

UNIVERSITY BOARD OF DIRECTORS

CONFIRMED

Minutes of the meeting held on 20 October 2022, in room 211, Sentamu Building, Lancaster

Present: Martin Williams (Chair), Emerita Professor Shirley Atkinson, John Batty, Jill Johnston, Professor John Lee, Ian Looker, Dean Marshall, Professor Julie Mennell, Charles Nall, Ian Purdham, Annabelle Robinson, Pam Tatlow, Peter Yates

In attendance: Dr Jean Brown, University Secretary
David Chesser, Outgoing Chief Operating Officer
Andrew Heron, Deputy Director of Finance & Planning (22:08 onwards)
Emma Shaw, Committee Officer
Mark Swindlehurst, Incoming Chief Operating Officer
Professor Rob Trimble, DVC (Academic)

22:01 Welcome/Apologies for Absence Verbal

Introductions were made and a welcome was given to new Board Directors Shirley Atkinson and Dean Marshall.

Apologies were received from Revd Cameron Butland.

22:02 Declaration of Interests Verbal

Declarations were made by Dean Marshall in relation to his employment as a member of staff member, John Batty as a non-executive director for the North Cumbria Care Integrated Trust and Shirley Atkinson as an Emerita Professor for the University of Sunderland and as a governor for the Newcastle College Group.

22:03 Minutes of the previous meeting UB21/97
a & b

The minutes and confidential minutes of the meeting of University Board held on 14 July 2022 were confirmed as an accurate record.

22:04 Matters Arising UB21/98

The action log was noted. There were no matters arising.

22:05 Governance Matters UB22/01

Received:	b) The Statement of Primary Responsibilities 2022/23	b)
	c) The Terms of Reference 2022/23 for the Audit & Risk Committee, Finance & Resources Committee and Remuneration Committee	c)
	d) The composition of the Board and Committee Membership for 2022/23	d)
	e) A report on Board and Committee Effectiveness 2021/22	e)
	f) The appointment of a new Board Director and note the re-advertisement for Associate Directors	f)

The Board approved Peter Yates to be deputy chair of the Board. The Chair reported that special permission from the Church of England had been granted for the appointment as required if both Chair and Deputy Chair were Church appointed Directors.

The Uni Sec outlined that the Statement of Primary Responsibilities 2022/23 and the Terms of Reference 2022/23 for the Audit & Risk Committee, Finance & Resources Committee and Remuneration Committee had been amended with the changes described in the paper.

The Chair reported that Sarah Swindley had resigned from the Board due to personal reasons. As interviews had been in progress for new Associate Directors, it had been decided to consider whether any candidates would be suitable for a Director role, should they be interested. Of the four people interviewed three were not suitable for various reasons; the remaining candidate, Gary Lovatt, was proposed as a new Director by Nominations Committee, subject to Board approval. Gary had a range of non-executive experience, including as a Director of the Federation of Small Businesses, with significant experience at national and regional level with respect to small businesses and had voluntary sector experience. If appointed he would join the Audit and Risk Committee (ARC). The Board agreed this appointment.

The Chair noted the composition of the Board and Committee Membership for 2022/23 with the addition of the above appointment.

The report on Board and Committee Effectiveness 2021/22 was noted. The Chair commented that there was room within the Board for disagreement and it was an important part of an effective Board for direct conversations to be had.

It was asked what the terms of reference would be for the external review of committee effectiveness. The Uni Sec responded that different organisations were being reviewed for what they offered and the cost, following this the terms of reference would be worked up and be approved by the Board prior to the review taking place. The Chair summarised that the external review occurred every four years and if there were areas of specific focus in mind, to inform the Uni Sec.

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

- AGREED:**
- To agree the Vice Chair of the Board
 - To approve the Statement of Primary Responsibilities 2022/23
 - To approve the Terms of Reference 2022/23 for the Audit & Risk Committee, Finance & Resources Committee and Remuneration Committee
 - To note the composition of the Board and Committee Membership for 2022/23
 - To receive a report on Board and Committee Effectiveness 2021/22
 - To approve the appointment of a new Board Director and note the re-advertisement for Associate Director
 - A section of this minute has been recorded in a separate confidential set of minutes.

22:06 Chair's Business

Verbal

Received: An update on Chair's actions, and activities of the Chair and other Board Directors on University Board business, since the last meeting

The Chair reported that no significant actions or activities had taken place since the last meeting; he had signed some relatively minor contracts details of which were available.

