

BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held at 10.00am on Monday, 24 November 2008 in Room 2S703, Frenchay campus

Present: Ray Burton (Chairman), Bob Barnett, Rosamund Blomfield-Smith, Chris Booy, Gillian Camm, Ruth Drysdale, Sherrie Eugene, Dr Jane Harrington, Matt Hughes, Dom Passfield, Professor Bhupinder Sandhu, Lise Seager, Dr Louis Sherwood, Graham van der Lely, Professor Steve West

Apologies: Nigel Costley, Professor Rob Cuthbert, Iain Gray, Rt Rev Barry Rogerson

In Attendance: Bill Marshall (for minutes G08.11.11-20), Katie Owen-Jones, John Rushforth, Chris Wilson (for minutes G08.11.11-15)

Mr Burton and Ms Camm were not present for the first item.

CHAIRMAN AND DEPUTY CHAIRMAN

G08.11.1 The Board was reminded that at its first meeting of the academic year it was to elect or confirm in office a Chairman and a Deputy Chairman. A paper was tabled which set out proposals for those appointments. The proposals were introduced by the Clerk and the Vice-Chancellor.

G08.11.2 Professor Sandhu had notified the Board in July of her intention to stand down as Deputy Chairman before the end of the year. Consequently, the Clerk had sought nominations from Governors for a Deputy Chairman. One nomination had been received. The Board **RESOLVED** to appoint Gillian Camm as Deputy Chairman with effect from 1 January 2009.

Ms Camm joined the meeting at this point.

G08.11.3 The Board was informed that the Chairman, having appointed a new Vice-Chancellor and seen through the purchase of the Hewlett Packard land, had decided that it was timely to hand on the Chairmanship of the Board and intended to stand down from the Board at Easter 2009. He proposed that Ms Camm be appointed Chairman Designate with effect from 1 January 2009, succeeding him as Chairman at Easter 2009. This would allow a handover of responsibilities: Mr Burton intended that Ms Camm would assume the internal management of the Board from January, with him continuing to represent the Board externally until Easter while introducing Ms Camm as his successor. There was a discussion of the proposals, particularly concerns about the potential for confusion during the handover, and the need for continuity and an orderly transfer. The Vice-Chancellor and Ms Camm reported on the discussions that had taken place about the arrangements, which reassured governors.

G08.11.4 Pursuant to Article 8.1, the Board **CONFIRMED** in office Ray Burton as Chairman until Easter 2009 and **RESOLVED** to appoint Gillian Camm as

Chairman Designate from 1 January 2009.

Mr Burton joined the meeting at this point.

MINUTES

G08.11.5 The minutes of the meeting held on 7 July 2008 and notes of the meeting on 30 October 2008 were confirmed as correct records.

Minute G08.11.6 is confidential to the Board.

STRATEGIC ISSUES

G08.11.7 **Strategic Plan and Enabling Strategies:** Received, Paper G08/11/1, a report on progress with implementation of the plan and strategies. The Vice-Chancellor presented the report, reminding the Board of the background to the plan, the four key priorities, and explaining how the Executive was taking matters forward primarily through the planning process. One of the main areas currently being reviewed was taught provision. Areas of excellence and where challenges lay had been identified, and faculty executives were now beginning to address and bring forward proposals for the areas of weakness. The Executive also needed to consider how best to promote those areas where the University excelled in order to enhance UWE's reputation nationally.

G08.11.8 The discussion covered various points:

- the positioning of the University, its brand and reputation;
- the key issue was the size of the University, and governors were reminded that this, and the implications – financial, reputational and academic quality - had already been discussed with them at the awayday;
- that marketing and promotion was to be improved, particularly to focus on key messages. A paper on marketing strategy would come to a Board meeting in 2009;
- the need to push forward on implementing the various strategies that were in place, but also to prioritise to enable staff to concentrate on those that were key for the University.

G08.11.9 It was **AGREED** that there needed to be a further discussion with the Board in the spring of 2009 about the issues around the future size of the University. A paper should be presented to the Board for discussion, including the financial, staffing and other issues.

G08.11.10 **Corporate Planning Statement:** The Board received the draft Corporate Planning Statement, Paper G08/11/2. The Deputy Vice-Chancellor introduced the paper, explaining that it reported on how far the University had met the targets it set for the previous year and set out the corporate priorities for the current year. The Board was content that the statement be submitted to HEFCE.

