

UNIVERSITY BOARD OF DIRECTORS

CONFIRMED

Minutes of the meeting held on Thursday 14 October July 2021

Present: Mr M Williams (Chair), Miss F Aiken, Mrs E Bales, Mr J Batty, Revd Canon C Butland, Mr I Looker, Professor J Mennell, Mr C Nall, Mr I Purdham, Ms S Swindley, Ms P Tatlow, Mr P Yates

In attendance: Dr J Brown, University Secretary
Mr D Chesser, Chief Operating Officer
Professor Rob Trimble, DVC(Academic)
Professor B Webster-Henderson, DVC (HE&I)

21:06 Welcome and apologies for absence Verbal
Apologies were received from Mrs J Johnston, Professor J Lee and Ms M McConnell.

Ms S Swindley was welcomed to the Board and introductions made.

21:07 Declaration of Interests Verbal
Mrs E Bales in relation to her role as Director of Student Services.

21:08 Minutes of the previous meeting UB20/85a&b /
The minutes and confidential minutes of the 15 July 2021 meeting, the UB20/85c /
notes of the Strategy session on the 15 July 2021, the confidential UB21/02 /
minutes of the 14 September 2021 meeting and the notes of the webinars BW210617 /
held on 17 June 2021 and 7 July 2021 were approved as accurate records. BW210707

21:09 Matters Arising UB20/85d
The action log was noted.

21:10 Chair's Business Verbal
The Chair commented that this was the first standard and first in person meeting of University Board that he had chaired. He had received feedback in his one-to-one meetings with each Director over the summer that a continuity Chair was what was wanted, to take forward the strategy set under the previous Chair. He noted that a new Chair provided an opportunity to do things differently and asked Directors to let him know if there were things that they thought could usefully be changed.

The Chair went on to set out the activities he had been engaged with in his role as Chair of the Board since the last meeting:

- The approval of the FBCs for the Citadels and Barrow with the outgoing Chair;
- Signing the contract to work with Wikati with respect to recruitment to the London campus.

21:11 Vice-Chancellor's Report UB21/04

Received A report from the Vice Chancellor

The Vice Chancellor spoke to her report, noting that the style was different to previous reports with the change having been made taking on board the useful feedback from the Chair's meetings with Directors and the committee effectiveness reviews that asked that, where possible, reports be shorter and crisper.

She set out how the University was in a relatively strong position and increasingly improving, whilst being under no illusions over the impact of the NSS2021 outcomes. There were expectations with respect to the delivery of a range of matters, the projects related to the new campuses, but also the Annual Operating Plan with the implications and legacy of the pandemic. She commented that there were going to be some areas of challenge in the coming period, such as possible industrial action in the sector. The external environment was also providing challenges, with a range of changes on the horizon that would need to be addressed / mitigated, for example, the outcomes of the Augar review, the Comprehensive Spending Review and the focus of the new Secretary of State for Education and their new Education team. The Rt Hon Michelle Donelan MP had retained Higher Education, but with Further Education and Skills added to her portfolio.

The Vice Chancellor concluded by stating that the University was in a positive place, with a reasonable start to the year, but that the executive was not complacent. There was a need to stay focused with the right resource around the senior team to enable it to deliver.

AGREED • To receive the Vice Chancellor's report

21:12 Students' Union Matters

UB21/05

Received A report from the Student Director

With the Student Director having sent her apologies for the meeting the report was noted.

The DVC(HE&I) reported that the University was developing a MoU with the Students' Union.

The Board asked that the Student Director be thanked for her informative report.

AGREED • To receive the report

21:13 Academic Matters

UB21/06

Received	a) A report from the DVC (Academic)	a
	b) A report from the DVC (Health Environment and Innovation)	b

DVC Academic

The DVC(Academic) started by providing an update on academic delivery, with the majority of programme having started the term with two transition weeks before moving to around 75% of teaching being face to face. Contingency plans were in place in case the level of controls needed to be increased due to Covid19. It was anticipated that delivery in semester two would have an increased element of face-to-face provision, with on-line delivery maintained where pedagogically beneficial.

With respect to the Access and Participation Plan (APP) the DVC(A) reported that the OfS had written to the University to confirm that they had no issues with the 2019/20 monitoring return. The 2021/22 APP was now being delivered.

In other updates the DVC(A) set out that the University had responded to the Initial Teacher Training review consultation and met with officials from the DfE. Key points raised included the impact the proposals would have on smaller schools and rural areas; the feedback had been well received. Other updates included that the Academic Registrar had been appointed; scholarships had been received for international students; and an update was provided on the activity of the league table working group.

