



BOARD OF GOVERNORS

Minutes of the meeting of the Board of Governors held at 3.00pm on Tuesday, 24 November 2009 in the Dartington Suite, Wallscourt Farmhouse, Frenchay campus

Present: Gillian Camm (Chairman), Bob Barnett, Rosamund Blomfield-Smith, Chris Booy, Dr Jane Harrington, Sonia Mills, Katy Phillips, Rt Rev Barry Rogerson, Lise Seager, Prof Graham Upton, Graham van der Lely, Prof Steve West

Apologies: Sherrie Eugene-Hart, Prof Paul Gough, Iain Gray, Wil Harris, John Laycock

In Attendance: Andrea Cheshire (for minutes G09.11.11 - 13), Bill Marshall, Katie Owen-Jones, Graham Stephens (for minutes G09.11.6 - 10), Chris Wilson (for minutes G09.11.1 - 5), Jeremy Wheatcroft (for minutes G09.11.6 - 10)

It was agreed to adjust the order of business from the agenda.

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR YEAR ENDED 31 JULY 2009 AND RELATED MATTERS

G09.11.1 Paper G09/11/6, 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 Development presented the accounts and highlights. It was noted that the papers had already been considered by other committees. The main highlight was that the financial results for the year had been better than expected in that a surplus had been achieved in spite of a number of unforeseen events. 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 account. He drew the Board's attention to a few points that had been made in the discussion.

G09.11.2 The External Auditor presented the Highlights Memorandum and confirmed the unqualified audit opinion included in the report. The main points from their audit work were reported on, specifically matters relating to the treatment of pensions, the outcome of the HESES audit by HEFCE, the treatment of the acquisition of the HP land in the accounts, and the NHS contract.

G09.11.3 Various matters were raised by governors, including the following.

- Pensions: The presentation of the pensions liability in the accounts that had been raised previously and which, it was suggested, was misleading, though it was acknowledged that the presentation was in line with the accounting standards for the sector. It was important that the Board understood the whole position. The current position regarding the two pensions schemes, the limited control and influence that could be exercised by individual institutions, and the difficulties of making comparisons across the sector were explained. The University had been proactive in engaging with the Avon Pension Scheme and able to exert some influence over the way it was managed. In spite of the difficulties outlined, to act unilaterally on this

issue could put the University at a disadvantage and was not proposed. The Board expected regular updates both on the position for UWE and more general issues for the sector.

- The HEFCE audit of the University's student number returns was also discussed, including: the outcomes and that HEFCE had been satisfied with the responses from the University; that the Audit Committee had received assurance from the internal auditors on the matters raised; and, further action taken as a result. In the context of events elsewhere, it was agreed that it was important that the Board had the information it needed from which to ask pertinent questions and challenge the Executive if necessary.
- HEFCE was due to produce a consultation on its role as Principal Regulator for the sector under the Charities Act. A briefing note would be provided to the next meeting.
- The way in which staff numbers were set out in the report which, though in line with the SORP, might be expanded upon and this year did not appear to reflect the recent voluntary severance scheme.
- In response to questions, some of the figures in the financial statements were also explained. Further detail on some aspects, such as the creditors, was requested in future.

G09.11.4 **Annual Report of the Audit Committee 2008/09:** The Annual Report, Paper G09/11/7, was received and noted.

G09.11.5 It was **RESOLVED**, on the recommendation of the Finance and IT Committee, that the Report and Financial Statements for the year to 31 July 2009 be approved and adopted. In addition, the Board:

- **AUTHORISED** the Vice-Chancellor to sign the letter to KPMG confirming that all material transactions had been disclosed in the financial statements; and,
- **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. It was noted that this was KPMG's last year as the University's External Auditors as they had recently been awarded the internal audit contract, and the Chairman thanked them for their work over the last few years.

Minutes G09.11.6 – 10 are confidential to the Committee.

