that the industrial strategy cannot be achieved unless human behaviour is at the heart of it, demonstrating the value of C1 subjects remains a long-running challenge.

The higher education sector is negotiated by the University and Colleges Employers Association (UCEA). The pay round of 2019/20 is still the subject of a dispute with UCU and The pay round negotiations for 2021/22 will be in March. The board will be updated as events unfold.

The university continues to work to its utmost capacity to support students and their learning/assessment through the pandemic and is being responsive to all external instruction; now able to change track with agility and pace. Governors were updated on activities relating to rent rebates and hardship funds, teaching, assessment, student support, and health and safety. The senior team is more aware than before of the level of both anxiety and hardship being experienced and are supporting students in their lobbying efforts locally and nationally, for example in their response to the All Party Parliamentary Group enquiry into student financial support, and through work with Wera Hobhouse, Bath's MP.

Under the core business update, the vice-chancellor summarised the university's current position on recruitment and retention. There is a very high level of uncertainty around recruitment at present, but Bath Spa could not be in a better position at this stage in the year. The pro vice-chancellor, academic planning, will be providing further detail, with reference to paper G1144. The national student survey is open, but the sector is anticipating the results to reflect students' anxiety about assessments and about the future, and of their overall student experience through the pandemic. The financial forecast, submitted to the Office for Students (OfS), suggests sustainability over a five-year timescale, but the deficit for this year will be larger than forecast in the autumn, as incremental additional costs are incurred, such as rent rebates. The university's relationship with lenders is good, and there are wider proposals in process for longer term reductions in costs.

University-wide, the workload planning model activity is underway, led by M McGuinness. Governors were presented with the data on research grant success over the last three cycles and the board commended J Strachan on the remarkable trajectory for research income. The vice-chancellor emphasised the university is prioritising resource and investment in systems and processes to improve Bath Spa's data analytics that will enhance planning, recruitment and retention. The board will receive an update in respect of BSU London, in late spring, in light of the pending March recruitment.

Student governors believe there is an awareness and understanding of the issue and the university's role in managing it as well as possible across the student body overall, but highlighted the greater impact on creative arts degrees. L Stone reported that the vice-chancellor's clear and frequent communications to students were very well received with the university taking action where it can, for example, through the hardship fund and rent rebates.

The board considered whether a message of support could be issued to the Bath Spa students from the chair of the board of governors. The vice-chancellor will liaise with J Glasspool to agree a preferred way forward.

[VICE-CHANCELLOR]

20/53 A POST-COVID RECOVERY AND RENEWAL PLAN FOR BATH SPA UNIVERSITY (Paper G1142)

The vice-chancellor updated governors on the post-covid recovery and renewal plans. The university signed off a ten-year strategy in 2019 and although the aims and intentions of the strategy remain robust, the medium-term needs to be revisited in light of the pandemic and its consequences. The paper (G1142) set out a three-year plan building on previous work streams but informed and directed by the changes to the education landscape and economic development precipitated by Covid. Four key strands of work will drive the recovery: portfolio and workforce (led by N Sammells and G Andrews), partnerships (led by R Philip), student experience (led by R Schaaf), and financial underpinning (led by P Fox).

The board praised the senior team for the proactive approach and the encouraging plans, acknowledging that much of the work will remain a constant; for example, curriculum review. Governors were made aware of current systems limitations in monitoring student engagement but that the university will look to digital infrastructure as a core requirement moving forward. The review of estates assets and requirements (physical and virtual) forms part of the planning. The medium-term approach provides the context for continued dialogue with the banks; the covenants are the university's primary constraints.

A more detailed, articulated project plan will be presented at the next board meeting, with subsequent papers setting out the rationale and requesting approval for major developments as they arise.

[E Wakelin left the meeting]

20/54 FIVE YEAR FINANCIAL FORECAST 2020/21-2024/25 (Paper G1143)

P Fox presented the five year financial forecast 2020/21-2024/25, as submitted to the Office for Students (OfS) on 29 January 2021. While the forecast is an interim document, prepared before the UCAS applications process closed and pending completion of the medium term plan, its assumptions are reasonable and it demonstrates financial viability and sustainability based on those assumptions, maintaining liquidity and satisfying bank covenants. It builds on the draft 21/22 budget prepared as part of the going concern review and, using the assumptions summarised, extrapolates the financial forecasts to 2024/25. The commentary to support the OfS annual financial return 2020 workbook was included at appendix b. The forecast shows

that, based on the assumptions made, the university is on track to produce modest but over time increasing surpluses, and is able to comply with covenant requirements.

The OfS validation process takes place during February, and P Fox will inform the board should this result in any significant changes. Governors queried the relationship between the student numbers and the fee income. P Fox explained that the jump from 221 to 770 EU students between 19/20 and 20/21 was attributed to UKCBC/ BSU London and that the growth in fee income to 24/25 is higher than the growth in FTEs on account of the change in the fee rate applicable to new EU students from 21/22 onwards from Home to International and an error (which will be corrected in the final version) in the FTE calculation but which was not reflected in the fee calculation. *(Post meeting note: this was subsequently verified by P Fox).*

Regarding pensions, P Fox advised that he is making enquiries with the pension fund for updates. The finance and infrastructure committee has an action to review the position on pensions, which will be discussed further at the next meeting of that committee.

The board approved the contents, attached at appendix a, summarised in the table at 4.1, for submission to the OfS, subject to resolution of any of their verification queries.

(M McGuinness joined the meeting)

20/55 ANNUAL REPORT: UNDERGRADUATE STUDENT RECRUITMENT 2020 & 2021 (Paper G1144)

M McGuinness presented the annual report (G1144) providing the board with an overview of undergraduate recruitment activities and performance during the 2020 entry cycle, Bath Spa's preparations for the current campaign and to provide the first lead indicator of the likely position for 2021.

