

CONFIRMED

BOARD OF GOVERNORS

Minutes of the Board of Governors meeting held on Monday 23 November 2015.

Present: J Body (from G15.11.2); G Camm (Chair); Professor J Craven; R Fraser; Dr M Hagen; R Holmes; D Lamb; M Mason; J McNulty; S Mills; Professor S Neill; J Polson; G van der Lely; Professor S West.

Apologies: C Booy; S Forbes; S Moore.

In Attendance: D Bean; Professor M Boddy (for item G15.11.13); C Gledhill (Deputy Clerk); Professor J Harrington; W Liew; H Lloyd Wildman (Clerk); J Marchant, Mazars (for item G15.11.8); W Marshall; J Midgley (for item G15.11.12); A Weeks (for item G15.11.6).

G15.11.1 Confirmation of Chair and Deputy Chair

Members unanimously confirmed G Camm as Chair of the Board of Governors and S Mills as Deputy Chair.

G15.11.2 Governor Appointments

G15.11.2.1 Following the recommendation of Nominations and Governance Committee members unanimously appointed Jenny Body to the Board of Governors with effect from 1 December 2015 for a period of three years and as a member of the Audit and Risk Committee

G15.11.2.2 Members also noted that J McNulty was now a member of the Audit and Risk Committee.

G15.11.3 Terms of reference

Paper G15/11/01 was received and noted.

G15.11.4 Declarations of Interest

None received.

G15.11.5 Minutes

Paper G15/11/02 was received.

Members **approved** the minutes of the meeting held on 21 July 2015.

ITEMS FOR APPROVAL

G15.11.6 Annual Health and Safety Report

Paper G15/11/03 was received.

G15.11.6.1 Members warmly welcomed the report from the Health and Safety Manager that highlighted that the University remained compliant with legislative health and safety standards.

G15.11.6.2 Members noted the following in particular:

Construction safety

- this remained a priority focus and bi-monthly construction safety performance reports were presented to the Campus 2020 (C2020) Programme Board;

- a change in the Construction (Design & Management) Regulations (CDM) in April 2015 included a greater focus of responsibility on the client; C2020 Board and other key stakeholders had been fully briefed on responsibilities in relation to the revised regulations;

Management of stress at work

- i. Stress Risk Assessments had been completed by all Faculties and Services, following the results of the Staff Survey in January 2015, which had included stress at work questions and had coincided with the launch of the revised 'Management of Stress at Work' standard (HSS08). Actions taking place locally informed an overall UWE Bristol Stress Risk Assessment; some key themes of which aligned with many of the strategic programmes;

Training Compliance

- ii. A central health and safety training programme continued to be available to all UWE staff, in addition to bespoke training. A total of 473 staff had been trained in the year;
- iii. Mandatory staff fire safety training – this must be refreshed every two years and the overall completion rate for 2014-2015 was 99%.

Members commended the excellent completion rate for the mandatory training.

G15.11.6.3 *Auditing/Review*

- i. Audit continued to be a key feature of health and safety activity – most Professional Services were now at 100% action plan completion and Faculties were over 90% (FBL 100%);
- ii. Members were alerted to the fact that the next three-year risk-based audit programme commenced in January 2016 and that the Directorate and the Board would be reviewed.

G15.11.6.4 During further discussion Members noted that:

- i. There had been a 24% increase upon the previous year in the number of accidents and 'near misses' reported which could be attributed to improved awareness of health and safety and the accessibility of on-line reporting;
- ii. The number of more serious RIDDOR reports had also increased from 4 to 9, 5 of which had been the direct result of route diversions due to construction work. A Campus Interface Co-ordinator had now been appointed to complete a comprehensive vehicle-pedestrian interface risk assessment for all campuses;
- iii. There had been a 22% increase in fire alarm activations at UWE campuses, only 6 of which had required attendance by the fire and rescue service. The fire alarm response had improved with 86% of buildings having achieved the 4-minute evacuation time (KPI 91%);
- iv. the assurances provided by a desk-top mapping analysis undertaken of UWE's health and safety policy and associate management system in relation to the recently published guidance 'Leadership and Management in Health and safety in HE Institutions', developed jointly by the USHA, UUK, LFHE¹ and Guild HE. However, future annual reports would include explicit KPI statements and all strategic boards would have health and safety as a standing item on their respective agendas.

