

UNIVERSITY BOARD OF DIRECTORS

CONFIRMED

Minutes of the meeting held on 29 November 2022 in Blencathra room 120, Fusehill Street, Carlisle

Present: Martin Williams (Chair), Emerita Professor Shirley Atkinson, John Batty, Revd Cameron Butland (until 22:40), Jill Johnston, Professor John Lee, Ian Looker, Gary Lovatt, Dean Marshall, Professor Julie Mennell, Charles Nall (until 22:37), Ian Purdham, Annabelle Robinson, Pam Tatlow

In attendance: Dr Jean Brown, University Secretary
Andrew Heron, Deputy Director of Finance & Planning
Mark Swindlehurst, Chief Operating Officer
Professor Rob Trimble, DVC (Academic)
Professor Brian Webster-Henderson, DVC (Health, Environment & Innovation)

22:24 Welcome/Apologies for Absence Verbal

Apologies were received from Peter Yates.

Gary Lovatt was welcomed to his first meeting of University Board.

22:25 Declaration of Interests Verbal

Declarations of interests potentially relevant to items being discussed were made by Pam Tatlow as policy advisor to the Cathedrals' Group of universities; Dean Marshall in relation to his employment as a member of staff; and Shirley Atkinson as a governor for the Newcastle College Group.

22:26 Minutes of the previous meeting UB22/14
a & b

The minutes and confidential minutes of the meeting of University Board held on 20 October 2022 were confirmed as an accurate record.

22:27 Matters Arising UB22/15

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

22:28 Chair's Business Verbal

The Chair reported that there were no Chair's actions to report that would not come up elsewhere on the agenda.

The Chair then outlined the order in which he intended to take the items, starting with an overview of what was undertaken last year, with the Academic Governance Committee report to be taken first, as a reminder that the University was an academic institution. The order the remaining papers were to be taken was detailed.

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

22:29 Annual report from Academic Governance Committee to University Board UB22/21

Received: The annual report from Academic Governance Committee

The Chair of Academic Governance Committee (AGC) spoke to the report setting out how it showed that through the year the Committee looked at

papers related to the academic Conditions of Registration with the OfS and assurances with respect to compliance with these Conditions of Registration. The Committee also focused on matters relating to the Ofsted inspections, the NSS results, and research and knowledge exchange. She drew the Board's attention to the conclusion that the Committee could assure the Board that it was as confident as it could be that the University was complying with the relevant requirements. The Chair of AGC went on to highlight the areas where outcomes had not been as expected, the NSS and the initial ITE Ofsted inspection. In concluding she commented that a lot of work went into compliance with academic governance requirements.

Other members of the Committee added their reflections, starting by highlighting a concern that academic staff morale and capability to deliver a quality service may be impacted by matters outside of the University's control, for example inflation. This was a critical area which required ongoing attention to ensure that the quality of academic delivery was where it needed to be.

It was commented that the results of the Research Excellent Framework (REF) were better than in previous REFs and a relative success; this outcome was the result of significant work.

In the discussion that followed, how confident the University was that it could achieve good or better at the Ofsted ITE re-inspection was asked. The Vice Chancellor responded that the Director of the Institute of Education had presented to VCE and AGC setting out the recommendations from the last inspection, the actions undertaken and the assurances she could provide over the impact of the actions. As a result of the information provided she was as confident as she could be, however staff needed support as their morale had been impacted by the last inspection and the ITT accreditation process.

The position with Vision College, where the quality assurance process had identified concerns, was commented upon, with it pleasing that the process had picked up on the issues. How the quality assurance processes worked for this type of overseas provision was asked. The DVC(A) responded that this specific issue related to identification of some scheduled delivery not being delivered, with recruitment paused until the situation was rectified and reassurance received that the situation would not occur again.

The Chair thanked the Committee for their work in the year, with a lot having been covered and of significant importance. The report, alongside other inputs, provided assurance that the University was fulfilling the requirements of being a University, and the OfS conditions in this area.

AGREED: To receive the annual report

22:30

Internal Auditor's Annual Report, External Auditor's Report and institutional response and Audit & Risk Committee's Annual report to the Board

UB22/16
a, b & c

Received: a) Internal Auditor's Annual Report
b) External Auditor's Report
c) Audit and Risk Committee Annual Report

The Chair of Audit and Risk Committee (ARC) spoke to the reports. She started by giving a summary of the internal audit annual report, which detailed the reports undertaken in the year and the conclusions, which were generally good. It was noted that, where they could, the auditors gave their opinion on compliance with the Office for Students' Conditions of Registration.