A section of this minute has been recorded in a separate confidential set of minutes.

Where the University was compared to others in returning to business as usual was asked. The DVC(A) responded that it was on par with others, albeit that there was a large range in the sector from those institutions where all lectures were on-line to some that were operating with one hundred percent face to face activity.

Whether the University was doing any on-line delivery due to the pandemic was asked. The DVC(A) set out that the use of large lecture style teaching was being minimised in semester one, with this looking to be increased for semester two. He added that the on-line teaching that was being used was of pedagogic benefit.

The importance of students understanding why activity was delivered on-line was expressed. The DVC(A) agreed, adding that there had been significant communication to students to explain the position.

Whether the University looked at how different measures inter-related was asked. The DVC(A) responded that this work was undertaken.

The ability for someone external to the University to drill down to subject level in the league tables was asked. The DVC(A) responded that this was possible.

DVC Health Environment and Innovation

The DVC(HE&I) spoke to his report starting by highlighting marketing and recruitment activity, with the first open day this season having been held recently with very good attendance. Other updates included:

- That a new case management system had been introduced in Student Services, its impact was being monitored, with it having the potential to improve the experience for students;
- Following a recruitment round with very high calibre applicants, the new Director of Applied Research and Knowledge Exchange had been recruited. Professor Karen Shaw's background was detailed.
- The results of the Post Graduate Research Student survey had been published over the summer, with the results pleasing and areas of enhancement as expected;
- The proposal for a Medical School in collaboration with Imperial College was with the Secretary for State for decision;
- The University's activity had been mapped against the OfS expectations with respect to Harassment and Sexual Misconduct with the requirements met, but with some areas where the University could do more. A task and finish group had been set up to look at enhancing the University's operations in this area;
- Staff and students had returned to campus, with testing and reporting of results being encouraged, along with vaccinations.

Whether the University knew the proportion that had been vaccinated was asked. The DVC(HE&I) responded that from a recent survey which had circa 50% response rate, around 88% were double vaccinated. The majority in the Institute of Health were fully vaccinated as they had to be to go into practice.

The number of cases of Covid19 the University had was asked. It was confirmed that there were currently 17 cases, with no outbreaks.

Whether there was a threshold above which extreme measures would be required was asked. The DVC(HE&I) responded that the University had a very detailed Outbreak Management Plan that had been approved by the three Public Health Authorities whose areas the University operated within, with it likely that any requirement to move to on-line learning would be dictated to the University. The Director of Student Services added that she met with the Public Health teams on a fortnightly basis with open discussions taking place.

It was commented that the messages regarding the return to campus were positive, whether there had been any resistance was asked. The DVC(HE&I) responded that there had been some anxiety at the start. Communication had been recognised as important, with briefing sessions held to support staff and various communication channels in place for issues to be raised and fed back through.

AGREED: • To receive the reports.

21:14 NSS Outcomes 2021 and Action Plan for 2022

UB21/07

Received A report on the outcomes of the NSS 2021 and actions being taken in response

The Chair introduced the item, noting that AGC would look at the results and action planning in detail. He set out how, after the introduction from the executive, he would ask Directors for their experiences of receiving poor customer satisfaction feedback and what had worked or did not work to drive improvements in different organisations.

The DVC(Academic) spoke to the paper, starting by setting out how, as when verbally reported to the Board on 15 July 2021, the executive were disappointed with the results from the 2021 NSS. He noted that it was expected that the results would be lower than the previous year, however for the University's results to have dropped more than the sector average was very disappointing. The situation was, however, complex, with the University having done better than the sector average in a number of the additional questions relating to the pandemic.

A framework for improvement, building on what was previously in place, was set out in the paper, with increasing consistency a key aim. The DVC(Academic) detailed some of the actions undertaken to date, including the introduction of an Academic Staff Handbook and the tasking of the Directors of Institute to meet with their staff to drive the cultural changes required. Further means for students to feedback to the University were being introduced, with the increased feedback being actioned and actions taken fed back to students. The experience the Directors of Institutes had that would help drive change was noted, with this being the first full year for four of the five individuals. The DVC(Academic) concluded by setting out how progress would be monitored.

