

UNIVERSITY BOARD OF DIRECTORS

CONFIRMED

Minutes of the meeting held on 21st November 2019

Present: Mr G Donnelly (Chair), Miss F Aiken, Mrs E Bales, Mr J Batty, Ms K Brookes, Revd Canon C Butland, Professor L Challis, Ms J Johnston, Professor J Lee, Professor J Mennell (until item 19/47), Ms J Stannard, Mr M Williams, Mr P Yates

In attendance: Mrs J Arnold, PVC (Region and Employer Engagement) (until item 19/47)
Dr J Brown, University Secretary
Mr D Chesser, Chief Operating Officer / Deputy Vice Chancellor (until item 19/47)
Mrs M Leek, PVC (Director of Staff and Student Services) (until item 19/47)
Professor R Trimble, PVC (Academic) (until item 19/47)
Professor B Webster-Henderson, PVC (Health) (until item 19/47)

Pre-Board presentation: Academic

The PVC (Academic) spoke to his presentation and provided the Board with a briefing on academic matters, starting by providing an update on the Access and Participation Plan for 2020/2025. He reported that the Plan had now been approved by the OfS, with the communication from the OfS setting out that it was an 'ambitious and credible' plan. He confirmed that no additional monitoring requirements had been imposed on the University. The Plan submitted covered five years, it had been approved initially for one year, with an impact report to be submitted on an annual basis which would include progress against the fourteen targets included within the Plan.

The Board thanked the PVC (Academic) and others who had contributed to the Access and Participation Plan.

The PVC (Academic) went on to set out the student outcome related KPIs and how each Institute's action plan responded to them, noting that Academic Governance Committee received the Plans at their meeting the day before and that he was meeting with each Institute on a fortnightly basis to review implementation.

The strategic and integrated approach being taken to improve Student Outcomes was then outlined, starting with an overview of the Student Achievement Strategy, and the Learning, Teaching and Assessment Strategy Action Plan and Curriculum Design Framework that sit within it. The role of the Centre for Academic Practice Enhancement (CAPE) in enhancing academic practice was described. The approach to implementation of the Student Achievement Strategy was set out, with the aim to have the majority implemented and embedded as business as usual as quickly as possible. Monitoring of implementation was outlined, with Student Success and Quality Assurance Committee providing oversight, with reporting through to Academic Board and Academic Governance Committee of University Board.

Directors welcomed the briefing and the range of developments described. In the discussion that followed, how students were made aware of the developments was questioned. The PVC (Academic) responded that once developments had been introduced they were communicated to students, as relevant. The Student Director commented that the Academic Representatives would benefit from hearing more about the activity being undertaken; the PVC (Academic) offered to speak to them. It was noted that the Students' Union was introducing a student panel which would, amongst other things, invite PVCs to attend to share and discuss plans. The use of small scale ad hoc surveys was commented as being a useful aid to understand the impact of changes; it was agreed that they could be used as proxy indicators prior to the annual KPI data being available. It was commented that it would be useful to hear feedback from staff; the Chair of Academic Governance Committee responded that the Student Experience leads from three of the Institutes had spoken at the Committee's meeting the day before and been very positive.

The PVC (Academic) went on to provide updates on recruitment to the vacancies for Institute Directors and the Director of London Campus; the focus of work with respect to the London Campus; the development of the International Strategy; and the academic themes within UoC2020.

The Board thanked the PVC (Academic) for his presentation and for the progress being made across his portfolio.

19:21 Apologies for absence Verbal
Apologies were received from Mr I Looker and Mr C Bush.

19:22 Declaration of Interests Verbal
Mrs E Bales declared an interest in staff related matters, being a current member of University staff.

19:23 Minutes of the previous meeting UB19/14a & b
The minutes and confidential minutes of the meeting held on 8 October 2019 were approved as an accurate record, other than Mr D Chesser needing to be added as an attendee.

19:24 Matters Arising UB19/14c & d
It was noted that, as far as the University was aware, the Treasury Committee considering the SOBC for the Borderlands Initiative bid (Carlisle Campus consolidation) would still be meeting on 22 November.

