

BOARD OF GOVERNORS

Minutes of the Board of Governors meeting held on Wednesday 20 November 2019.

Present: Sonia Mills (Chair), Richard Bacon, Jenny Body, Professor John Craven, Rob Fraser, Richard Holmes (to G19.11.11.5), David Lamb, Clive Lewis, Grant Mansfield, Mark Mason, Professor Jane Roscoe, Professor Steve West, Kalpna Woolf, Denis Woulfe,

Apologies: Precious Onyenekwu Tatah, Aylwin Yafele, Christine Gledhill,

In Attendance: Jodie Anstee, Clerk, Professor Martin Boddy (from G19.11.9 to G19.11.11.9), Professor Jane Harrington (from G19.11.5.5 to G19.11.7.7), William Liew, Jo Midgley, Joanna Wallis (minutes), Professor James Longhurst (for item G19.11.11)

G19.11.1 RESERVED BUSINESS

This item is recorded as a confidential minute.

G19.11.2 MEMBERSHIP AND APOLOGIES

G19.11.2.1 Apologies were noted as set out above.

G19.11.2.2 Members asked the Clerk to consider ways of reducing the amount of hard copy papers presented to the Board of Governors.

ACTION Clerk to the Governors

G19.11.3 DECLARATIONS OF INTERESTS

None received.

G19.11.4 MINUTES AND MATTERS ARISING

Paper G19/11/02 was received.

G19.11.4.1 Members **approved** the minutes of the meeting held on 24 September 2019.

G19.11.4.2 Deputy Chair Role (G19.09.1.5 refers)
Members noted that the Deputy Chair of the Board role description and REMCO terms of reference had been updated to reflect the new chairing arrangements for the Committee.

G19.11.4.3 Members warmly welcomed and **approved** David Lamb's nomination as Deputy Chair for a period of office of three years.

G19.11.4.4 Strategy 2030 themes (G19.09.5.23 refers)
Members noted that details of the Strategy 2030 themes for Governor engagement had been circulated to Members for consideration.

G19.11.4.5 Health and Safety statement (G19.09.9.11 refers)
Members noted that the Chair and Vice-Chancellor had signed the H&S Policy Statement.

G19.11.4.6 Modern Slavery and Human Trafficking Statement (G19.09.10.2 refers)

Members noted that the Vice-Chancellor had signed the Modern Slavery and Human Trafficking Statement for publication on the University website.

ITEMS FOR APPROVAL

G19.11.5 Annual Report and Financial Statements for Year Ended 31 July 2019 and Auditors' Completion Report and Financial Forecasts to 2023/24 *Paper G19/11/03 was received.*

- G19.11.5.1 Members noted that the Annual Report and Financial Statements had been considered by both the Finance, Estates and IT (FEIT) Committee (from financial controls and management perspective) and the Audit Committee (examination of accounting standards used in preparing the accounts); both Committees had endorsed the accounts to the Board of Governors from these perspectives for approval.
- G19.11.5.2 Avon Pension Fund
The Chief Financial Officer advised Members that the triennial valuation of the Avon Pension Fund (APF) as at 31 March 2019 had now been received. Better than expected investment returns had confirmed a reduction in the University's share of the scheme deficit to £25.8m. He advised that while this was a substantial and actual reduction, it would not have a bearing on the statement of accounts being considered, which were based on the FRS 102 accounting valuation methodology.
- G19.11.5.3 Guaranteed Minimum Pension (GMP) equalisation case
Members noted that the Audit Committee had requested that details of the case be highlighted to Members. Members noted that, in their report, the External Auditors had highlighted that the case may have an impact on the Avon Pension scheme and recommended that a charge should be included in the accounts. The Chief Financial Officer had received separate actuarial advice from Mercer, who had advocated that a provision was not necessary at this stage. The Audit Committee Chair confirmed that Committee Members were satisfied with this advice and that the proposed charge by the Auditors was not material for the current year but advised that it may be necessary to consider the inclusion of a charge in subsequent years.
- G19.11.5.4 Financial Statements
Members noted that the financial statements showed a strong performance, despite the significant variations to budget due to the APF (McCloud) and University Superannuation Scheme (USS) additional pension costs.
- Members asked for details of the net assets as set out in the financial statements. Members noted the sum represented the assets (such as land and buildings) and cash held by the University. Should any funds be required in the short term, they could be drawn from the cash and financial investments and the realisable assets. Members noted that the "reserves" part of the balance sheet represented how the net assets were funded.
- G19.11.5.5 The DVC & Provost joined the meeting.
- G19.11.5.6 Auditors' Completion Report
Members sought assurance on the work of Mazars as the External Auditor for the University, in the light of some media coverage of regulatory issues.
- The Chair of the Audit Committee advised that Committee Members had considered the quality of the audit and had been satisfied with the quality of work. The Committee Chair further noted that the external audit contract was re-tendered regularly, most recently two years ago.