G15.11.6.5 Members noted the continuing increase of staff working days lost over the last few years and the reported main cause of which was 'stress', which had amounted to 81% of total days lost (74% previous year). Members questioned if this was due to improvements in how this was measured.

¹ University Health and Safety Association, Universities UK, Leadership Foundation for Higher Education

G15.11.6.6 Members noted that stress-related absence had been included in the previous year's report and prior to that had been captured elsewhere (e.g. within HR reports). Members also noted that the introduction of online reporting and an increased awareness of recording work-related ill health – in particular stress – had led to an increase in the number of reports received.

Members also noted that stress-related absence appeared to be higher among non-academic staff but it was suggested that this was partly due to the fact that absence reporting was better within the Professional Services.

G15.11.6.7 The Vice Chancellor reminded members that the University was going through a significant change process which was impacting upon the Professional Services and some working practices were being challenged. Members were also mindful that stress reported among staff could also be compounded by the current general economic situation.

Members also acknowledged the often unhelpful descriptor provided on GP notes and the challenge this presented in managing returns to work and providing appropriate support for colleagues who had been absent through stress-related illness.

G15.11.6.8 Members questioned whether there was specific questioning around stress in the staff survey. The Health and Safety Manager confirmed that this was the case and added that other HR reports compounded the results of the survey. Members noted that those reports and the findings of the survey would be jointly analysed in order to establish clarity on whether the reported stress was work-related.

G15.11.6.9 Members noted the practice among some staff of attending to emails outside of office hours or on holiday. It was acknowledged that some individuals preferred to keep in contact whilst on leave and Members noted that there was no expectation from the institution upon them to do so.

G15.11.6.10 Members also noted the mechanisms in place to support staff, including guidance on work-life balance, coaching, access to stress counselling and a free, confidential 24hr telephone helpline.

G15.11.6.11 The Board requested that the data in the 'personal injuries' table be disaggregated and that additional information in relation to trends, root causes, actions and any benchmarking data be provided.

It was **agreed** that the modified table be circulated to Members before the next meeting in March 2016, when a decision would be made whether or not to present it formally to the Board for consideration.

ACTION: Health and Safety Manager via the Deputy Clerk

G15.11.6.12 The Chair thanked the Health and Safety Manager for their work and reiterated the strong support of the Board of Governors. Members **approved** the signing of the annual Health and Safety Policy Statement by the Chair and the Vice Chancellor.

The Health and Safety Manager left the meeting.

G15.11.7 Annual Report of the Remuneration Committee *Paper G15/11/04 was received.*

G15.11.7.1 Members noted that the late submission of outstanding expenses data was in the process of being collected. It was confirmed that there was a cut-off time limit for the claiming of expenses.

Mr J Marchant, Director, Mazars, joined the meeting.

G15.11.8 Annual Report and Financial Statements for the year ending 31 July 2015 and Auditors' Completion Report.

Paper G15/11/05 was received.

G15.11.8.1 Members received a report from the Director of Finance and Planning in which he highlighted that:

- i. the University had made a surplus of £14.3m, against a £9.1m forecast;
- ii. cash generated from operations was £29.5m for the year and budgetary control within individual faculties and Services remained strong with the Faculty of Arts and Creative Industries exceeding its forecasted budget by £1.9m, although the Faculty of Business and Law had under-recruited against its stretched target;
- iii. the University had passed the covenant tests of its two lending banks – Lloyds and European Investment Bank (EIB) – with significant headroom;
- iv. increases in staff numbers were targeted to strategic areas of the University, including the Faculties of Business and Law, Engineering & Technology (FET) and Health and Applied Sciences (HAS), as well as the support areas of Student Partnership Services and Academic Services;
- v. the number of staff had increased marginally, and would continue to do so in order to support the student experience at the institution;
- vi. Bad debt provision – significant activity had continued in order to reduce the provision made for student debt through non-payment of Student Loan Company (SLC) funds, the outstanding debt for which had been reduced to £1.5m (£3.2m in 2014).

