

Board of Governors

Minutes of the one hundred and fortieth meeting of the Board of Governors, held on Wednesday 30 November 2022 at 18:00 in MA224 via Teams.

Present:

Ms Angela Spence, Chair
Mr Alan Edwards, Deputy Chair
Mr Amrit Singh, Deputy Chair
Mrs Elaine Siew, Independent Governor
Prof Chris Handy, Independent Governor
Ms Kim Carr, Independent Governor
Mr Ninder Johal, Independent Governor
Mr Chris Woods, Independent Governor
Mr David Ferriday, Independent Governor (after item BG/22/15A)
Ms Kimberly Forlini-Softley, Professional Services Governor
Dr Ada Adeghe, Academic Governor
Ms Tayabah Mahmood, Student Governor
Ms Gagandeep Kaur, Student Governor

In Attendance:

Prof Julia Clarke, Deputy Vice Chancellor
Ms Samantha Waters, Chief Compliance Officer
Mr David Reeves, Interim Chief Financial Officer
Ms Fiona Oakes, Head of Risk & Business Continuity (item BG/22/21 only)
Mr Mark Dawson, KPMG (items BG/22/22, BG/22/23A, BG/22/23B, BG/22/23C only)
Mr Dan Kidd, Director of Registry Services (item BG/22/29 only)
Ms Diane Cook, Head of Corporate Governance
Ms Kate Marchant, Corporate Governance Manager

Apologies:

Mr Peter Price, Independent Governor
Dr Buki Adeyemo, Independent Governor
Prof Ian Campbell, Interim Vice Chancellor

BG/22/15 Membership, Apologies & Declarations of Interest

- i. Mr Woods was welcomed to the Board as Independent Governor.
- ii. Apologies listed above.
- iii. There were no declarations of interest.

BG/22/15A Approval of Appointment of Mr D Ferriday, Independent Governor

- i. It was noted that interviews had been conducted on 21 October 2022 and the panel were unanimous that Mr Ferriday should be appointed Independent Governor.
- ii. **The Board of Governors resolved to approve the appointment and for Mr Ferriday's term of office to run from 30 November 2022 to 31 July 2024.**
- iii. Mr Ferriday joined the meeting and was formally welcomed by the Board as Independent Governor.

BG/22/16 Minutes & Matters Arising

- i. The minutes of 29 September 2022 were agreed as a true and accurate record.
- ii. All actions were not due for completion until March and June.

Part A: Priority Items for Discussion

BG/22/17 Exempt from Publication

BG/22/18 Chair of Finance & Resources Committee Update – Verbal

- i. The following points were raised and discussed:
 - a. A presentation regarding the Cyber Quarter and developments that had taken place so far was given. Prof Pillai had been appointed to the UK Government Cyber Advisory Board run by the Cabinet Office. In addition, The Cyber Quarter team had been awarded a number of awards including the Tech Innovation Champion Award and the University had won Cyber University of the Year Award.
 - b. The Centre had collaborated with organisations in India and had partnered with the largest cyber centre there and signed a Memorandum of Understanding.
 - c. A verbal update on the transformation programme had been received regarding the Mutually Agreed Redundancy Scheme (MARS), VR (Voluntary Redundancy) and the number of positions involved.
 - d. The appeals process had been discussed.
 - e. The Student Recruitment Report had been positive, and the committee had congratulated the team.
 - f. The committee had unanimously approved the early implementation of the national Living Wage increase.
 - g. The committee approved the Terms of Reference.
 - h. It was noted insurance premiums had increased. The University was fully insured, and the committee would receive an executive summary of insurance cover at its next meeting.

BG/22/18A Finance Performance Report

- i. The following points were raised and discussed:
 - a. Finance performance report for the first two months to the end of September 2022.
 - b. The quarter one (Q1) report had been produced to end of October 2022, and would be presented to committees at a later date. The report captured the fee position so far.
 - c. There were assumptions around retention in the fee forecast so it was important retention targets were met.
 - d. Q1 reviews were underway with faculties and major service spend areas.
 - e. The financial performance was on track and the University needed to concentrate on growing income.
- ii. **The Board of Governors noted the report.**

BG/22/19 Student Recruitment Report

- i. The following points were raised and discussed:
 - a. Semester 2 remained positive for UK and International recruitment.