Members further noted that benchmarking information on audit quality was available publicly.

The Chair of the Audit Committee advised that the University's financial statements were relatively straightforward, being net cash rather than net borrowing, and without any bonds. Members noted that if the University had more complex financing arrangements, a different approach to the tender process would be advisable.

- G19.11.5.7 The Chair of the Audit Committee advised that the Committee Members had held a session with the External Audit team, and had held a further session without University officers being present. He noted that the External Audit Report raised no serious issues, and it had been agreed that the External Audit team did not need to present their report to the Board of Governors in person. The External Auditors were satisfied that the University remained a going concern. The Committee Chair noted that Committee Members had asked for some minor changes to the text of the report, which had been agreed by the External Audit team.
- G19.11.5.8 The Board **approved** the annual report and financial statements 2018/19, and the Management Representations letter for signature by the Vice-Chancellor, on its behalf.
- G19.11.5.9 Members noted the External Auditors' Completion Report.
- G19.11.5.10 Financial Forecasts to 2023/24
The Chief Financial Officer advised that the Finance, Estates and IT Committee had considered in detail an earlier version of the Forecasts. The Forecasts return was now in the format issued by the Office for Students (OfS) on 28 October.
- He noted that the Forecasts projected a modest rise in student numbers, based on upward demographic changes, the Engineering Building coming into operation and growing the degree apprenticeships offer. He highlighted the importance of keeping expenditure in line with the student numbers forecast.
- G19.11.5.11 Members questioned the rise in EU students predicted in the Forecasts, given the likelihood of Brexit occurring soon. The Chief Financial Officer noted that EU students included those from Ireland who were likely to continue to come to the UK. The PVC, Student Experience noted that current EU student numbers had continued to rise, but once the funding was removed, this was likely to change. The Forecasts had taken account of these changes.
- Members noted that the number of EU students was a small proportion of the total student numbers.
- G19.11.5.12 Members noted a recent media interview with Philip Augar, whose report was being considered by the Government, in which Mr Augar suggested that universities could make efficiencies to absorb a reduction in tuition fees.
- The Vice-Chancellor advised that any efficiencies made in the Higher Education sector would not be sufficient to meet the funding loss from the Augar proposals.
- G19.11.5.13 The Board **approved** the Financial Forecasts to 2023/24 for submission to the OfS.
- G19.11.5.14 Annual Assurance Statements
The Board considered and **approved** the 2019 Annual Assurance Statements (Assurance and Research) for submission to the OfS.

G19.11.5.15 UWE Students' Union (UWESU) Annual Report and Financial Statements for the year end to 31 July 2019.

Members noted the audited financial results of the UWESU for the year-end 31 July 2019.

G19.11.6 Annual Report of Audit Committee 2018-2019

Paper G19/11/05 was received.

Members considered and approved the report for submission to the Office for Students as part of the annual accountability return.

G19.11.7 Annual Statement of Academic Assurance and Annual Report from Academic Board to the Board of Governors

Paper G19/11/06 was received.

G19.11.7.1 The Chair welcomed the DVC & Provost to her last meeting of the Board of Governors.

G19.11.7.2 The DVC & Provost noted that the draft report had been examined in detail by the Chair of the Strategic Planning and Performance Committee (SPPC), and by SPPC Members at their meeting on 15 October and had been recommended for approval.

She advised that the report set out the assurances required by the OfS in relation to academic standards, and identified the evidence received by the Board of Governors to demonstrate the effectiveness of the University's approach. The report included an action plan, which would be monitored by the Academic Board during 2019/20.

She further noted that final details not available at the time of the SPPC meeting had now been included in the report.

G19.11.7.3 Members questioned the information contained in Appendix F of the Academic Assurance report (Subject level TEF: distance to gold based on pilot data). The DVC & Provost noted that the final details of the Subject level TEF assessment process were still awaited. This analysis represented the University's own modelling of how individual subjects might perform using the criteria from the pilot study. Using this analysis, the DVC & Provost noted that a number of courses at UWE Bristol were expected to obtain a Gold rating for the Subject level TEF, but not all courses had been assessed at that level. She advised that the Subject level TEF did not currently have a direct bearing on the institution level TEF assessment which was conducted separately.