G15.11.8.2 The External Audit Director thanked University staff for their co-operation and noted that the audit had progressed well. He led Members through the key risks identified in the audit work, namely:

- i. SLC – it was evidenced that UWE management had invested a lot of time to this matter and the External Auditors were happy with the process adopted;
- ii. Capital Projects – the External Auditors were also satisfied that all projects had been recognised within the accounts in accordance with accounting standards and policies. Discussions over the useful economic life of D Block had taken place and an adjusted misstatement was included in Section 5 of the report;
- iii. Significant transactions – the disposal of St Matthias campus and the purchase of Bush House (Arnolfini) – had both been treated correctly in the accounts.

G15.11.8.3 Members also noted that there were no materially significant adjustments to the accounts.

G15.11.8.4 Members noted the recommendation that in preparation for FRS102, the University's Register of Interests/Related Parties should be extended to include senior staff members. This had been discussed at the recent meetings of the FEIT Committee and the Audit and Risk Committee.

G15.11.8.5 Members also noted that 'senior staff' had been defined at the FEIT Committee meeting as being members of the University's Directorate.

The Chair reminded Members of the declaration of interests as a standing item on all Board and committee agendas.

G15.11.8.6 Members discussed the University's strong financial performance in relation to the Grant Thornton review of financial health in the HE sector which was recently circulated and questioned whether there was a risk of funding claw-back.

G15.11.8.7 Members noted the Vice Chancellor's response that this was not the case and that the sector consisted of more than 130 universities, each of which had different and

particular financial circumstances. Members endorsed the Vice Chancellor's comments that UWE's strong financial performance would assist in withstanding cuts anticipated from the forthcoming Comprehensive Spending Review on 25 November 2015.

Members noted that the reported surplus would appear substantially less through FRS102, because of the nature of the accounting standard.

G15.11.8.6 Members were reminded that the report and financial statements had been scrutinised at Finance Estates and IT Committee as well as Audit Committee and noted that both had endorsed the accounts to the Board of Governors for approval.

G15.11.8.7 The Board thanked the Director of Finance and Planning and the External Auditors for their work, and the members of the FEIT Committee and the Audit and Risk Committee and **approved** the annual report and financial statements, representation letter and the annual assurance return for signature by the Chair and the Vice Chancellor, on behalf of the Board.

Members noted that the Deputy Clerk would produce a 'signposting' document to indicate where and how the Board gained its assurances and that in future years this would be presented when the financial statements and the annual report of the Audit and Risk Committee were considered.

Mr Marchant left the meeting.

G15.11.9 Annual Report of Audit Committee 2014/2015

Paper G15/11/06 was received.

Members welcomed an update from the Chair of Audit Committee confirming that in the Committee's opinion assurance could be taken that there were appropriate arrangements in place for:

- i. risk management, control and governance;
- ii. economy, efficiency and effectiveness (value for money)
- iii. the management and quality of data submitted to HESA and HEFCE.

Members **approved** the report for submission to the Funding Council.

ITEMS FOR DISCUSSION

G15.11.10 QAA Higher Education Review October 2015

G15.11.10.1 The Deputy Vice Chancellor and Provost briefly outlined the QAA institutional review that had taken place the previous month and reported that the confidential outcome letter had been received recently from the QAA, the key highlights of which she shared with the Board.

Members noted that receipt of the draft report was expected on 26 November 2015.

G15.11.10.2 The remainder of this item is recorded as a confidential minute.

G15.11.11 Hewlett Packard Report

Confidential Paper G15/11/09 was received.

This item is recorded as a confidential minute.

The Pro Vice Chancellor, Student Experience arrived at the meeting.

G15.11.12 Prevent Agenda

Paper G15/11/08 was received.

G15.11.12.1 Members received an update from the Pro Vice Chancellor, Student Experience about the new Prevent Duty, including the actions being taken by the University to ensure compliance and the arrangements for monitoring.