CORPORATE PLANNING STATEMENT

G09.11.11 The Board received the draft Corporate Planning Statement, Paper G09/11/2. The Director of Business Intelligence and Planning presented the paper, reporting on progress that had been made against targets set the previous year and how the priorities for the current year had been identified from the Strategic Objectives. Points raised included: graduate employability; that a gender equality target for staff, particularly at senior levels, had been raised previously and was still needed; that KPIs were being set at departmental level where appropriate, which would be monitored through performance management processes. The Board was content that the statement be submitted to HEFCE.

G09.11.12 In response to a question, it was explained how the graduate employment statistics were collected as part of a national survey, and the level of detail and comparative data provided. This was regarded by the University as very

important and considerable work was being done to give students opportunities for work-based learning, work placements and to develop employment-related skills, but it would be some years before the results would show in employment statistics. Graduate employment was also dependent on factors outside universities' control, and although intakes could be restricted in particular areas, there was necessarily a delay before the number of graduates reduced.

KEY PERFORMANCE INDICATORS

G09.11.13 An update on performance against the corporate KPIs, Paper G09/11/3, was received. The Director of Business Intelligence and Planning presented the main achievements, and explained those areas where targets had not been met and the further work being done. The discussion covered: the student retention rate, factors affecting it, such as the nature of the student intake, and current activities that were expected to improve retention; the increase in tariff on entry that had already been achieved, how this compared with others across the sector, and the next steps; the benchmarking undertaken by the University; and, that it would be useful to have more detailed KPIs in some areas. Governors thanked the Director of Business Intelligence and Planning for the report, they were pleased to have the information and to be assured that it was being used to inform decisions.

HEALTH AND SAFETY

G09.11.14 Further to the discussion at the last meeting, the Deputy Vice-Chancellor presented a paper setting out progress on developing a new approach to health and safety, including a revised Health and Safety Strategy and an initial action plan (Paper G09/11/5). The main feature of the new approach was establishing and monitoring minimum standards across the institution. It was recognised that this was an urgent matter, but it was also important to ensure through the implementation that there was commitment from the University.

G09.11.15 Members raised a number of issues, including:

- that the Board had agreed that additional resources should be allocated, but the intention to do that appeared now to have changed. It was clarified that an additional appointment had been made in the estates area prior to the previous report to the Board. Once the strategy and action plan had been agreed and piloted, the Executive would be in a better position to identify the nature of the additional resource required to implement fully the new approach;
- the role of the health and safety professionals, the location of responsibility for health and safety in the structure and line management arrangements: How these would change were explained and discussed. It was recognised that the fundamental change lay in the approach and the shift from advice to enforcement, rather than in the location of responsibilities and authority. In future the health and safety officer would be responsible for setting and monitoring standards and would follow up in cases of non-compliance. Governors were of the view that it was vital that non-compliance was picked up early and dealt with quickly and at the appropriate level;
- Governors would require assurance that the new approach was working and that there had been a real change throughout the institution. Implementation would be monitored carefully. It was intended that the approach would be reviewed at the start of the new academic year, and it was agreed that it might be appropriate to involve one or two governors in that review;

- The role of the Board of Governors and the information that the Board would receive, which was not clear in the documentation at present.

- G09.11.16 The Board:
- i) **ENDORSED** the revised Health and Safety Strategy;
 - ii) **AGREED** that the approach to risk would be one of 'reasonable control';
 - iii) expected that the role of the Board of Governors be made explicit in the documentation, and requested a diagram showing the management of health and safety and allocation of responsibilities;
 - iv) asked that further thought be given to: the information that would be provided to Governors including quantitative information; and the inclusion of health and safety in the corporate KPIs, risk management policies and risk register, and other relevant policies and procedures.

GOVERNANCE

- G09.11.17 Received, Paper G09/11/4, initial proposals for reshaping the Board to a smaller membership, meeting more frequently and with a smaller committee structure. The Chairman explained that the aim was to improve the effectiveness of the Board and the decision-making process in the context of fast-moving change both within the University and from outside. Governors were generally content with the proposals, though some concern was expressed about the proposed staff/governor forum, its role and whether it could provide Governors with the breadth of information that would be useful. That proposal would be considered in more detail.

