



## Board of Governors

### Minutes of the meeting held on 23<sup>rd</sup> November 2021

Joel Richards Suite, University Arena

#### 21/15 Attendance

##### 15.1 Present

Mr J Bateman OBE	Independent Governor, Chair
Mr L Coiffait-Gunn	Independent Governor
Ms L Davies-Ward	Staff Governor
Mr S Devlin	Independent Governor
Mrs D Gant	Independent Governor
Professor D Green CBE	Vice Chancellor & Chief Executive
Mr M Hardy	Independent Governor
Mr D Iddon	Independent Governor
Mr N Khan	Independent Governor
Mr L Lees	Student Governor
Mr R Mularczyk	Student Governor
Mr A Noorani	Independent Governor
Dr S Pittaway	Staff Governor
Miss N Ricketts	Student Governor
Mr M Scriven	Staff Governor
Mr I Smith	Independent Governor
Mr K Sorrell	Independent Governor
Mrs S Speck	Independent Governor

##### 15.2 In Attendance

Mr R Bonham	Director of Finance & Resources
Mrs J Britton	Director of Communications & Participation
Mrs A Cope	Director of Human Resources
Professor S Greer	Deputy Vice Chancellor & Provost
Ms H Johnstone	University Secretary and Clerk to the Board
Dr T Jones	Acting Deputy Pro Vice Chancellor Students
Ms A Jordan	Deputy Provost
Mrs J Newland	Assistant Clerk to the Board
Dr JP Wilson	Deputy Pro Vice Chancellor Research

##### 15.3 Apologies

Dr D Beech	Independent Governor
Dr C Jones	Independent Governor
Rev'd Dr A Pettersen	Independent Governor
Mr D Pocha	Independent Governor

#### 21/16 Declarations of Interests

16.1 There were no declarations of interest.

## 21/17 Minutes

17.1 The minutes of the meetings held on 5<sup>th</sup> October 2021 [BG21/15] were confirmed as an accurate record of the meeting.

17.2 Matters arising not covered elsewhere on the agenda

17.2.1 Barclays Tranche C

The Director of Finance & Resources reported the Barclays Tranche C loan documentation had been signed on 17<sup>th</sup> November 2021 on the terms as previously agreed by the Board.

## 21/18 Chair's Business

18.1 Chair's report

18.1.1 The Chair reported on presentations from the CUC Autumn plenary he had attended on Bradford University's role in the integrated recovery plan for Bradford post Covid 19 and from the UUK on opportunities for the HE sector post pandemic. He noted how areas from both presentations chimed with the work Worcester is doing.

18.1.2 The CUC had reviewed the CUC HE Code of Governance and made minor changes.

18.1.3 The Chair took part in a KPMG webinar on ESG (Environmental, Social and Governance) and noted this was an increasingly important part of governance and would play an interesting part in the conversation around the review of the University's Strategic Plan. The webinar also covered the importance of the BEIS (Department for Business, Energy and Industrial Strategy) white paper on restoring trust in audit and corporate governance. Lastly, the Chair attended the Advance HE annual governance conference, that also covered ESG. The CUC plenary presentations, together with those from the Advance HE conference, are to be made available on the Governors' portal.

18.1.4 The Chair commented on the fantastic Graduation ceremonies and Graduation dinner and he had sent a note of thanks on behalf of the Board to everyone involved.

18.2 Arrangements to cover the Vice Chancellor's absence [BG21/16]

18.2.1 The Board considered proposed arrangements in the event of the Vice Chancellor's absence from the University both planned and unplanned, subsequent to the departure of the Deputy Vice Chancellor from the University. It was noted the Schedule of Delegation provides for the Vice Chancellor to delegate in the event of planned absences. In the event of an unplanned absence, it was proposed the University Secretary take on the role of Acting Interim Vice Chancellor until an Interim Vice Chancellor was appointed. *[NOT FOR PUBLICATION]*

18.2.2 The Board approved the proposed arrangements for unplanned absences of the Vice Chancellor.

## 21/19 Vice Chancellor's Report [BG21/17]

19.1 The Vice Chancellor drew members attention to the Public Benefit section of the University's annual accounts further to the Chair's comments on ESG, and noted that in preparing the public benefit statement the University followed the model developed by the THE Impact Rankings that highlight the contribution to achieving the UN's Sustainable Development Goals.