G15.11.12.2 Members noted in particular that:

- i. the responsibility for ensuring compliance with the Duty rested with the Board of Governors;
- ii. the University was dealing with this as a safeguarding issue and a pragmatic approach had been facilitated, in line with Human Rights and Freedom of Speech policy, through a positive working relationship with the Students' Union – an approach which the Board endorsed;
- iii. the University was in the process of reviewing its existing policies. An emerging key action was the creation of a robust External Speakers Policy and this was currently being developed;
- iv. HEFCE was the monitoring body and guidance that was due to be issued the previous week had been delayed, therefore the sanctions for non-compliance were not yet clear although were anticipated to be financial, TEF-related and Tier 4-related;
- v. The University was working closely with the local counter-terrorism police, who were also represented on the Prevent Task and Finish Group and would continue to meet on an annual basis. The institution's risk assessment (required by the monitoring body) would reflect this;
- vi. There was a data sharing agreement in place between UWE and the police;
- vii. The risk assessment and an action plan would be brought to the Board once completed;
- viii. The importance of aligning necessary actions with the culture of the University;
- ix. There was a need for further guidance on the extent of the University's responsibility in terms of its international and placement partners, as this would be more difficult to govern;
- x. University Vice Chancellors were legally accountable and it would be prudent to seek and share the experiences of other institutions;
- xi. There were challenges presented by the internet:
 - a. It was not possible to apply a system capable of filtering internet views to the required extent
 - b. Students were intelligent adults, not minors, and there was a need to establish a balance that respected freedom of speech and legitimate research and protected the vulnerable.

Members agreed that the Prevent Duty be included in the Away Day Programme and that a representative from the LFHE or another institution be invited to attend to share their knowledge and experience.

ACTION: Deputy Clerk

G15.11.13 UWE: Research Strategy 2020

Paper G15/11/07 was received.

G15.11.13.1 The PVC, Research and Business Engagement provided Members with an outline of the Research Strategy 2020, approved by Academic Board on 16 September 2015.

G15.11.13.2 Members noted that:

- i. the strategy had been developed following consultation with Faculties and research centres and it provided a framework for the research implementation plans of the four Faculties;
- ii. benchmarking –
 - a. a set of 10 key research metrics had been developed, two of which

- were already included in the University Corporate Scorecard:
- i. external research funding secured
 - ii. postgraduate research completions
 - b. appropriate targets would be agreed with individual Faculties as part of the annual planning process;
 - c. there was limited comparative data between the Research Excellence Framework (REF) rounds in relation to performance against other universities, although analysis commissioned with Tribal indicated that UWE's research income was comparatively higher and costs lower, with a spend of just under £5m over and above research grants received;
 - iii. since January 2014, the University had won over 600 bids in relation to research and knowledge exchange projects;
 - iv. strategic direction –
 - a. UWE's aim was to be the best-placed comprehensive University Alliance HEI in terms of overall THE league table placings in the REF 2020. The University had undertaken a great deal of modelling work and this ambition was considered to be achievable;
 - b. Research judged to be of mediocre standard would not be submitted;
 - c. Targeted investment in 'new blood' appointments, new professorial appointments and in the Professorial Leadership Development Programme and an increased focus on targeted staff training, mentoring and development opportunities for current staff;
 - v. Teaching and learning –
 - a. Research was one of the four 'pillars' that supported Learning 2020;
 - b. Excellent research with impact would enhance the quality of the teaching and learning experience and graduate employability.

G15.11.13.3 During discussions, Members further noted the following:

- i. Funding – benchmarked against similar institutions, the University achieved significantly lower funding than those who had invested more into research activity;
- ii. Research governance – robust documents were now in place;
- iii. The freedom of academics to undertake research, but with the proviso that this activity was both affordable and relevant;
- iv. Focus would be placed upon more successful areas of research, e.g. Allied Health (placed 17th in the country in the 2014 REF) and Media (placed 34th);
- v. Strategy 2020 contained explicit references to 'applied research' and 'research with impact' that were modelled out in the Faculty implementation plans;
- vi. The University had pockets of world class research:
 - a. Bristol Robotics Laboratory (RBL) was working in collaboration with UK and international institutions
 - b. UEZ – would focus upon engaging with new businesses more broadly in terms of applying various technologies in different environments;
 - c. Innovative research in relation to renewable energies, clean water, assisted living technology, etc. but only a handful of areas could be supported;
 - d. Assisted living technology research could be a potentially major area for UWE;
- vii. Dialogue was ongoing with the Wallscourt Foundation about investment in a Research Chair, Fellows, etc.