- b. UK UG was on track for April 2023 starters and part time PG recruitment looked strong.

ii. **The Board of Governors noted the report.**

BG/22/20 Exempt from Publication

BG/22/21 Risk & Business Continuity Planning for the Future

- i. The following points were raised and discussed:
 - a. The strategic and corporate risk registers had been reviewed and further meetings with the University Executive Board (UEB) would be taking place.
 - b. The draft business continuity webpages had been updated to include risk management which would go live shortly. They would include procedures and templates.
 - c. Work was being undertaken to produce a video piece for colleagues more widely around risk management to be used in January 2023 with the relaunch of risk and business continuity.
 - d. A review of the policy and terms of reference for Risk Management Group and Business Continuity Group would be undertaken.
 - e. Action plans would be undertaken regarding each corporate risk and reportable to UEB.
 - f. There was a discussion regarding staff involvement, and it was noted that following work with the transformation programme and using the information it would lead to practical, realistic and meaningful solutions.
 - g. It was noted that the risks identified would fall into themes so they could be more easily identified and in the background a share point solution would be put together to filter on risk registers to strategic, corporate and local risk.
 - h. It was noted that work was being undertaken to develop our Health and Safety champions in Business Continuity and they would create their own support networks.
- ii. **The Board of Governors agreed to endorse the proposal.**

Part B: Items for Approval

BG/22/22 Exempt from publication

BG/22/23 Chair of Audit & Risk Committee Update

- i. The update from the Chair of Audit & Risk Committee was noted.

BG/22/23A Annual KPMG Update Report

- i. KPMG presented the update report, and the following points were raised:
 - a. All outstanding areas of work had been completed. It was concluded that the University was a 'going concern'. Challenge and review of the University's forecasts meant KPMG were comfortable the disclosures included in the accounts which were complete.
 - b. It was noted that KPMG had completed their work subject to approval of the accounts and would issue a clean audit opinion in each respect.
 - c. It was noted LGPS liability was reflected now in the accounts.
 - d. Findings from internal audit would be tracked and followed up by Audit & Risk Committee.

BG/22/23B Audit Highlights Memo & Management Letter

- i. The report was noted.

BG/22/23C Statement of Accounts for Year End 2021/22

- i. The following points were raised and discussed:
 - a. The Chief Financial Officer presented the approved version of the statutory accounts for sign off from the Board.
 - b. The LGPS liability was noted, and KPMG were satisfied with the underlying assumption around those calculations and had given a clean report.
- ii. **The Board of Governors resolved to approve the Statement of Accounts for Year End 2021/22.**

BG/22/24 Constitutional Documents

- i. The following points were raised and discussed:
 - a. The constitutional documents had been in development for 18 months which included work on the Scheme of Delegations that had been undertaken. This signalled to the OfS the University had taken governance seriously and had done a full governance review.
 - b. The Instruments and Articles had not changed significantly but the iterative point was the new approach of Regulations for Board which would be further developed over the next 12 months ensuring they work for the Board.
- ii. **The Board of Governors resolved to adopt the Constitutional Documents.**

BG/22/25 Statement of Responsibility

- i. The following points were raised and discussed:
 - a. The Statement of Responsibility was an annual statement. It had been enhanced to add more focus on education. It was CUC compliant and best practice.
- ii. **The Board of Governors resolved to adopt the Statement of Responsibility.**

BG/22/26 Chair of Academic Board Update – Verbal

- i. This item was deferred.

BG/22/27 Chair of Governance & Nominations Update – Verbal

- i. This item was deferred.

BG/22/28 Update Workforce & Culture Committee ToR to include Remuneration Committee

- i. This item would be addressed by email resolution.

Part C: Items for Receipt/Information

BG/22/29 Exempt from Publication

BG/22/30 Audit Committee Annual Report

- i. The following points were raised and discussed:
 - a. Work on the report had taken place over the last 2 years to make it more informative.
 - b. The analysis from the Chair of Audit & Risk Committee was an acknowledgement of the situation the University had been in, and the measures which had been put in place to take the University forward.
- ii. **The Board of Governors noted the report.**

BG/22/31 PREVENT Report

- i. The following points were raised and discussed:
 - a. The report had been circulated at the Safeguarding and PREVENT training which had taken place on 22 November 2022 for Governors.
 - b. There had been seismic changes in the approach to Safeguarding and PREVENT over the previous year. Locally and nationally the University now had a good footprint.
 - c. The annual PREVENT return would be submitted to the OfS on 01 December 2022, as a condition of the University's registration.
- ii. **The Board of Governors resolved to approve the REVENT Report.**

BG/22/32 Exempt from publication

BG/22/33 Any Other Business

- i. There were no items of any other business.

OVC Officers, Student Governors, Head of Corporate Governance and Corporate Governance Manager left the meeting.

A Confidential Closed Session took place.

The meeting closed at 20:50. The next meeting will be held on Wednesday 29 March 2023 at 18:00.