The university's preparations for the 2021 entry campaign were rapidly rethought in light of the new digitally dominated recruitment landscape, leading to new virtual open days, a new digital-first undergraduate incentive package with emphasis on personalisation and a commitment to mental wellbeing. Bath Spa improved its overall position on 2020 by 20.23% (better than the UCAS competitor set who gained 12.98%) and the university's market capture grew from 0.42% to 0.47% of all applications to 375 institutions using UCAS for undergraduate applications this year.

The paper also highlighted challenges, as reflected in the data, particularly in some of the creative and performing arts disciplines. The learning continues as subject teams and academic planning work to understand what is happening, why and where changes in approach can be taken for the 2022 cycle. While one in five applications are for Bath Spa's new courses, conversions without in person follow up will be difficult. A report is being compiled for the OfS, which will be reported formally to the board. Notwithstanding these unique challenges, the provost referred to the new courses (most of which have a vocational coloration) as having been developed in line with his proposed university curriculum development strategy to 2030, subsequently adopted by academic board and governors in 2018). The data presented here offers early evidence the strategy is working.

Governors thanked M McGuinness for his comprehensive report and look forward to updates in due course.

The board noted the Annual Report of Student Recruitment 2020 and 2021 (G1146).

(M McGuinness joined the meeting)

(S Dawes joined the meeting)

20/56 STUDENTS' UNION ANNUAL REPORT AND ACCOUNTS 2019/20 (Paper G1147)

As required by the Education Act 1994, S Dawes presented to the board the approved Students' Union Annual Report 2019/20 (G1147 appendix a), to provide assurances that the Students' Union (SU) is managing its finances. Governors noted this was the final set of accounts for the former unincorporated charity and that work had commenced on both minor points raised by the auditors, to be completed this year. The overview of SU's governance activities was helpful.

The board received the Students' Union Annual Report and Accounts for 2019-20.

(S Dawes left the meeting)
(J Greaves joined the meeting)

20/57 SUSTAINABILITY AT BATH SPA UNIVERSITY (Paper G1145)

J Greaves provided the board with an overview of sustainability at Bath Spa, including an update on the carbon reduction management plan (CRMP) and on progress towards, and likely implications of, the university's climate emergency declaration and associated net zero carbon target. Bath Spa published its first sustainability strategy (appendix a) and second CRMP (appendix b) in 2018. The paper (G1145) predominantly focuses on carbon reduction going forward.

The themes of the sustainability strategy are: education for sustainability, estate management (including all university operations and CRMP), transport, procurement, health and wellbeing, sustainable financial management and community engagement. The first CRMP, published in 2010, which set out a programme of works to reach a target of 50% CO2 reduction by 2020, was delivered three years early, in 2017. The current CRMP sets out a high level path to net zero emissions by 2030, certified by BSI PAS 2060. This aspiration was echoed and made public in the climate emergency declaration of February 2020, which Bath Spa made jointly with the Students' Union. Reaching the target of net-zero emissions requires five main strands of work:

- continued focus on energy efficiency and building fabric improvements
- installation of new low-carbon heat technology and solar PV
- a steadfast commitment to ultra-high energy efficiency standards for any future new builds and refurbishments
- reduction in business travel and commuting emissions
- offsetting of the remaining emissions in approved, reliable offsetting schemes.

Governors noted that carbon emission impacts and mitigation costs will also be considered as part of significant business decision-making, such as campus expansion and partnership development, and that carbon off-setting is part of the planning. Biodiversity is overseen by estates management. The impact of remote working is currently being researched and the university continues to benchmark across the sector.

Governors were very encouraged by the work to date and supportive of a move toward improving impact. The university's internal auditors have some experience in this regard.

The board supported the strategic direction for the university to consider the implications in future decision-making on Bath Spa's progress towards, and ability to, achieve the net zero carbon target.

(J Greaves left the meeting)

20/58 UNIVERSITY RISK REGISTER (Paper G1146)

The university secretary presented the board with a refreshed university risk register (appendix a), highlighting fifteen risks of which recruitment and financial sustainability remain two of the highest scoring risk areas. The student recruitment risk has reduced slightly due to the positive results in UCAS applications for 2021, as reported by the pro vice-chancellor, academic planning at item 20/55 above. Two new risks have been added, both pertaining to immigration compliance. The register reflects the continuing impact of the coronavirus pandemic as a contributing factor on the risks identified.

The board is ultimately responsible for ensuring the university has a risk register in place. An update on immigration compliance is scheduled to be presented at the audit committee's next meeting (March).

Governors queried the register in the context of the current external environment, including the capacity, resilience and morale of staff, but noted that a recent staff survey would inform some of the mitigations in this area. The vice-chancellor advised that the senior leadership team continues to review the risk register on a quarterly basis.

The board noted the refreshed university risk register, provided at appendix a.

20/59 OTHER ITEMS FOR INFORMATION

Governors noted the minutes of the academic board (27 October 2020), the minutes of the finance and infrastructure committee (9 and 16 November 2020), the minutes of the audit committee (17 November 2020) and minutes of the nominations committee (21 January 2021).

20/60 ANY OTHER BUSINESS

With no other business to report, the chair formally noted the transition of his role to J Glasspool as the incoming interim chair of the board. Governors expressed their sincere thanks to T Jagger for his leadership of the board and his huge contribution to the university during his time as chair and wished him well for his future endeavours.

The meeting closed at 14:40

Terence Jagger
Chair of the Board of Governors
February 2021

Signed as a record of confirmed minutes by:

Mr Terence Jagger
Chair

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

Date: 5 March 2021