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2008 AND RELATED MATTERS

G08.11.11 Paper G08/11/3, the Report and Financial Statements, the External Auditors' Highlights Memorandum and Management Letter, and the Management Representations Letter, was received. The Assistant Vice-Chancellor Finance and Commercial Developments presented the accounts and the highlights. It was noted that they had already been considered in

other committees. The Vice-Chancellor commented on the challenges facing the University over the next few years. The University Treasurer reported that the Finance and IT Committee had considered the accounts in some detail, and had raised no matters for the Board to take into consideration. He drew the Board's attention to a number of points, including: future issues of finding capital funding; the drop in net assets; and, the pensions liability.

- G08.11.12 Various matters were raised by members, including: the pensions issue which would be subject of a paper and discussion at a future meeting of the Board; the increase in income from research and overseas student fees; the recent HEFCE audit and possible outcome of further discussions with HEFCE; and, the loan agreement and current thinking about managing this in the future. On this last point, it was important that the University Treasurer and the Finance and IT Committee were kept informed and fully involved in that decision.
- G08.11.13 The External Auditor confirmed the unqualified audit opinion included in the report. The main points from their audit work were drawn to Governors' attention, specifically matters relating to the NHS contract. He also confirmed that the University was financially relatively strong compared with other HEIs. The Audit Committee had received a more detailed report and the Chairman of the Audit Committee confirmed that it had been satisfied with the report and management responses. She commented positively on the management of risk associated with the loan.
- G08.11.14 **Annual Report of the Audit Committee 2007/08:** The Annual Report, Paper G08/11/4, was received and noted.
- G08.11.15 It was **RESOLVED**, on the recommendation of the Finance and IT Committee, that the Report and Financial Statements for the year to 31 July 2008 be approved and adopted. In addition:
- i) the Vice-Chancellor was **AUTHORISED** to sign the letter to KPMG confirming that all material transactions had been disclosed in the financial statements;
 - ii) the Board **APPROVED** the submission of the Audit Committee's Annual Report to HEFCE.

The Chairman thanked all those involved in the production of the Report and Financial Statements, particularly in view of the shorter timetable this year.

Minutes G08.11.16 - 18 and G08.11.19 – 20 are confidential to the Board.

ACADEMIC REGULATORY FRAMEWORK

- G08.11.21 The Board noted that changes had been made to the Academic Regulations by Academic Board and delegated authority to the Chairman to give assent to the changes on its behalf.

STUDENTS' UNION CONSTITUTION

- G08.11.22 Dom Passfield, the Student Representative Council (SRC) President, reported that the Union Executive had been reviewing the Students' Union constitution, which would be completed in time for a revised version to be brought to the next meeting of the Board. The aim had been to ensure that student representation, which was at the heart of the Union's activities, was reflected in and at the forefront of the constitution. The main changes were therefore to

the democratic structure and the Board of Trustees. The Board looked forward to considering the constitution.

- G08.11.23 It was noted that a suggestion had been made at the Finance and IT Committee meeting that, in the interim, a governor might attend Trustees' meetings as it had proved difficult to appoint a representative to the Board of Trustees. That would be taken forward by the Clerk and the Chairman in consultation with the SRC President.

GOVERNANCE ARRANGEMENTS

- G08.11.24 The Board received the final proposals from the review of governance arrangements, Paper G08/11/5. The proposals, which had been discussed at the previous meeting and governors' feedback taken into account, were outlined by the Chairman, including: the committee structure; frequency and timing of meetings; terms of reference and composition; and related revised documents. It was noted that further consultation about the Diversity Committee was proposed.
- G08.11.25 The main item for discussion was the timing of Board meetings. The Clerk reported on the findings from a survey of Governors' availability. It had already been acknowledged that the move to daytime meetings could present difficulties for some Governors. On the basis of the survey findings it was **AGREED** that the Board would in future meet at 3.00pm on Tuesdays. The Clerk would build that into the final version of the committee calendar for the spring and summer terms.
- G08.11.26 The Board **APPROVED**:
- i) the proposals regarding individual committees set out in the paper;
 - ii) the revised schedule of responsibilities and delegations;
 - iii) the revised committee structure and terms of reference and composition of committees, and a student/governor forum;
- for implementation from January 2009, subject to the outstanding consultation necessary.
- G08.11.27 In response to a question, the Vice-Chancellor reminded that Board that it had agreed a set of corporate key performance indicators (KPIs) against which it would measure institutional performance. It was agreed that a schedule of the KPIs and the timing and frequency of reporting against them would be provided to the next meeting.