G19.11.7.4 Members noted recent concerns raised in the media that degree outcomes were being boosted through grade inflation. Members asked for assurance on the recruitment and training of UWE Bristol's external examiners so that, in turn, the Board of Governors could be assured that the University's own degree outcomes could be verified and assured. The DVC & Provost gave some details of steps taken to ensure external examiners were appropriately trained, and advised that Academic Board also considered an annual report on the functioning of the External Examiner process. She noted that UWE Bristol's external examiners had verified their confidence in the University's degree outcomes. She also advised that Faculty Deans are required to report to LTSEC and Academic Board on this area.

G19.11.7.5 Members noted that the University's good honours degree outcomes compared well with other institutions. The DVC & Provost noted that the University had been careful to avoid unexplained grade inflation. However, she further noted that league tables included weightings in favour of good honours results.

The Vice-Chancellor gave details of an alternative approach to degree outcomes, which could be considered by the sector, which used transcripts to show the content of modules and marks achieved. He further emphasised the importance of ending the attainment gap of BAME students. If the gap were successfully eliminated, there should be an increase in the numbers of BAME students with good honours degrees, with a consequent overall increase in the numbers of good honours degrees.

G19.11.7.6 Members **approved** the Annual Academic Assurance Report and action plan.

G19.11.7.7 At the conclusion of this item, Members gave the DVC & Provost their best wishes for her future career as Vice-Chancellor of the University of Greenwich and thanked her for her service to the University.

The DVC & Provost left the meeting.

G19.11.8 Compliance with the Prevent Duty 2018-2019

Paper G19/11/07 was received.

G19.11.8.1 The PVC, Student Experience presented the draft accountability return to the OfS on the Prevent Strategy. The return included the following items:

- OfS Prevent Duty Monitoring Accountability and Data Return 2019
- UWE Bristol Prevent Duty Risk Assessment
- Annual report of safeguarding cases (incorporating Prevent).
- Annual Statement of Accountability to the OfS

She took the members through the key points of the return and noted that Safeguarding and the Prevent Strategy had both been covered in some detail at the Information Event for Board Members on 24 September.

She noted that the Prevent return to the OfS followed a standard format, and included general wellbeing information not related to the Prevent agenda. She advised that one event had had to be cancelled during the year under the External Speakers policy and confirmed that it had not been related to the Prevent duty; the event had presented high security risks and insufficient notice had been given to arrange the modifications required to ensure the safety of the speakers and attendees. The External Speakers Policy had now been changed to clarify the need for high profile events to be planned with sufficient time to ensure appropriate security measures are in place.

G19.11.8.2 Members questioned the number of staff who had received induction Prevent training, and broader safeguarding training and noted that it was higher than the number of staff who were key to Prevent delivery. The PVC, Student Experience advised that the University had chosen to train more staff than was required by the OfS.

G19.11.8.3 Reporting of racial harassment

Members asked whether the training covered racial harassment and noted the publication of a report by the Equalities and Human Rights Commission (EHRC) – ‘*Tackling racial harassment: universities challenged*’, which suggested that the incidence of racial harassment at universities was much higher than official reports suggested.

Members noted that the Vice-Chancellor would circulate the report to Members and would be considering what actions the University should take in the light of the report.

ACTION Vice-Chancellor

Members further noted that the findings of the report would be followed up through the Equality, Diversity and Inclusivity item at the SPPC meeting on 21 January 2020.

G19.11.8.4 The PVC, Student Experience noted that if activities of racial harassment were expressed through radicalised language/actions, this would be dealt with through the Prevent Strategy. Otherwise, such activities would be dealt with as a student conduct issue, under the Student Conduct policy. She further noted that Report and Support could be used to report any concerns, which would be followed up through the Student Conduct Policy, - or through the Prevent process if there were elements of radicalised behaviour.

G19.11.8.5 Members noted the importance of the Whistleblowing Policy as part of Safeguarding at the University and further noted that the policy had recently been reviewed, and that any Whistleblowing reports received were reviewed by the Audit Committee.

G19.11.8.6 Members **approved** the Prevent submission to the OfS.

G19.11.8.7 Prevent Annual Accountability Statement to the Office for Students

Following full and careful consideration of the information provided, Members **approved** the following declaration for signature by the Chair:
Throughout the year and up to the date of approval, the University of the West of England:

- has had due regard to the need to prevent people being drawn into terrorism (the Prevent duty).
- has provided to OfS all required information about its implementation of the Prevent duty.
- has reported to OfS in a timely way all serious issues related to the Prevent duty, or now attaches any reports that should have been made, with an explanation of why they were not submitted.
- has reviewed, and where necessary, updated its Prevent risk assessment and action plan.