With respect to Health and Safety internal auditing it was noted that the level of auditing was determined a number of years ago and was being discussed at the forthcoming meeting of the Health and Safety Committee.

The Chair confirmed that there would be a briefing on Equality, Diversity and Inclusion matters at the March 2020 pre-Board briefing.

The University Secretary confirmed that legal advice would be sought in relation to the next version of the Student Protection Plan, which would be drafted following receipt of the anticipated OfS guidance.

19:25 Chair's Business Verbal
The Chair of the Board provided an overview of his engagements relating to the role since the last meeting of the Board:

- Attendance at the CUC Plenary meeting which had focused on the sense of place of universities in their communities and pensions;
- Attendance at the Advance HE Governor Development Advisory Forum;
- Approval of the reportable event to the OfS in relation to the Memorandum of Understanding with Lancaster University;
- Attendance at the 7 November Audit and Risk Committee, to be present at the presentation and discussion in relation to the External Audit report, the Internal Audit annual report and the Annual Report and Financial Statements;
- That learning from the De Montfort governance issue had been shared at the CUC event; of relevance to the University was encouragement of all Directors to use the University e-mail system for all University business

It was agreed that the University Secretary would work with Directors to put a process in place in relation to e-mail use that worked for everyone.

Action: Uni Sec.

It was noted that an additional Board meeting was being arranged for 18 December 2019 for the Board to approve the financial information to be submitted to the OfS by 10 January 2020.

19:26 Vice Chancellor's Report

UB19/15

Received: a) Vice Chancellor's Report
b) Summary of the Vice Chancellor's activities & engagements

The Vice Chancellor started by stepping back to late 2016 when she arrived at the University and the Strategic Plan was reviewed and revised, going back to why the University was originally established. She commented that three years on, in the last year of the Strategic Plan, it was a good time to reflect on how far the University has come against the aims and ambitions that were set out within it. With respect to income, reputation, confidence and positioning, she considered that the University has never been in such a strong position. Referring to the financial forecast for 2019/20 she noted that whilst it does not show the University meeting the income target, the forecast had been developed with what is known, and the expectation was that they would be met. The Vice Chancellor went on to set out some of the recent highlights, as reported to the Board over the last period.

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

It was noted that the Policy Update would return once staffing in the University Secretary's team was back to compliment.

AGREED:

- To receive the Vice Chancellor's report
- to defer the decision on the 2019/20 pay award, which could be made by agreement of the chairs (of the Board and each committee) if between Board meetings
- to include the strategic coherence of partnerships in the Strategy Day discussions.

19:27 Students' Union Matters

UB19/16

Received: A report from the Student Director to note

The Student Director spoke to her report, focusing on work being undertaken in response to the NSS results. This included training provided for academic representatives and the welcome pack that they had been provided with at the start of the year; enhancing communication to students of the role of the Students' Union; and encouraging students to get involved in activities. She also reported on work being undertaken following concerns from students following the closure of Calva Bar.

The Chair of Academic Governance Committee added that the issue of improving the engagement of young men with university study had been discussed at the Committee. The Student Director had agreed to speak to other universities to gather additional ideas.

Information on the take up of the Health Matters campaign was requested at the March meeting of the Board. **Action:** Student Director.

A Director noted that one of the points of learning from the recent fire in Bolton was that fire alarms went off regularly which led to a reduced response in a real fire situation. The Student Director responded that the Union had been looking into the learning from the fire and were emphasising to students that they have to leave a building when an alarm sounds.

The Staff Director noted that Staff and Student Services staff were working with the Sabbatical Officer lead for the Health Matters campaign and it had been agreed to use the 'UoC Active' branding to ensure continuity after the Sabbatical Officer's tenure. With respect to fire safety she reported that, following the fire in Bolton, the University had received a letter from the Secretary of State requesting assurance over both University and Private accommodation provision. Work was ongoing to respond, noting the difficulties with providing assurances across all provision.

The Chair thanked the Student Director for their report and asked that conversations were held with members of VCE, as appropriate, to ensure changes were managed in a manner that did not raise concerns for students.

AGREED: To receive the Student Director's report.