HEALTH AND SAFETY ANNUAL REPORT

- G08.11.28 Received, Paper G08/11/8, the annual report on health and safety issues.

APPOINTMENT OF PRO CHANCELLOR

- G08.11.29 The Board received a proposal that Dr C Y Leung be invited to accept appointment as a Pro Chancellor of the University, Paper G08/11/9. The Chairman reported that the Chancellor supported the proposal. It was **AGREED** that Dr Leung be appointed as Pro Chancellor for a period of three years. The Vice-Chancellor would extend the invitation on his forthcoming visit to Hong Kong.

BRISTOL POLYTECHNIC CHARITABLE TRUST

- G08.11.30 The Board noted the position regarding appointments to Bristol Polytechnic

Charitable Trust (BPCT) and Wallscourt Foundation, Paper G08/11/10. The Board **APPOINTED** Gillian Camm as an Original Trustee of BPCT with immediate effect.

VICE-CHANCELLOR'S REPORT

- G08.11.31 Noted, Paper G08/11/11, a report from the Vice-Chancellor. The Vice-Chancellor drew particular attention to: the finalisation of the UWE Charter in view of the Student's Union's comments; recruitment - it was too soon to give formal feedback but UWE's position appeared to be in line with others; and, the slides from a presentation to senior staff about his first thoughts on the campus developments over the next few years.

Minute G08.11.32 is confidential to the Board.

CHANCELLOR SEARCH GROUP

- G08.11.33 The Chairman reported on the discussions of the Chancellor's Search Group, including: the outcomes from the recent staff consultation; names considered by the Group; and that initial soundings were now being taken over a long list of candidates, led by Odgers. Governors were invited to make any comments or further suggestions directly to the Chairman.

The Board received a number of documents for information, as follows.

CHAIRMAN'S REPORT

- G08.11.34 Noted, Paper G08/11/12, a report of action taken since the last meeting by the Chairman and others on behalf of the Board.
- G08.11.35 The Board noted the current specific delegations of authority to the Chairman, the Emergency Committee and others (Paper G08/11/13).

COMMITTEES OF THE BOARD OF GOVERNORS AND JOINT COMMITTEES

- G08.11.36 The Board received and noted the unconfirmed or draft minutes of the following meetings (Paper G08/11/14):
Human Resources Committee – 29 September 2008
Estates Committee – 6 October 2008
Joint Diversity Committee – 15 October 2008
Finance and IT Committee – 27 October 2008
Audit Committee – 10 November 2008
- G08.11.37 **Finance and IT Committee:** The Board **APPROVED** minor changes to the University's Financial Regulations as set out in Paper G08/11/14, Appendix D1.

ACADEMIC BOARD

- G08.11.38 Noted, Paper G08/11/15, the minutes of the meeting on 22 October 2008.

CORPORATE SEAL

- G08.11.39 The Board noted documents sealed since the last meeting:
Overage deed related to land at Wallscourt Farm, Hewlett Packard Ltd

Lease and building canteen located adjacent to Building 1 to Hewlett Packard Ltd
Transfer of land and buildings from Hewlett Packard (Ltd) to UWE
Lease of land and building known as Climatology Laboratory at Building 2 to Hewlett Packard Ltd
Land and building known as Building 1 Bristol to Hewlett Packard Ltd
Land and building known as Chemical Store and General Store to Hewlett Packard Ltd

CALENDAR OF MEETINGS SPRING AND SUMMER 2009

- G08.11.40 The Clerk was asked to finalise and circulate the calendar to members as soon as possible.

STANDING AGENDA ITEMS

- G08.11.41 A Governor observed that it had been agreed in July to include two additional standing items for Board meetings: health and safety, and major risks and their management. Those would be included on agendas in future.

OUTREACH

- G08.11.42 Further to the earlier discussions about University positioning, a Governor was keen to see the University engaged more positively with local communities and organisations to demonstrate more clearly the good work that it was doing. The Vice-Chancellor welcomed the support for this important activity. He reminded the Board that the University was heavily engaged in outreach work, particularly in schools, but agreed that more could be done to improve communication locally and to raise UWE's profile in a wider range of organisations.

Meeting closed 1.00 pm.