G19.11.9 Research Integrity Annual Report

Paper G19/11/08 was received.

The PVC, Research & Enterprise joined the meeting.

G19.11.9.1 The PVC, Research & Enterprise took the members through the key points of the report and highlighted the following:

- The report covered the period 1 August 2018 to 31 July 2019 and reported on whether the University had identified any risks with its compliance with the Concordat to Support Research Integrity (2012).
- The report provided assurance to the Board of Governors that appropriate procedures were in place for ethics, animal welfare, human tissue and research data management. All procedures were operating effectively.
- One case of misconduct (plagiarism) had been concluded during the period of the report.

G19.11.9.2 Members asked for assurance that the University's procedures had been the means of identifying the case of misconduct. The PVC, Research & Enterprise confirmed that this was the case, via the University's use of an anti-plagiarism software.

G19.11.9.3 Members asked for details of how research students safeguard data, and how they are made aware of the ethics procedures which cover their work. The PVC, Research & Enterprise noted that the Audit Committee had recently received a report on the implementation of mandatory Research Ethics training for academic staff engaged in research, both externally grant-funded or undertaken as part of their

internally allocated workload. He confirmed that this requirement also applied to research students, and undergraduates doing dissertation research.

- G19.11.9.4 Members noted the contents of the report, **approved** the publication of the report, and **confirmed** that no risks have been identified, through the report, in terms of compliance with the Concordat.

Members approved the report for publication and for the Accountability Return to be made to the Office for Students

G19.11.10 Annual Report of the Remuneration Committee

Paper G19/11/09 was received.

Members noted the annual report and **endorsed** the Committee's approach to remuneration detailed therein.

ITEMS FOR DISCUSSION

G19.11.11 Petition to the Board of Governors to declare a Climate and Ecological Emergency

Paper G19/11/10 was received.

The Assistant Vice-Chancellor, Environment and Sustainability joined the meeting.

- G19.11.11.1 The Assistant Vice-Chancellor, Environment and Sustainability gave an overview as follows:

- A request had been sent to the Board of Governors on behalf of staff and students who had signed an online appeal petitioning the Board of Governors to declare a climate and ecological emergency.
- Local authorities such as South Gloucestershire Council and Bristol, other local organisations and a number of universities had made declarations of a climate emergency. Each declaring organisation had set ambitious goals to become carbon neutral.
- The University already had a strong record in this area and its students expected it to manage its activities so that carbon dioxide emissions were reduced.
- On behalf of the University, the Assistant Vice-Chancellor, Environment had signed the Global Climate Emergency letter and noted that the University was substantially in advance of the requirements of this letter.
- Strategy 2030 recognised the climate emergency and the aim to make the University carbon neutral was a strong theme of the Strategy.

- G19.11.11.2 Members noted that the University was making a commitment, through Strategy 2030, to become carbon neutral by 2030 and questioned whether the actions needed to achieve this goal were the same or substantially different from those requested through the petition. The Vice-Chancellor advised that the broad aim had been set out in the Strategy document and the detailed actions to achieve this commitment would be agreed through the 'UWE Bristol Transforming Futures Climate Action and Sustainability Strategy'.

- G19.11.11.3 The Pro-Vice-Chancellor, Research and Enterprise advised that the Strategy 2030 document, while not using the same language as that used by the petitioners, had recognised the climate change and environment emergency. Through the Strategy, the University had committed to work to address the urgency of the challenges and to strive to fulfil the University's role in the achievement of the United Nations' Sustainable Development Goals. It was important to confirm to the petitioners that the University did recognise that this was an emergency.

G19.11.11.4 Members noted the importance of being guided by the science (as set out in the 2018 Special Report on Global Warming by the Intergovernmental Panel on Climate Change), and responding carefully to a petition received from members of the University's staff and student body. Members further noted the importance of preparing our students for a different future due to the impact of climate change, and enabling them to contribute to the shaping of the new future. Members further urged caution in adopting language used by others to describe these challenges.

Members highlighted the importance of the University joining with other locally significant organisations to publicly declare and recognise that there was a climate emergency.

G19.11.11.5 Richard Holmes left the meeting.