The Chair thanked the DVC(Academic) for his overview and asked Directors for their own experiences in similar situations. Responses included:

- When client satisfaction survey results were not as required other members of staff were often asked to look into the reasons, with there being consequences for the relationship lead for the client;
- The ownership of individual relationships was important;
- Progress coaches had been introduced at a Further Education College to pick up concerns of individual students;
- That issues be treated as a collective challenge, including with the Board taking ownership;
- That seemingly unrelated matters could be influencing unexpected or volatile results;
- Values lead to behaviours, with sometimes there needing to be work on the former to drive change;
- People operate in a system, with there sometimes being things within a system that frustrate them - a way to surface these issues was important;
- It was important for staff to know, and on occasion to see in practice, that there could be very significant consequences of their behaviour;
- That management of performance needed to come from the top of the organisation;
- That three simple things had been identified at a large organisation that everyone could do, these were then monitored regularly with consequences if they were not delivered.

Other comments included:

- That there was a need to be positive but realistic with respect to the University's progress, with many positive changes observed as well as results such as these;
- The visibility of the aim to improve student experience was important;
- That there had been significant focus on the NSS three years ago, with less Board level attention since that time and whether the performance issues seen three years ago had been dealt with;
- That AGC had reviewed the NSS results in detail each year, with it disappointing that the same areas of the portfolio were seeing poor results, especially nursing as it was such a large cohort;
- What the sanction would be if areas remained with poor results in future years;
- Whether there was a mismatch between the expectations of students with respect to availability of staff, potentially made worse due to the requirement to use technology through a large part of the last year;
- Whether the University's demographic worked against it, with the majority of the University's students more mature and juggling a range of things alongside their studies;
- That a concern was that the results were unexpected;
- That at ARC the results had been raised with the Internal Auditors in light of their positive reviews of Student Engagement and Student Wellbeing. Uniac had stated that they stood by their findings and that they had made some observations for improvement, but fundamentally the University did have appropriate processes in place.

The Chair thanked Directors for their feedback.

A question was asked regarding the scope of the NSS and whether it included apprentices. The DVC(Academic) responded that it did include final year degree apprentices.

How employer satisfaction was received and how this was received by the Board was asked. The DVC(Academic) set out how the relationship was with the employer and that the Apprenticeship Steering Group received the feedback. It was agreed that this could be reported to the Board in future. **Action:** DVC(Academic).

The DVC(Academic) thanked the Board for their input, with further discussion to be held at the forthcoming meeting of AGC.

AGREED:

- To receive the report

21:15 Management Accounts

UB21/08

Received The 2020-21 period 12 Management Accounts.

The COO gave an overview of the period 12 Management accounts which had been discussed at the recent meeting of FRC. The results for the year were positive and were in the process of being audited. The presentation of performance by Institute and Professional Service showed that they were delivering to target and managing costs.

The Chair of FRC commented that the Committee was happy with the performance, particularly in light of the challenges in the year due to the pandemic. The result was noted to be on track with the long-term financial forecast.

AGREED

- To receive the Period 12 Management Accounts

21:16 Recruitment Update

UB21/09

Received An update on student recruitment for 2021-22 entry

The COO reported that the paper was as received by FRC with the position having moved since it was written. It was noted that recruitment was slightly below target, partly due to not meeting targets for School Direct numbers, which had been very strong last year.

The proportion of numbers that come to the University through clearing was asked. The COO responded that there was some movement at the end of the cycle but no more than around 100 students.

AGREED

- To receive the report

21:17 2021/22 Financial Update

UB21/10

Received An update on the expected 2021-22 financial performance against budget

The COO spoke to the report, noting that the position was indicative, with a more robust position able to be reported to the next meeting.

A section of this minute has been recorded in a separate confidential set of minutes.

AGREED: • To receive the report.

21:18 Changes to Barclays Loan Interest Rate

UB21/11

Received Proposed changes to the Barclays' Loan Interest

The COO spoke to the paper, starting by setting out the background to the proposed change to the interest rate for the loan facility that the University has with Barclays Bank. The proposed change, from the use of LIBOR being used as the basis for the interest rate charged to the Bank of England Base Rate plus a 'credit adjustment spread' was detailed. The COO explained that the credit adjustment spread was intended to align the Base Rate to LIBOR over the long-term and was an independently calculated fixed amount which would reflect the average deviation between the two rates over the last five years.

The COO reported that the University had sought external advice on the proposal, from Quayle Munro with respect to the financial aspects of the proposal, and from the University's solicitors with respect to the Letter of Variation and associated paperwork. Appropriate assurances had been received, as set out in the paper.

University Board was being asked to approve the change to the Loan Interest rate and to authorise the Chair of the Board and Vice Chancellor to sign the letter of variation, a copy of which was included as an appendix to the paper.

The Chair of FRC reported that the Committee had reviewed the proposal at its 5 October 2021 meeting and recommended that the Board approved the change as set out in the paper.