19.2 The Vice Chancellor thanked colleagues for the highly successful Graduation ceremonies, in particular the Director of Communications & Participation.

*[19.3- 19.7 NOT FOR PUBLICATION]*

19.8 Members noted less than half of those eligible voted in the UCU ballot on industrial action and therefore there would not be industrial action at the University in the near future. The UCU however wants to seek an aggregated national ballot next term to take industrial action.

19.9 The Board received the Vice Chancellor's report.

## 21/20 Financial Matters

The Board received for formal approval the annual accounts for the University and its subsidiary companies and noted these had been reviewed and recommended for approval by both the Audit and Finance and Development Committees.

### 20.1 University of Worcester Group Accounts 2020/21 [BG21/18]

20.1.1 The Director of Finance and Resources drew Members' attention to the strategic report at the start of the accounts and summarised the main points of note in the financial statements. The Board noted income was down slightly, in part due to accommodation refunds and that staff costs were level year on year. The University recorded a small operational deficit, the first deficit in at least 10 years. Despite this, the operational cashflow position was positive at £15.2m and allowed for the Barclays covenants to be achieved. Pension liabilities remained stable at £62m and capital investment was £17.7m, mainly on the Severn Campus.

20.1.2 The Board **approved** the University of Worcester Report and Financial Statements for the year ended 31<sup>st</sup> July 2021.

### 20.2 External Audit Completion Report and Management Letter for 2020/21 [BG21/19]

20.2.1 Members received further assurance from the External Auditors' Audit Completion Report for the year ended 31 July 2021. The Director of Finance and Resources noted the audit went very smoothly with very few issues. There were two minor unadjusted differences. He thanked everyone involved and in particular the Head of Financial Accounting.

20.2.2 The Chair of Audit Committee noted the Committee's assurance over the audit process and echoed thanks to the Director of Finance and Resources and his team for the very clear reports.

20.2.3 The Board **received** the External Audit Report and Management Letter for the year ended 31 July 2021.

### 20.3 Accounts for UW Developments Ltd 2020/21 [BG21/20]

20.3.1 The Board received the Annual Accounts for the year ended 31 July 2021 for UW Developments Ltd. It was noted the company was virtually dormant and was awaiting the next accommodation project. The balance sheet was positive.

20.3.2 The Board **approved** the Annual Accounts for the year ended 31 July 2021 for UW Developments Ltd.

### 20.4 Accounts for UW Worcester Wolves Ltd 2020/21 [BG21/21]

20.4.1 The Board received the Annual Report and Accounts for the year ended 31 July 2021 for UW Worcester Wolves Ltd and noted the company had no ticket income during the year with games played mainly behind closed doors due to the pandemic and received a government grant and loan as part of the Sport Winter Survival Package to assist with lost income.

20.4.2 The Governor Observer to the UW Wolves Board noted the Company had recorded a surplus every year after 2016 and provided assurance the grant from the University to the Club was well used. The decision to withdraw from the BBL (British Basketball League) had been very carefully managed. He added the UW Wolves annual Impact Report in future would include an executive summary of the impact of Worcester Wolves on the community and the University.