Moving on to the External Auditor's report, the Chair of the Committee highlighted that an unqualified opinion was anticipated, with some final aspects of the audit being completed. The Committee had discussed the pension position, with KPMG's actuary's evaluation of the net pension liability assumptions in relation to the LGPS being that they were optimistic, but within their acceptable range. The accounting standard used to value the University's land and buildings had been discussed; it was not a formal estimate of the sale value but provided an acceptable standard to be used.

The ARC annual report to the Board provided an overview of the work of the Committee through the year, which was recommended to the Board. The Committee Chair thanked the previous Chair of the Committee, who had been Chair through 2021/22.

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

The Chair thanked the committees for their work, with the reports providing assurance that the areas covered by them have been subject to review by members of the Board.

AGREED: To receive the reports.

22:31 Safeguarding and Prevent UB22/18

Received: Updates in relation to safeguarding and Prevent and the documentation for submission to the OfS

The DVC(HE&I) gave an overview of the documentation provided, which had been reviewed by ARC. The OfS requirements were highlighted for the Board.

AGREED: To receive updates and approve the Prevent declarations, accountability statement and data return for submission to the OfS

22:32 Statement on Modern Slavery and Human Trafficking 2021/22 UB22/19

Received: The statement on Modern Slavery and Human Trafficking 2021/22

The DVC(HE&I) spoke to the report noting the legal requirements. The progress made over the last year and aims and actions for 2022/23 were highlighted.

It was commented that it was pleasing to see the emphasis on awareness raising. Whether staff knew how to make reports of suspicions with respect to modern slavery was asked. The DVC(HE&I) responded that one of the aims was to do further work to raise awareness with staff and students, including how to report suspicions.

AGREED: To approve the statement on Modern Slavery and Human Trafficking 2021/22

22:33 Health and Safety Annual Report UB22/20

Received: The Health and Safety Annual Report for 2021/22

The Chair of People Performance and Culture Committee (PPCC) reported that the Committee had had a detailed review of the report. He noted that year on year accidents and incidents had increased as people had returned to campuses following the pandemic, however it was encouraging that they had

not returned to pre-pandemic levels. A key area of discussion had been in relation to fire risk, following the fire in London. The Committee was encouraged and reassured by the report.

The Chief Operating Officer (COO) added that a full audit of the Health and Safety Management System was currently being undertaken by Uniac. In parallel with this the committee structure relating to health and safety was being revised. The COO highlighted the need for ongoing focus on fire safety, in line with the new legislative requirements, and that work would be undertaken on reporting to ensure that it gave the required assurances.

Whether there were processes in place to learning lessons from different campuses was asked. The COO responded that lessons learnt reviews were undertaken after accidents and incidents and were shared, however there were opportunities to improve, which he would take forward.

Whether the rise in cases in Ambleside was real or an increase in reporting was asked. The COO responded that he would look into this.

AGREED: To receive the report

22:34 UoC Annual Report and Financial Statements

UB22/17
a & b

Received:

- a) The Basis of Preparation of the Financial Statements
- b) The UoC Annual Report & Financial Statements including the Representation Letter for KPMG

The Chair of FRC gave an overview of the Committee's discussions on the Annual Report and Financial Statements. He set out that the document showed a good financial performance, with 14% growth in income, increased cash surplus at the end of the year and an accounting surplus for the first time in many years. The Committee had discussed the tone of the narrative at the start of the Annual Report, with it having the potential to be more positive. FRC had confirmed that it was comfortable that the financial statements represented what had been presented to it through the year. With respect to the 'Basis of Preparation' of financial statements, the Committee was comfortable that the University was a Going Concern and that the accounts be presented on that basis.

The Chair of ARC reported that the Chair of FRC had attended ARC to provide an overview of FRC's considerations; ARC were happy to approve the aspects of the report that they were asked to consider.

The Chair of the Board noted that his introduction to the Annual Report had been modified based on the feedback from FRC.

The DDF&P concurred that 2021/22 had been a good year. He detailed two major changes to the balance sheet compared to the prior year. There had been a positive movement with respect to pensions following a change in the discount rate. It was noted that the position was more aligned to the reality of the fund compared to the previous year. The triennial valuation of the fund was underway, with the initial feedback being that it had a small surplus. The second change related to the land and building valuation which had increased. The basis for the valuation had been discussed at ARC. The valuation matched accounting standards, and from an accounting perspective was a true figure, however there would come a point at which there would be a reduction in value, an impairment, of these figures due to the potential disposal of current assets in Carlisle upon a move to the Citadels. At the end of the Representation Letter there was reference to impairment; the DDF&P confirmed that he was confident that there was no impairment as at 31 July

2022, however there was a judgement to be made as to when the impairment related to potential disposals in Carlisle would be made, with the question to be returned to each year.

