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| **CONFIRMED OPEN MINUTES OF THE MEETING HELD ON TUESDAY 7 FEBRUARY 2023** |
| PRESENT: |
| Lord Kerslake, Chair (items 1-9 and 12-17) | Dr Jia Liu |
| Joanna Allen (items 1-7 + 9) | Dr Matt Lilley |
| Gabrielle Berring | Meg Munn, Chair (items 10 + 11) |
| Prof J Bale  | Dayo Oladiti |
| John Cowling  | Prof Julietta Patnick (via Zoom) |
| Angela Foulkes | Matt Parkin |
| Ian Hall | Prof Keith Ridgway |
| Prof Sir Chris Husbands (from item 2) | Giles Searby |
| Sameer Kothari | Jonathan Slater |
| Sabahat Khan | Penny Thompson  |
| IN ATTENDANCE: | AGENDA ITEM |
| Michaela Boryslawskyj, University Secretary | All |
| Richard Calvert, Deputy Vice-Chancellor Strategy and Operations (DVCSO) | From item 2 (via Zoom) |
| Carol Castle, Co-Director Student Recruitment and Admissions | Item 8 |
| Prof Rory Duncan, Pro Vice-Chancellor Research and Innovation | From item 2 |
| Prof Kevin Kerrigan, Pro Vice-Chancellor Business and Enterprise | From item 2 |
| Ryan Keyworth, Chief Finance Officer | From item 2 |
| Janet Onyia, Governance Apprentice, Observer | From item 2 |
| Clair Marlow, Head of Legal Services and Deputy University Secretary | From item 2 |
| Prof David Shepherd, Deputy Vice-Chancellor Academic (DVCA) | From item 2 |
| Cathy Sinclair, Co-Director Student Recruitment and Admissions | Item 8 |
| Prof Chris Wiggington, Pro Vice-Chancellor Global and Academic Partnerships | From item 2 |
| Libby Wilson, Group Director Infrastructure and Change | Item 7 |
| Tracey Goodwill, Board Secretary  | From item 2 |
| APOLOGIES: Dr Claire Ketnor |