20.4.3 The Board **approved** the Annual Accounts for the year ended 31 July 2021 for UW Worcester Wolves Ltd.

### 20.5 Accounts for UW Enterprises Ltd 2020/21 [BG21/22]

- 20.5.1 The Board received the Annual Report and Accounts for the year ended 31 July 2021 for UW Enterprises Ltd. *[NOT FOR PUBLICATION]*. The balance sheet is negative, and therefore whilst the Company has received support from the University, the auditors included a material uncertainty in their audit opinion for the Company.
- 20.5.2 The Board **approved** the Annual Accounts for the year ended 31 July 2021 for UW Enterprises Ltd.
- Once the accounts are signed, the Board noted they would be filed with the OfS at the beginning of December and published on the University website.
- 20.6 Five-year Financial Forecasts [BG21/23]
- 20.6.1 The Board considered the five-year financial forecasts that are required to be submitted to the OfS alongside the Statutory Accounts. Members noted the key assumptions made and the difficulties in producing such a forecast but that the assumptions that underpin the forecasts were as realistic as possible.
- 20.6.2 The Board **approved** the Five-year Financial Forecasts for submission to the OfS.
- 21/21 Students' Union Business** [BG21/24]
- 21.1 Students' Union Report
- 21.1.1 The Students' Union officers presented their update on the Students' Union activities, including updates on advice and support services, Networks, representation and societies. The annual report for the Students' Union Help and Advice Service is available on the Governors' portal. The officers highlighted recent campaigns and events including Black History Month, World Mental Health Day, the Consent campaign and Life Skills sessions for students. Members congratulated the officers on the start to the year.
- 21.1.2 The officers took part in a very positive visit to a partner college in Bristol and the Acting Deputy Pro Vice Chancellor Students added his appreciation for the officers' support for the event.
- 21.1.3 *[NOT FOR PUBLICATION]*
- 21.1.4 The Board received the report.
- 21.2 Students' Union Annual Accounts 2020/21 [BG21/25]
- 21.2.1 The Board received for information the Students' Union Annual Accounts 2020/21.
- 21/22 Reports from Committees**
- 22.1 Finance & Development Committee [BG21/26]
- 22.1.1 The Chair of the Board presented the report of the Finance & Development Committee meeting of 9<sup>th</sup> November and noted the Committee considered the annual accounts and a capital developments update.
- 22.1.2 The Board received the report.
- 22.2 Audit Committee
- 22.2.1 The Committee Chair presented the report of the Committee meetings of 12<sup>th</sup> October and 16<sup>th</sup> November 2021 [BG21/27]. *[NOT FOR PUBLICATION]*. The Committee also scrutinised the Students' Union annual accounts and could provide assurance the grant from the University to the Students' Union had been well spent and assurance over the level of reputational risk.
- 22.2.2 The Committee held a private meeting with the internal and external auditors and the Chair was pleased to note there was nothing to report.
- 22.2.3 The Board approved the revised terms of reference of the Audit Committee.