- G09.11.18 The Board **APPROVED** the proposals in principle. More detailed work would be undertaken and consultation with wider groups would take place before final proposals were brought back.

HARTPURY COLLEGE

- G09.11.19 The Vice-Chancellor reported on discussions with Hartpury College about revised agreements which would be considered by the College's governing body before being brought to the Board in Spring 2010. It was confirmed that finalisation of the agreements was not dependent upon plans for the library, currently under review.

MATTERS REFERRED BY ACADEMIC BOARD

- G09.11.20 Received, Paper G09/11/8, changes to the University's Academic Regulations as approved by the Vice-Chancellor as Chair of Academic Board. The Board was reminded that it was required to ratify such changes. The Board **ASSENTED TO** the changes as follows:
- i) revised resit regulations;
 - ii) the terminology used in the regulations to describe students' activities on modules;
 - iii) the regulations relating to proof of posting for assignments.

MATTERS REFERRED BY OTHER COMMITTEES

- G09.11.21 Paper G09/11/9, recommendations from the Finance and IT Committee, was received.
- G09.11.22 The Board **APPROVED** changes to the Internal Financial Memorandum and Financial Regulations as follows:
- i) FIN002: changes to the bank signatories as set out in Paper G09/11/9;

- ii) FIN006 Management of Budget Virements and Budget Variations: introduction of mandatory training for new budget managers;
- iii) FIN007 Limits of Authority and FIN025 Project Approval and Submission: revised budget delegation with regard to research bids as set out.

G09.11.23 As mentioned earlier in the meeting, the Board's attention was drawn to the paper on investment and financing for the campus development considered by the Committee (Appendix 1). The assumptions underlying the various scenarios were briefly described, and the University Treasurer summarised the Committee's discussion. He had felt it important that all members had this overview of the University's financial position and understood fully the need for careful management if the whole plan was to be realised. He noted that the University was particularly vulnerable to external change in a number of areas, such as NHS and other public funding. It was confirmed that individual projects would only be brought forward as long as they could be afforded, and that therefore priorities and phasing would be liable to change. It was noted that there was an opportunity for fundraising particularly relating to an iconic building. Members were pleased to have seen the paper.

G09.11.24 The University Treasurer reported on discussions about the financial information that could be provided regularly to the Board as a whole, using existing reports where possible. Proposals would be considered first by the Finance and IT Committee before being brought back to the Board.

VICE-CHANCELLOR'S REPORT

G09.11.25 Received, Paper G09/11/10, a report on matters recently considered by the University's Senior Management Team.

ACADEMIC BOARD'S ANNUAL REPORT TO THE BOARD OF GOVERNORS

G09.11.26 A paper providing an overview of the key discussions and activities of Academic Board during the 2008/09 academic year, Paper G09/11/11, was received.

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

CHAIRMAN'S REPORT

G09.11.27 The Board noted the current specific delegations of authority to the Chairman, the Emergency Committee and others (Paper G09/11/12).

COMMITTEES OF THE BOARD OF GOVERNORS

G09.11.28 The Board received and noted the draft minutes or reports of the following meetings (Paper G09/11/13):
 Nominations and Governance Committee – 28 September 2009
 Human Resources Committee – 28 September 2009
 Estates Committee – 12 October 2009
 Finance and IT Committee – 9 November 2009.

ACADEMIC BOARD

G09.11.29 Received and noted, Paper G09/11/14, the minutes of the meeting of Academic Board on 28 October 2009.

MINUTES

G09.11.30 The minutes of the meeting held on 6 October 2009 were confirmed as an accurate record, subject to an addition to minute G09.10.12 to record the Board's commitment to additional resources for health and safety.

DATE OF NEXT MEETING

G09.11.31 26 January 2010.

Meeting closed 6.45pm.