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| Minute Ref | Item of Business | Paper Ref  |
| BG/2023-02-07/1 | VICE-CHANCELLOR RECRUITMENT | BG/2023-02-07/P1 Confidential  |
| 1.1 | As had previously been communicated to the Board, Professor Sir Chris Husbands had announced that he would be leaving the University in 2023. Preparations for advertisement of the vacancy, which was a Board Appointment, and search for a successor including work with an Executive Search Firm were being progressed. |
| 1.2 | A confidential minute was recorded. |
| 1.3 | The Board:* + - 1. **noted** the update following the Remuneration Committee’s meeting on 2 February (the Committee is responsible for approving the terms and conditions of employment for the Vice-Chancellor, including determining an appropriate remuneration envelope, as specified in its Terms of Reference).
			2. **noted** the update following the initial meeting on 7 February of the Independent Members of the Board supporting the Selection Panel.
			3. **resolved to approve** the recruitment process and selection panel (as outlined in the paper) for the Vice-Chancellor appointment, in line with the University’s Board Appointment Recruitment and Selection Framework.
			4. A confidential minute was recorded.
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| BG/2023-02-07/2 | CHAIR’S OPENING REMARKS  |  |
| 2.1 | Members of the University Executive Board joined the meeting. |
| 2.2 | On behalf of the Board the Chair:* welcomed Ryan Keyworth (Chief Finance Officer who joined the University on 3 January 2023) to the meeting.
* thanked Simon Taylor (Interim Chief Finance Officer) for his contribution to the work of the Board and its committees.
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| 2.3 | The University is one of the largest providers of Degree Apprenticeships in the country. The Rt Hon Robert Halfon (Minister for Skills, Apprenticeships and Higher Education) had been welcomed to the University earlier and had participated in a roundtable discussion with a group of degree apprentices currently undertaking placements with South Yorkshire businesses. The Minister also met with the Board and the time for discussion was welcomed.  |
| BG/2023-02-07/3 | DECLARATIONS OF INTEREST |  |
| 3.1 | There were no declarations of interest. |
| BG/2023-02-07/4 | MINUTES OF THE PREVIOUS MEETING | BG/2023-02-07/P4 |
| 4.1  | The minutes and confidential minutes of the meeting held on 29 November 2022 were **approved** as a correct record. |
| BG/2023-02-07/5 | MATTERS ARISING/ACTION TRACKER | BG/2023-02-07/P5 |
| 5.1 | The Board **noted** the action tracker.  |
| BG/2023-02-07/6 | OTHER URGENT BUSINESS |  |
| 6.1 | There was no other urgent business. |
| BG/2023-02-07/7 | VICE-CHANCELLOR’S REPORT | BG/2023-02-07/P6 |
| 7.1 | The Board **noted** the report. The Vice-Chancellor highlighted the following: * The continuing national pay and conditions dispute between the University and College Union (UCU) and the Universities and Colleges Employers Association. On 24 January 2023, UCU notified universities of an escalated programme of strike action through February and March. The University’s action planning group continued work to mitigate any impact of disruption by the industrial action.
* The University was undertaking a piece of work to understand and respond to the challenges posed by artificial intelligence platforms, such as ChatGPT. In response to a question, it was reported that the University’s Academic Integrity Steering Group was looking at student assessment processes to ensure that they continued to be robust.
* There had been productive discussion at the evidence gathering session of the Parliamentary Inquiry into Antisemitism in Higher Education which was hosted by the University. The Project Lead had led the session on behalf of the Chair of the Inquiry, Lord John Mann.
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| 7.2 | Governors commented on other developments including:* The new method to determine tuition fee limits for each course year of qualifying higher education courses, based on credits. It was reported that there was work to do to understand the implications for the University of the Lifelong Learning (Higher Education Fee Limits) Bill.
* The Office for National Statistics review of the classification of universities which was planned for late 2023.
* The letter from university mission groups to the House of Commons Education Committee requesting an inquiry into the operation and performance of the Office for Students.
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| BG/2023-02-07/8 | FUTURE STRATEGY PROGRAMME | BG/2023-02-07/P7 Confidential |
| 8.1 | At the Update and Development Day the Board had reviewed the medium- and long-term ambitions of the Transforming Lives Strategy in the context of the current external operating and policy environment. The further income and cost pressures which had emerged since the OfS Financial Forecast in November 2022 and the challenges to be addressed in the short-term to ensure delivery of sustainable, efficient growth were discussed. The University was developing plans to protect and grow income and control costs to present a robust 2023/24 budget for consideration by the Board in July 2023. |
| 8.2 | The Board **noted** the Future Strategy Programme progress report. Overall, the programme delivery anticipated was broadly on track for the Academic Portfolio, Extended Campus, Climate Action and Organisational Responsiveness. The following progress was highlighted:* The Brent Cross Campus development and the procurement process for a partner for online provision. These supported Academic Portfolio diversification in the longer term.
* Improvement in the contribution rates for Higher Degree Apprenticeships and international student recruitment.
* The integration of work on Research and Innovation with the Academic Portfolio.
* Consultation had recently been launched on the Academic Delivery Project. This aimed to establish a consistent and streamlined approach to module delivery to reduce administrative burden and strengthen clarity of expectations to students.
* The University’s ability to quickly respond to areas of growth through effective workforce planning. The initial focus of the next phase of activity was associated with Portfolio re-development.

• The Climate Action Programme linked into the Extended Campus and the Academic Portfolio.  |
| 8.3 | In response to a question about student demand it was reported that the University was working to ensure that its health provision remained attractive to potential students. This was in the context of a fall in applications for health courses nationally and the threats in the external operating and policy environment to recruitment targets. These were out of the University’s control and included cost of living, current national pressures in the NHS and media coverage.  |
| BG/2023-02-07/9 | REPORT FROM THE STUDENTS’ UNION | BG/2023-02-07/P9 Confidential |
| 9.1 | The Board **noted** the report on progress made by the Students’ Union towards its 2025 strategy including performance against key indicators, and the issues raised by students through the student representation work conducted by the Student Officers.The President highlighted:* the summary of Students’ Union National Student Survey 2022 scores in the report from the PVC Learning, Teaching and Student Success in agenda item 6. This was in response to comments at the November meeting.
* students’ concerns in connection with cost of living pressures. It was commented that Government policies were adding to the pressures felt by students. Details about the University’s energy grant which students could apply for, had been published in the Student Digest.
* that student concerns relating to Academic Conduct Panels (ACP) were in connection with how the arrangements for them were delivered and communicated to students. Discussions about this were taking place with the PVC Learning, Teaching and Student Success. It was reported that the University would review its arrangements to ensure that the operation of ACP processes continued to meet students’ expectations and expedited feedback.
* that the Officers’ reports highlighted the volume of work taking place.
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| 9.2 | In response to questions:* the focus of the University’s students’ concerns and those of students in London were compared and the University’s approach to ensure students’ expectations in connection with accommodation costs were realistic was outlined.
* it was reported that the University would be engaging the Students’ Union in discussions about the Brent Cross Campus.
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| 9.3 | The Board noted the University’s intention to move away from using the term BAME where that was possible and subject to meeting external reporting requirements. Proposals on the use of race terminology were being progressed by the Directorate of Human Resources and Organisational Development. |
| BG/2023-02-07/10 | STUDENT RECRUITMENT | BG/2023-02-07/P8 Confidential |
| 10.1 | The first key deadline in the UCAS admissions cycle, in January, allows the University to make an informed assessment of demand and the likelihood of meeting recruitment targets for home undergraduate students. The Co-Directors Student Recruitment and Admissions introduced the report and outlined the performance headlines in the context of the national picture and work to deliver the Transforming Lives Strategy. |
| 10.2 | A confidential minute was recorded. |
| 10.3 | The Board **noted** and discussed the report. A confidential minute was recorded. |
| BG/2023-02-07/11 | TASK GROUP OF THE BOARD: BRENT CROSS CAMPUS |  |
| 11.1 | **The Chair of the Board left the meeting temporarily and the Deputy Chair of the Board took over as Chair.** The DVCSO reported on the following from the 1 February 2023 meeting: * Task Group members and other members of the Board would be visiting the site on 13 February.
* Appointments had been made to the key leadership roles of Programme Director, Academic Director; and Professional Services Director.
* The timeline for phase 2 of the programme included key milestones for portfolio and academic development. It was noted that initial decisions would be required from the Task Group at the end of March on the blueprint of the Hallam offer.