- 22.2.4 The Committee Chair presented the Annual Report of the Audit Committee [BG21/28] and noted the Committee's conclusion that the Board should have confidence in the adequacy and effectiveness of arrangements for risk management, control and governance in place at the University and that the arrangements were on an ever-improving trajectory. There was also evidence that there are proper arrangements in place for the promotion of economy, efficiency and effectiveness and the Committee was of the opinion that the management control and quality assurance of data provided to public bodies is adequate.
- 22.2.5 The Board received the reports.
- 22.3 People & Culture Committee [BG21/29]
- 22.3.1 The Committee Chair presented the report on the Committee meeting of 19<sup>th</sup> October (formerly the HR Committee) and drew attention to the Gender Pay Gap Data Reports for 2020 and 2021 and to the work on EDI (Equality, Diversity and Inclusion). The current EDI Objectives and Policy statement are to be refreshed by the new EDI Committee and the Board will receive an annual report from the committee.
- 22.3.2 *[NOT FOR PUBLICATION]*
- 22.3.3 The Board received the report.
- 22.4 Nominations & Governance Committee  
*[NOT FOR PUBLICATION]*
- 21/23 Review of the Risk Register, Risk Management Policy and Risk Appetite [BG21/30]
- 23.1 The Board considered the proposed amendments to the Strategic Risk Register and Risk Management Policy following the 6-monthly review, as considered and recommended to the Board by the Audit Committee. In the Strategic Risk Register it was proposed to change the risk ratings for 'Failure to recruit good staff', 'Failure to retain good quality staff' and for Industrial Action, and to add a new risk in relation to non-compliance with EDI legislation. The Risk Appetite thresholds were reviewed and no changes recommended.
- 23.2 The Board approved the amendments to the Strategic Risk Register and Risk Management Policy and no changes to the risk appetite thresholds.
- 21/24 Annual Prevent Return [BG21/31]
- 24.1 The Board received the Annual Report on the University's compliance with the Prevent Duty, that informs the Annual Prevent Accountability Declaration made on behalf of the Board to the OfS and noted there was a nil return in relation to both Prevent cases and to events and speakers. The University's Safeguarding Committee, that assists the designated Prevent officers in fulfilling the University's obligations under the Prevent Duty, undertook a major review of Prevent and Safeguarding training for staff and students resulting in the training being refreshed and extended. Board members confirmed they were happy to undertake the training. The Prevent Risk Assessment and Action Plan has been transferred to a risk register format.
- 24.2 A query was raised over how the risk relating to Partnerships is presented to partner organisations. This is done in part through partnership agreements and through work to keep partners up to date.
- 24.3 The Board authorised the Chair to sign the annual Prevent Accountability Declaration on the Board's behalf.
- 21/25 Compliance with OfS Conditions [BG21/32]
- 25.1 The Board received an update on matters in relation to the OfS and noted in particular revised guidance issued by the OfS on reportable events and that the University had advised the OfS, as required, that Sarah Speck would be taking on the role of Chair of the Board from 1<sup>st</sup> August 2022.

## 21/26 Academic Governance

### 26.1 Annual Report on Academic Quality and Standards [BG21/33]

26.1.1 The Board received the Academic Quality and Standards Report 2020/21. The Provost noted the report was part of the assurance provided to the Board to enable it to fulfil its responsibilities as set out in the OfS conditions related to quality and standards. The report is an executive summary of the full annual report that is available to members on the Governors' portal together with the Progress Report on the 2020/21 Quality Enhancement Action Plan and the Quality Enhancement Action Plan for 2021/22. It was noted Academic Board reports directly to the Board of Governors.

26.1.2 *[NOT FOR PUBLICATION]*

26.1.3 Members welcomed the steady growth of student numbers on research degree programmes and congratulated the Deputy Pro Vice Chancellor Research.

26.1.4 The Board thanked the Provost and the Director of Quality and Educational Development for the report.

### 26.2 Report from Academic Board [BG21/34]

26.2.1 The Board received the report of the Academic Board meeting of 13<sup>th</sup> October. The Clerk to the Board presented comments from the Governor Observer to Academic Board, Diana Beech, in her absence: firstly this year's NSS results and the need to contextualise them; the declining number of applications to some subjects whilst noting the University's conversion rate is very good, and the enthusiasm from Academic Board to sign the Academic Integrity Charter.

## 21/27 Any Other Business

27.1 Ways to make the volume of meeting papers more user friendly are to be considered. It was noted the volume of papers is always higher for the November Board meetings due to reviewing the annual accounts.

27.2 The three remaining Board Development sessions for the year are to focus on the theme of the impact of the University, with the first session on 18<sup>th</sup> January 2022.

27.3 The Chair thanked the Acting Deputy Pro Vice Chancellor Students for helping to run the pre-Board session on Student Services.

27.4 *[NOT FOR PUBLICATION]*

## 21/28 Date of Next Meeting

Board Development Session	18 <sup>th</sup> January 2022 (virtual)
Board Meeting	22 <sup>nd</sup> February 2022 (virtual or in-person TBC)