G19.11.11.6 The Vice-Chancellor noted that the scientific evidence of climate change was overwhelming and, as a result, the University had already worked hard to deliver reductions in its carbon dioxide footprint. This had been a significant part of Strategy 2020 and was being taken further forward through the Climate Action and Sustainability Strategy of Strategy 2030. He noted however, that the University could not condone staff or students taking part in any strikes or other disruptive activity as part of their campaigning efforts. A declaration of the climate emergency would be followed up through Strategy 2030, which would aim to tackle the behavioural and cultural changes required for the University to become carbon neutral, including, as an example, greater use of sustainable transport methods to travel to the University's campuses.

G19.11.11.7 Members noted that if a declaration of a climate emergency were made, the detailed actions required should be followed up via a paper to the Board.

G19.11.11.8 Members agreed to declare and recognise that there is a climate and ecological emergency. Members confirmed that the University's Climate Action and Sustainability Strategy of Strategy 2030 would be the principal mechanism for the University to play its part in tackling the emergency.

Following the declaration, Members agreed to receive a paper setting out the detailed consideration of actions needed.

ACTION Clerk to the Governors

Members noted that the Assistant Vice-Chancellor, Environment and Sustainability would work with the Media team to publicise the Board of Governors' decision.

ACTION Assistant Vice-Chancellor, Environment and Sustainability

G19.11.11.9 The Assistant Vice-Chancellor, Environment and Sustainability and the PVC, Research and Enterprise left the meeting.

G19.11.12 Vice-Chancellor's Report

Paper G19/11/11 was received.

Members noted the content of the report and received an update from the Vice-Chancellor on the following:

- No strike action was expected by academic staff concerning the USS pension dispute.
- Report into the incidences of student death at UWE Bristol academic year 2018-19 and subsequent actions

Members thanked the Vice-Chancellor for providing this report.

G19.11.13 Corporate Scorecard

Paper G19/11/12 was received and noted.

REPORTS

G19.11.14 Updates from Committee Chairs and Minutes of Board Committees

Paper G19/11/13 was received.

G19.11.14.1 Strategic Planning and Performance Committee

The minutes of the meeting on 15 October 2019 were received and noted.

G19.11.14.2 Nominations and Governance Committee

The minutes of the Nominations and Governance meeting on 15 October 2019 were received and noted.

Members noted that nominations were still being sought for a governor with legal and/or estates expertise. Members further noted that the governor effectiveness review would be undertaken by the Good Governance Institute.

G19.11.14.3 Finance, Estates and IT Committee (FEIT)

The minutes of the FEIT meeting on 22 October 2019 were received and noted.

Members noted that the FEIT had received a report on the inclusion of the Arnolfini's accounts information within the University's own accounts from 2019-20 and had received assurance on how this would be managed. Members further noted that the success of the new catering provisions on the Frenchay campus was being evaluated; and that two IT papers had provided assurance on Business Led Technology change and on cyber security.

G19.11.14.4 Audit

The minutes of the Audit Committee meetings held on 2 October 2019 and 7 November 2019 were received and noted.

***G19.11.15 Academic Board Minutes**

*Paper *G19/11/14 was received and noted.*

ITEMS TO NOTE

G19.11.16 Mapping to CUC Higher Education Code of Governance

*Paper *G19/11/15 was received and noted.*

***G19.11.17 Corporate Seal**

*Paper *G19/11/16 was received and noted.*

ANY OTHER BUSINESS

G19.11.18 Annual report (Minute G19.11.5 refers)

Members noted that two amendments would be made to the draft annual report considered earlier in the meeting. The amendments would clarify the University's commitment to eliminating the BAME attainment gap. The Chief Financial Officer agreed to arrange for the changes to be made.

ACTION Chief Financial Officer

***G19.11.19 Dates of Future Meetings**

17-18 March 2020	Board of Governors Away Day,(including Board meeting)
2 July 2020	13:00 – 18:00

OUTSTANDING ACTIONS

Meeting	Minute	Action	Status
20.11.19	G19.11.2.2	Clerk to the Governors to consider ways of reducing the amount of hardcopy papers presented to the Board of Governors	
20.11.19	G19.11.8.3	Circulate Equalities and Human Rights Commission (EHRC) report – ' <i>Tackling racial harassment: universities challenged</i> '	ACTION COMPLETE Link to report circulated to Members with the Vice-Chancellor's annual address. https://www.equalityhumanrights.com/en/inquiries-and-investigations/racial-harassment-higher-education-our-inquiry
20.11.19	G19.11.11.8	Circulate paper setting out the detailed consideration of actions needed following the declaration of the climate emergency	
20.11.19	G19.11.11.8	Work with the Media team to publicise the decision to declare a climate emergency	
20.11.19	G19.11.18	Chief Financial Officer to make final amendments to the Annual Report	