AGREED: To receive an update

22:07 Vice Chancellor's Report

UB22/02
a & b

Received: a) A report from the Vice Chancellor
b) Summary of the Vice Chancellor's activities & engagements

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

The Vice Chancellor spoke to the second half of her report, summarising the issues discussed in the paper. These included the continued real term reduction in student fees; a mixed picture with under-graduate on-campus student recruitment; a decrease to the number of continuing students due to students withdrawing or not being able to progress due to academic reasons, with it noted that this was also being seen elsewhere in the sector; the position with international student recruitment; and the current thinking with respect to the reforecast of the budget for 2022/23.

It was asked if any trends had been identified in why students were not continuing. The Vice Chancellor responded that some had decided that higher education was not for them, particularly seen in vocational areas, with others not having satisfied the academic requirements to continue at this time. A question was added if there had been a trend associated with those who had come through clearing. The Vice Chancellor stated this was to be investigated.

Whether the cost of living was having an effect was asked. The Vice Chancellor confirmed it was having an impact in the sector, with the potential for additional student hardship funds to be provided to the sector.

A comment was made that the position with non-continuation of students was disappointing, with potential knock-on impacts, such as to the TEF. Whether it was known if the threshold had been met for the B3 conditions was asked. The Vice Chancellor responded the data was showing the condition would be met and was not an immediate problem. She added that the DfE may make an adjustment to the baseline following benchmarking.

It was suggested that although it was difficult to find solutions in terms of the cost of living, it was important to collate the evidence of its effect for the government for example with respect to maintenance grant levels.

In terms of student continuation, it was asked if academic support had been reviewed to assist with issues such as malpractice, and whether it was possible to bring assessment boards earlier in the year to create more time for any retakes. The Vice Chancellor responded that the issues raised were being looked into.

The Chair concluded that the University needed to provide what the County wanted by way of higher education, where it was in demand.

AGREED: To receive the report.

The agenda order was changed at this point, items have been minuted as received.

22:08 Academic Matters

UB22/04

Received: Reports from the DVC(Academic) and the DVC(Health Environment & Innovation)

a)
b)

DVC(Academic)

The DVC(A) responded to previous discussions, stating that the majority of the University's data as provided by the OfS was significantly above the B3 thresholds and there were no immediate concerns. The TEF data was being worked through, with the data looking to be in the area of a bronze award, with some elements silver. The submission deadline was in mid-January 2023.

With regards to supporting students to continue their studies, the DVC(A) commented that earlier and clearer data was needed so that signs of student disengaging could be picked up and acted on. Changes had been made, for example, points of reflection had been added to the withdrawal process, and additional support had been added over a year ago in the form of Student Engagement Coordinators in each Institute.

The Chair raised that an Ofsted review of apprenticeships was imminent. It was asked whether the University had previously had an Ofsted inspection of its apprenticeship provision. The Vice Chancellor confirmed that there had been an inspection, however it was when the University only had a small number of students on relevant programmes.

The results of the employer satisfaction survey were seen as positive, with it commented that the aim should be to achieve the maximum score. It was asked if in a similar way to the student survey results, the employer results would be received by Board on a regular basis. The DVC(A) confirmed it was completed annually and would be included in reporting to the Board.

DVC (Health Environment & Innovation)

The report was noted as the DVC was not present at the meeting. The additional funding for research and knowledge exchange activity was welcomed.

AGREED: To receive the reports.

22:09 Students' Union Matters

UB22/03

Received: A report from the Students' Union.

The Student Director spoke to the paper noting that the three Students' Union Sabbatical Officers had been in role since 1 July 2022 and had undergone a range of training. Other updates included that in terms of the NSS question on the Students' Union, analysis was being carried out. Fifty percent of academic representatives had been recruited and training had started, with institutes now being targeted where there were gaps. There had been an increase in student support cases with a number also open for longer. There was a spike in the number of cases seen at the time of retakes. Supporting academic appeals and malpractice was also a large area of work. The campaigns were detailed, including work ongoing with an accessible study room pilot, respect on nights out, accommodation, gender neutral toilets, a Halloween event and the review of material to make it more student friendly.

A question was asked as to whether anything further was being done for when students needed support with retakes in the summer whilst a large number of staff were on annual leave. The DVC(A) responded that provision was in place but it might not be in all areas where needed. This would be addressed for the January assessment period and next summer.