**Post Meeting Note**: An overview of the approach to London Campus branding, the principles of which were agreed by the Task Group, was shared with the Board.  |
| BG/2023-02-07/12 | CHAIR’S REPORT – REMUNERATION COMMITTEE (RC) |  |
| 12.1 | The Chair of RC reported on the following from the 2 February 2023 meeting: * a report on senior staff succession planning and resilience;
* amendments to the constitution of the Remuneration Committee to add the Deputy Chair of the Board as an ex-officio member.
* the annual review of expenses of University Executive Board members which the Committee approved for publication; and
* a report on those individuals whose remuneration package was £100k or more.

**The Chair of the Board re-joined the meeting at this point.** |
| BG/2023-02-07/13 | CHAIR’S REPORT – BOARD OFFICERS |  |
| 13.1 | The Chair of the Board Officers Group reported on the following from the 20 January 2023 meeting: * The challenges shaping the external operating and policy context and, as discussed earlier by the Board in this context, the progress of the Future Strategy Programme. This included the continued negative impact of the Government’s inclusion of international students in net migration figures.
* The progress of Higher Education (Freedom of Speech) Bill.
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| BG/2023-02-07/14 | UNIVERSITY SECRETARY’S REPORT | BG/2023-02-07/13 |
| 14.1 | The Deputy University Secretary presented the report, highlighting key aspects, following which the Board resolved to approve the:1. appointment of each of the following as external co-opted committee members

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| Theresa Spencer | Audit and Risk Committee - 7 February 2023 to 31 July 2026 |
| Carol Bernard | Finance and Employment Committee - 7 February 2023 to 31 July 2026 |
| Janet Onyia | FEC - 7 February 2023 to 31 July 2025 ARC - 1 August 2025 to 31 July 2027 |
| Mohammed Hannan | ARC - 7 February 2023 to 31 July 2025 FEC - 1 August 2025 to 31 July 2027 |

2 amendment to the constitution of the Remuneration Committee to add the Deputy Chair of the Board as an ex-officio member.3 delegation of decision-making powers in relation to the payment of death-in-service benefits (associated with employee membership of National Employment Savings Trust) to the Chief Finance Officer.  |
| 14.2 | The Board **noted**:* that the requirement for delegated authority relating to the Associate Company Investment had ended (as specified in the action tracker - agenda item 4 refers).
* The OfS announcement of its partnership arrangement with National Trading Standards in November 2022, intended to strengthen working relationships and referrals between the organisations and protections for students as consumers.
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| 14.3 | The Board **noted** an update on the progress of the Chair of the Board recruitment process. The Deputy Chair of the Board, as a member and on behalf of the Governance and Nominations Committee (GNC) was overseeing the preparation of the final role description, person specification and associated documents. These documents would be presented to the GNC meeting in March 2023. The Board discussed the recruitment of a Chair. A confidential minute was recorded. |
| BG/2023-02-07/15 | COMMITTEE MINUTES | BG/2023-02-07/14.1 To 14.3 |
| 15.1 | The Board noted the following unconfirmed minutes:• Governance and Nominations – 22 September 2022 • Academic Assurance – 10 November 2022 • Audit and Risk – 14 November 2022 |
| BG/2023-02-07/16 | CORPORATION SEAL | BG/2023-02-07/15 |
| 16.1 | The Board **noted** the report. |
| BG/2023-02-07/17 | ANNUAL BUSINESS CYCLE 2022/23 | BG/2023-02-07/P16 |
| 17.1 | The Board **noted** the outline annual cycle of business and that the next meeting of the Board would be held on Tuesday 28 March 2023 at City Campus. |