Members **agreed** that these matters form part of discussions at the Governors' Away Day in March 2016.

ACTION: Deputy Clerk to include on the Away Day Programme

REPORTS

G15.11.14 Staff Voice Group

G15.11.14.1 Members noted that the University was improving communications with staff between meetings of the Group and were referred to the tabled document 'Strategic Update' which included updates on the four strategic programmes and a helpful summary of discussions that took place at the most recent meeting of the Staff Voice Group.

Members also noted that the document would be emailed to Governors henceforward.

ACTION: Deputy Clerk

G15.11.14.2 Student Governor Forum

Members also received an update from the Student Governor on the recent meeting of the Student Governor Forum and noted with pleasure that UWESU officers had found this to be a valuable opportunity for the sharing and discussion of news and relevant issues with Board Members.

Members were encouraged to attend a future meeting of the Student Governor Forum if possible.

G15.11.15* Strategic Planning and Performance Committee

Paper G15/11/10 was received and noted.

G15.11.16* Annual Report of the Academic Board to the Board of Governors

Paper G15/11/11 was received and noted.

G15.11.17* Capital and Major Projects Programme

Paper G15/11/12 was received and noted.

ITEMS TO NOTE

G15.11.18 Vice-Chancellor's Update

Paper G15/11/13 was received and noted.

The Vice Chancellor drew Members' attention to the following:

G15.11.18.1 HE Green Paper 'Fulfilling our Potential: Teaching Excellence, Social Mobility and Student Choice'

Members noted that the University was preparing a response to the HE Green Paper and that this would be considered by Academic Board at its meeting on 16 December 2015 and shared with the Board of Governors.

ACTION: Vice Chancellor

G15.11.18.2 Vice Chancellor's Annual Address

Members noted that the Vice Chancellor's address which was delivered to University staff on 11 November 2015 was available to view online.

G15.11.19* Governor Attendance 2014/2015

Paper G15/11/14 was received and noted.

G15.11.20* Minutes of Board Committees and Academic Board

Paper G15/11/15 was received and noted.

G15.11.21* Corporate Seal

Paper G15/11/16 was received and noted.

G15.11.22 Reward and Recognition

Confidential Paper G15/11/17 was received.

G15.11.22.1 Members noted that the proposals outlined in the report had been considered by the Strategic Planning and Performance Committee at its meeting on 22 October 2015 and were recommended to the Board for approval.

- G15.11.22.2 The Board **approved** the following:
- i. the creation of a central budget for honorarium payments to the value of £150,000 per annum;
 - ii. the development of a scheme through which payments were managed centrally and made once a term, twice a year or annually in a formal review of honorarium nominations;
 - iii. the introduction of an organisational bonus scheme based upon the organisation having met pre-agreed KPIs with the bonus managed at a Faculty and Service level and to be used for a celebratory event.

G15.11.23 ANY OTHER BUSINESS

G15.11.23.1 UWE Stadium Sub-Group

Members were notified of the requirement to establish a small group of Governors to consider/monitor developments as they unfolded in relation to the Stadium matter.

Members noted that the Group would not have decision-making authority and that in the event of a decision being necessary, an emergency meeting of the full Board of Governors would be convened.

ACTION: Members wishing to express an interest in joining the Group were requested to contact the Deputy Clerk.

G15.11.23.2 Membership of Governors' Ethics Forum

Members were reminded to notify the Deputy Clerk of suggested suitable candidates for membership of the Ethics Forum.

G15.11.24* DATE OF NEXT MEETING

16th(pm)-17th March 2016 – Board of Governors Away Day, Bowood House (including Board meeting)