The Student Director was thanked for her report.

AGREED: To receive the report.

22:10 NSS Update

UB22/05

Received: The results of NSS2022 and the actions flowing from their analysis.

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

AGREED: To receive the report.

22:11 Month 12 Management Accounts

UB22/08

Received: The University's 2021/22 financial performance at Month 12

The Deputy Director of Finance and Planning (DDF&P) spoke to the paper which provided the full year financial position for 2021/22, which was positive with 14% growth in income and strong cash generation. Some challenges were highlighted in the next paper, with the warning signs as discussed in-year. The DDF&P went on to report that the external audit was ongoing with there not expected to be much change to the figures; the pension and estate valuations were expected to have a positive impact on the balance sheet with an accounting surplus expected to be sustained.

AGREED: To note the University's 2021/22 financial performance at Month 12

22:12 2022/23 Financial Update and Indicative Forecasts up to 2026/27

UB22/09

Received: An update on the financial projections for 2022/23 and forecasts up to 2026/27, including the latest recruitment position

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

AGREED: To receive the update.

22:13 Increase to the Voluntary Living Wage

UB22/10

Received: The proposal on the increase to the Voluntary Living Wage

The Uni Sec spoke to the paper detailing the proposal.

A suggestion was made that accreditation was sought for the University to become a living wage employer.

AGREED: To approve the implementation of the increase to the voluntary living wage.

22:14 Barrow Learning Quarter Update

UB22/06

Received: An update on the Barrow Learning Quarter

At the request of the Chair, the incoming Chief Operating Officer (COO) began by introducing himself and detailing his career background and experience.

The incoming COO went on to provide an update on the Barrow Learning Quarter project which was at the end of design stage 3.

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

The Chair thanked the COO for the report, noting that further detail would follow once the current work had been completed.

AGREED: To receive the report.

22:15 Citadels Project Update UB22/07

Received: An update on the Citadels Project

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

AGREED: To receive the report.

22:16 Office for Students matters UB22/11

Received: An update on communications from the OfS and DfE

The Chair noted the update provided in the paper which had been received by ARC.

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

AGREED: To note the update.

22:18 Risk Management UB22/12

Received: The report on Risk Management

The Chair of Audit and Risk Committee (ARC) reported that the paper had been considered at the recent meeting of ARC. It had been noted that a large amount of work had been completed and a small number of wording changes had been requested. ARC would like to clarify some aspects of assurance, which would be discussed at the next meeting of the Committee.

There was a comment that the document could better reflect the current political and societal risks. Any other feedback was asked to be sent to the Uni Sec.

AGREED: To receive the report

22:19 Annual report from Remuneration Committee to University Board UB22/13

Received: The annual report from Remuneration Committee to University Board

The Chair of Remuneration Committee presented the annual report of the Committee to the Board, noting that it reflected the decision made a year ago in relation to the Vice Chancellor's remuneration.

AGREED: To receive the annual report from Remuneration Committee to University Board

22:20	Academic Board reporting	AB21/46 AB21/66 Verbal
	Received: The meetings of Academic Board held on 8 March 2022 and 14 June 2022	
	AGREED: To receive minutes	
22:21	University Board Committees	
	Received: <ul style="list-style-type: none"> Academic Governance Committee: Minutes 5 July 2022 and notes from Webinar on 27 September 2022 Audit & Risk Committee: Minutes 21 June 2022 and verbal update 10 October 2022 Finance and Resources Committee: Minutes and confidential minutes 6 July 2022 and verbal update 11 October 2022 People, Performance & Culture Committee: Notes from Trade Union meeting 28 June and Minutes 8 July 2022 	AGC21/52 AGC22/01 ARC21/48 FRC21/60 a)&b) PPCC21/31 a)&b)
	Committee chairs were asked if there was anything further to add, in addition to matters covered at the meeting. The Chairs confirmed there was nothing further to add.	
	AGREED: To receive the minutes	
22:22	The Chair noted that it was the last meeting for the outgoing COO, David Chesser. David was thanked for his expertise and input, which had been highly valued by the Board.	
22:23	Future Meetings	Verbal
	<ul style="list-style-type: none"> Tuesday 29 November 2022 Thursday 26 January 2023 (Strategy Day) Thursday 16 March 2023 Thursday 18 May 2023 Thursday 13 July 2023 	