Who calculated the credit adjustment spread was asked. The COO responded that the Bank of England did the calculation.

AGREED: • To approve the change to the interest rate applied to the loan from Barclays Bank, as detailed in the Letter of Variation;
 • To authorise the Chair of the Board and Vice Chancellor to sign the Letter of Variation on behalf of the Board, thereby accepting the terms and conditions set out within the Letter.

21:19 Proposed Citadels Campus

UB21/12

Received An update on Citadels Borderlands Project and a proposal regarding a Business Interaction Centre

Citadels update

The COO gave an update on the project reporting that the final decision from government, with the conditions of funding, was awaited. The University was in regular dialogue with the new Department of State responsible for the Borderlands Initiative with a decision expected shortly. A standard grant funding agreement had been received from Northumberland County Council, with the actual proposed terms and conditions awaited.

A section of this minute has been recorded in a separate confidential set of minutes.

Cumbria County Council and Carlisle City Council were awaiting the decision by government before putting to Cabinet the decision regarding the transfer of land to the University. Whether the land would be transferred as freehold (as set out in the FBC) or leasehold had been raised and was being worked through.

Work on the design continued with the majority of the Woolworths façade and building retained in the current plans, with this a more desirable option now it was known that the structure of the building made them usable. The COO reported that the latest cost estimate was £2.4m below the previous estimates and the local planning officers and Historic England liked the design.

The Project Management Consultants had been appointed, subject to the funding being confirmed, with contractors being assessed. Work was continuing with land acquisition.

A recent discussion with Barclays had been held, with the bank encouraged by the financial progress the University was making. A discussion on a potential Revolving Credit Facility would take place after submission of the forecast to the OfS in February 2022.

What the process was for reporting risk escalation to the Board was asked. The COO responded that it was a standing item at University Board and FRC with regular discussions at ARC.

A Director commented that freehold ownership of the Citadels would be acceptable, and that cost inflation could get worse, with a 10% contingency potentially required.

Business Interaction Centre

The COO went on to speak to the paper, which set out an opportunity from the Town Deal Board for a Business Interaction Centre to be created in the new space on the Citadels campus. The opportunity fitted with the University's strategic aims and the building costs would be covered by the grant. It was noted that the space would be flexible.

A section of this minute has been recorded in a separate confidential set of minutes.

The importance of the Centre to the City and region was noted. Who would be responsible for delivery of the outputs was asked. The COO confirmed that they would be the University's responsibility to deliver.

It was agreed to delegate approval of the FBC for the Business Interaction Centre to the Chair of the Board with the Chairs of FRC and ARC, subject to there being no material changes to the information presented to the meeting.

AGREED:

- To note the update on the Citadels;
- To receive the report on the Business Interaction Centre and to delegate approval of the FBC to the Chair of the Board with the Chairs of FRC and ARC, subject to there being no material changes to that presented.

Received An update on developments with the project

This minute has been recorded in a separate confidential set of minutes.

AGREED: • To receive the updates in relation to Barrow

21:21 Risk Register

UB21/14

Received An update on the current assessment of institutional risk

The University Secretary introduced the risk register, setting out how VCE had updated the document.

The Chair of ARC reported that the register had been presented to the Committee with the Committee questioning why the two additional risks had not been identified via the watch list before being added to the risk register. She added that the Committee had also reviewed and approved the Risk Management Policy.

The Chair commented that it was important that the Board discussed the risk register in detail, with it being a potential topic for the Board strategy day in January.

The Vice Chancellor added that two additional elements were to be added to the risk register – a partner risk register and an opportunity risk register.

It was commented that sensitivity to new risks varied by organisation, but that staff availability and power supply continuity had recently been added to a company risk register.

AGREED: • To receive the risk register

21:22 AOP 2020/21 and 2021/22

UB21/15

Received The final position with respect to delivery of the AOP 2020/21 and the AOP 2021/22

The Vice Chancellor started by explaining how the Annual Operating Plan (AOP) sets out the focus, priorities, outcomes and outputs for the year. VCE had responsibility for delivering on the AOP, in the main, with local Institute and Professional Service plans sitting below the AOP. The Vice Chancellor noted that the format, focus and approach had been developed in recent years. An overview was given of delivery against the 2020/21 AOP objectives, as set out in the paper. AOP 2021/22 was introduced, with positioning for delivery of the 2030 strategy a key aspect.

It was commented that the student experience could be more foregrounded in the 2021/22 AOP. The Vice Chancellor agreed that this key aspect could be more visible in the document and would amend accordingly. **Action:** Vice Chancellor.