The Chair commented that appendix two showed that the cash surplus was moving reasonably steadily upwards over the last five years. Pensions and property values were two things outside of the University's control that had a significant impact.

The fluctuations in interest rates and their impact on the pension deficit position was commented upon.

It was agreed that the Basis of Preparation of the Financial Statements was approved. Before the Board were asked whether they approved the Annual Report and Financial Statements the Vice Chancellor was asked to give an update on the position with the Initial Teacher Training (ITT) accreditation process.

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

It was agreed that, if the University's appeal was unsuccessful, a partner would be sought so that teacher training could continue to be delivered by the University.

Returning to the Annual Report and Financial Statements, and the Representation Letter, it was agreed that if the decision was known prior to them being signed off a sentence would be added, and communicated to KPMG, setting out that the University hadn't gained accreditation to deliver ITT under the new scheme. Subject to that potential change, the documentation was approved.

- AGREED:**
- To approve the Basis of Preparation of the Financial Statements;
 - To approve the Annual Report & Financial Statements including the Representation Letter for KPMG, subject to a potential amendment relating to ITT accreditation.

22:35 Vice Chancellor's Report

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

Verbal
UB22/22

The Vice Chancellor highlighted key issues including that industrial action by the Universities and Colleges Union had started, with the main challenge at this time being staff taking action short of a strike, which included staff not covering for absent colleagues. The situation continued to be managed, however there were no easy solutions. The national employer's association, UCEA, were looking to move forward with the 2023/24 pay round rather than re-open that for 2022/23.

The position with student recruitment for 2023/24 was set out, with the sector, competitors and the University all with applications similarly down on the previous recruitment cycle. The position was not where the University wished it to be, even with it being early in the recruitment cycle; the financial forecasts reflected the anticipated position.

What impact the government response to the latest immigration figures may have was asked. The Vice Chancellor responded that if universities with significant international recruitment were to take fewer international students

they might then take more domestic students, creating a ripple effect impacting universities such as Cumbria. The University currently had very few international students and was looking for modest growth; the potential risk to this market reinforced the importance of partnerships such as that with Robert Kennedy College, which were a different way to recruit internationally without the students being in-country.

AGREED: To receive the report.

22:36 Students' Union Matters

UB22/23

Received: A report from the Students' Union

The Student Director spoke to her report, starting by focusing on the work underway to improve the results of question 26 of the NSS, which related to the Students' Union. She went on to report that there were now 350 student representatives in place, close to the full number and the most representatives that the Union has ever had that were apprentices and distance learners. The number of new student support cases that had been opened, and the type of matters that they related to, were detailed. The majority of the cases related to academic appeals and formal complaints, with some due to students not understanding the communications of the outcomes of assessment boards. In addition, work was ongoing in relation to the industrial action and supporting students with the cost of living.

In the discussion, where the issues were arising relating to the assessment board outcomes was asked. The Student Director responded that this was being unpacked, with work taking place with the Dean for Student Success. The DVC(A) added that the matter was being worked on, with the communications being reviewed and FAQs developed.

The Chair commented that the increase in student representatives was very helpful and thanked the Student Director for her report.

AGREED: To receive the report

22:37 Academic Matters

UB22/24

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

a)
b)

DVC(Academic)

The DVC(A) gave an update on the position with the Access and Participation Plan (APP). The OfS received the University's Mass Variation Exercise in relation to the 2023/24 APP in the summer; the University had received contact with a request made to remove two targets; approval of the APP for 2023/24 was awaited.

With respect to the revised B3 Condition of Registration, one area was below threshold, with the detail provided in the paper as to what this related to and the actions being taken. Analysis of the latest data showed that this metric was now above threshold for these courses.

Moving on to the Teaching Excellent Framework (TEF) submission that was to be made to the OfS by late January 2023, the DVC(A) gave an overview of what was included in the submission. With respect to the data, the majority was either above the benchmark or 'broadly in line' with it. The small number of areas where the data were below benchmark would be explained in the text.

DVC (Health Environment & Innovation)

The DVC(HE&I) spoke to his paper, starting by highlighting the range of income coming into the Institute of Health, with some of the £625k for delivery and some for development work. Two new additional bids had also been won, with one for national delivery, the potential income from this was awaited.

The other aspect of the paper highlighted was the approval by PPCC of the Bullying, Harassment and Sexual Misconduct Policy, which was now being implemented. It was not known what impact the introduction of the Policy would have, however it was noted that the issues covered by it were significant in some further education colleges.

In the discussion the new Policy was welcomed.

A question was asked about the proposed student numbers for the Medical School with Imperial College, with it asked if they were scalable. The DVC(HE&I) responded that they were, and that an increase in Medical school numbers was anticipated. The current proposal being worked to was, however, capped by the government.

AGREED: To receive the reports.

22:38 Barrow Learning Quarter Update UB22/29

Received: An update on the Barrow Learning Quarter

The COO provided an update on the Barrow project, starting by detailing the work undertaken to validate the cost plan, which was confirmed as £13.4m. The Brilliant Barrow Board had been made aware of the increased cost with it agreed that the additional money would be sought from across the various stakeholders. Work on RIBA stage 4 was about to commence, with initial funding to start the work in place.

AGREED: To receive the report

22:39 Citadels Project UB22/28

Received: An update on the Citadels Project

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

AGREED: To receive the report

22:40 Chief Operating Officer Matters UB22/25

Received: A report from the COO

AGREED: To receive the report

22:41 2022/23 Student Recruitment UB22/26

Received: The full-time recruitment position for 2022/23 entry

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

AGREED: To receive the report

22:42 2022/23 Financial Update and Management Accounts UB22/27

Received: The 2022/23 Financial Update and Management Accounts

This item was covered with the paper above.

AGREED: To receive the report

22:43 2022/23 to 2026/27 Financial Forecasts

UB22/30

Received: The proposed financial forecasts for 2022/23 – 2026/27

The DDF&P spoke to the paper which detailed the proposed financial forecasts which, if approved, would be put into the format required by the OfS prior to submission to them. He noted that the forecasts aimed to be realistic, with debate at FRC regarding the recruitment assumptions. Inflation was taken into account, with some costs removed to balance the position. FRC had highlighted the need to look for opportunities to generate cash from other avenues. With respect to the ITT accreditation position, two scenarios had been worked up, one based on no change, the other assuming that the University goes into a partnership arrangement with some changes to the income to take this into account. It was noted that the forecast were to be submitted to the OfS along with a commentary.

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

It was agreed that the forecast be approved to be worked up into the format required by the OfS. The Board also agreed to delegate the approval of the OfS version and the associated commentary to the Chair of the Board and Chairs of FRC and ARC.

AGREED:

- Approve the financial forecasts 2022/23 – 2026/27 in order that they can be developed into the formal Office for Students submission; and
- Approve the delegation of authority for approval of the forecast and commentary.

22:44 External Audit

UB22/31

Received: A report on the appointment of external auditors

The DDF&P spoke to the paper, which was a proposal from ARC regarding the appointment of the University's external auditors for 2022/23 – 2025/26. The process that had been undertaken was set out, with the proposal being the appointment of HW Fisher.

Members of the appointment panel added that the company was active in the sector and looking to get more involved in the higher education market, albeit that they did not have many university clients to date.

AGREED: To approve the appointment of external auditors for 2022/23 – 2025/26

22:45 Risk Management

UB22/32

Received: The Risk Appetite Statement and the Strategic Risk Register

AGREED: To approve amendments to the Risk Appetite Statement and receive the Strategic Risk Register

22:46 Governance Matters

UB22/33

Received: The Terms of Reference and Membership 2022/23 for the People Performance and Culture Committee and Academic Governance Committee

AGREED: To approve the Terms of Reference and Membership for the People Performance and Culture Committee and Academic Governance Committee for 2022/23

22:47 Academic Board reporting

AB22/15

Received: The meetings of Academic Board held on 13 October 2022

AGREED: To receive minutes

22:48 University Board Committees

Received:	<ul style="list-style-type: none">• Academic Governance Committee: Verbal update from 3 November 2022• Audit & Risk Committee: Minutes and confidential minutes 10 October 2022 and 10 November 2022• Finance and Resources Committee: Minutes and confidential minutes 11 October 2022 and 8 November 2022• People, Performance & Culture Committee: Verbal update from 17 November 2022	Verbal ARC22/11 ARC22/27 FRC22/10 FRC22/21 Verbal
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AGREED: To receive the minutes

22:49 Future Meetings

Verbal

- Thursday 26 January 2023 (Strategy Day)
- Thursday 16 March 2023
- Thursday 18 May 2023
- Thursday 13 July 2023