It was commented that there was a lot in the AOP 2021/22 and whether it was all deliverable was asked. The Vice Chancellor responded that her primary objective was to make sure that VCE had the capacity to deliver, alongside this it was important that the scope of each objective did not expand.

The Chair commented that the AOP 2020/21 report gave a good overview of the range of things delivered through the year. The AOP 2021/22 was approved.

- AGREED:**
- To note the year end update on delivery of AOP 2020/21
 - To approve the AOP 2021/22

21:23 Student Protection Plan 2021/21

UB21/16

Received The Student Protection Plan for 2021/22

The University Secretary highlighted the minor changes proposed to the Student Protection Plan.

Whether there had been student consultation was asked. The University Secretary responded that there had been when the Plan was originally drafted, with student representatives on the various bodies that reviewed that Plan for approval each year.

It was agreed that it was be added that the University was in the process of approving a new strategy. **Action:** Uni Sec.

- AGREED:**
- To approve the Student Protection Plan 2021/22 subject to a minor addition.

21:24 Governance Matters

UB21/17

Received The Statement of Primary Responsibilities 2021/22 / the Terms of Reference and Membership 2021/22 for the Audit & Risk Committee and Finance & Resources Committee / the final composition of the Board for 2021/22 / a report on Board and Committee Effectiveness 2020/21

The University Secretary introduced the papers.

- AGREED:**
- To approve the Statement of Primary Responsibilities 2021/22
 - To approve the Terms of Reference and Membership 2021/22 for the Audit & Risk Committee and Finance & Resources Committee
 - To note the final composition of the Board for 2021/22 and the report on Board and Committee Effectiveness 2020/21

21:25 Estates Update

UB21/18

Received An update on current estates matters

The COO reported that it was anticipated that the disposal of the SE corner of Lancaster campus was coming to a conclusion. It was noted that the Estate Strategy would be refreshed following approval for the new 2030 strategy.

The Chair thanked those involved for the tour of the campus.

- AGREED:**
- To receive the report

21:26 OfS / DfE Update and communications

UB21/19

Received An update on communications from the OfS and DfE

The University Secretary highlighted the OfS communication relating to the IHRA working definition of antisemitism, noting that the proposed Equality and Diversity Policy would progress to PPCC and then to University Board in due course.

AGREED: • To receive the report

21:27 Annual report from Remuneration Committee to University Board UB21/20

Received The annual report from Remuneration Committee to University Board

The report was noted.

AGREED: • To receive the report

21:28 Academic Board Reporting AB20/69
Verbal

Received The minutes of the meeting of Academic Board held on 24 June 2021 and a verbal update from the meeting on 7 October 2021.

The DVC(A) reported that the main item at Academic Board on 7 October 2021 had been in relation to the NSS, with the Institute Directors providing updates on actions undertaken and planned. The Institute Directors would attend AGC at its late October meeting.

AGREED • To note the update

21:29 University Board Committees

Received	Minutes for the following meetings:	
	- Finance and Resources Committee:	FRC20/51
	o Minutes and confidential minutes – 29 June 2021	a&b
	o Verbal report – 5 October 2021	Verbal
	- Audit & Risk Committee:	ARC20/51
	o Minutes and confidential minutes – 1 July 2021	a&b
	o Confidential minutes – 6 July 2021	ARC20/52
	o Verbal report – 23 September 2021	Verbal
	- People, Performance & Culture Committee	
	o Minutes – 29 June 2021	PPCC20/28
	- Academic Governance Committee	
	o Minutes 9 July 2021	AGC20/45

Finance and Resources Committee

In addition to the papers covered on the Board's agenda, the Committee had received a paper on UoC2020.

Audit and Risk Committee

The Chair of the Committee reported that in addition to routine business the Committee had received a very informative deep dive into London. The Committee had also approved the Internal Audit programme for the year.

The Vice Chancellor reported that there had been a small fire at the London campus due to an appliance that had been left turned on. There had been damage to the room and smoke damage over a wider area. The campus had been closed to staff and students with the majority of classes delivered on-line. It was planned that the campus would re-open on 18 October.

The Vice Chancellor added that the University of Sunderland had experienced a cyber-attack. The University was getting intelligence as it was available. The attack reinforced the importance of resilience and the University's ability to respond to an incident.

People, Performance and Culture Committee

The minutes were received.

Academic Governance Committee

The minutes were received.

AGREED

- To receive the updates

21/30 Dates of future meetings

Verbal

Thursday 25 Nov 2021
Thursday 27 January 2022 (Strategy Day)
Thursday 17 March 2022
Thursday 19 May 2022
Thursday 14 July 2022