19:28 Academic Matters

UB19/17

Received: A report from the PVC Academic (RT)
A report from the PVC Health (BWH)
A report from the PVC Region & Employer Engagement (JA)

The PVC (Academic) spoke to his report, noting that the majority had been covered in his pre-Board presentation. In addition, he reported that he had recently made a very successful visit to Kuching and had discussions with the College on potential future opportunities and attended the graduation ceremonies.

The PVC (Health) set out the importance of engaging with the NHS Trusts and the setting up of regular engagement meetings. He briefed the meeting on the successes in contracts to deliver paramedic apprenticeships and further activity in this area, and work ongoing in respect of nursing related apprenticeships that have an initial cohort starting in January 2020.

The success of the Institute of Health launch event was commented upon by Directors.

The PVC (Region & Employer Engagement) provided the meeting with an overview of developments in her area, as set out in the paper, including an update on the police apprenticeships, where the first cohort of students is expected in early 2020.

The Chair thanked the PVCs for their reports commenting that the developments reported across all areas were very positive.

AGREED: To receive the reports

19:29 Student Recruitment 2019/20

UB19/18

Received: An update on the settled recruitment and continuation position

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

AGREED: To receive the report.

19:30 Financial Forecasts for 2019/20

UB19/19

Received: The financial forecasts for 2019/20

The COO/DVC introduced the financial forecasts for 2019/20. He set out the move to detailed forecasts being undertaken at key points in the year, with the next due in February 2020. The forecast provided was based on income from student recruitment to date and contracts known to have been awarded or where there was confidence in them coming to fruition. He confirmed that, although the contingency in the budget had been released, the aim was still to meet the originally budgeted income figure.

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

AGREED: To receive the 2019/20 financial forecasts.

19:31 OfS Annual Accountability Return

UB19/20

Received:	a) Internal Auditor's Annual Report and Opinion [ARC]	a)
	b) External Auditor's report and institutional response [ARC updated]	b)
	c) Audit and Risk Committee Annual Report [ARC updated]	c)
	d) Basis of Preparation of the Financial Statements	d)
	e) UoC Annual Report & Financial Statements [ARC/FRC updated]	e)
	f) Representation Letter for KPMG	f)
	g) Annual Assurance returns	g)

The Chair of the Board stated that the majority of the papers within this part of the agenda had been received and discussed in detail at either Audit & Risk Committee and / or Finance & Resources Committee, as noted on the agenda. The cover paper set out the OfS reporting requirements.

a) Internal Auditor's Annual Report and Opinion

The Chair of Audit & Risk Committee spoke to the Internal Auditor's Annual Report and Opinion, the External Auditor's report and institutional response, and the Audit & Risk Committee Annual Report.

With respect to the Internal Auditor's Annual Report and Opinion, the Chair of Audit & Risk Committee confirmed that Uniac had rated the University as Adequate and Effective, the highest rating, for all five areas under consideration. She reported that the Committee had challenged the generally good ratings of the internal audit reports through the year but Uniac had robustly stood up for their report ratings and opinion.

b) External Auditor's report and institutional response

The Chair of Audit & Risk Committee noted that at the time of the Committee's meeting KPMG had further work to complete on their external audit, but they had confirmed that the financial controls were good, with no issues raised. In this updated report the only outstanding item was in relation to 'going concern', which was to be covered in a subsequent item. She drew the Board's attention to page nine of the report that set out a positive update on progress.

c) Audit and Risk Committee Annual Report

The Chair of Audit & Risk Committee drew the Board's attention to the Committee's opinion within its annual report to the Board and reminded Directors that all on the Board need to continually challenge.

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

The Internal and External Auditors reports were noted and the Audit & Risk Committee Annual Report to the Board approved for submission to the OfS.

d) Basis of Preparation of the Financial Statements

The COO/DVC set out that in order for KPMG to conclude their audit work they required the Board to agree that the Financial Statements had been drawn up on the basis of the institution being a going concern; a signed letter from the University's bank in relation to the covenant; and a signed copy of the Representation Letter. The paper provided the Board with information to support its decision regarding 'going concern'.

The basis of preparation of the financial statements was endorsed.

e) UoC Annual Report & Financial Statements

The Chair of the Board confirmed that the Annual Report and Financial Statements had been received and discussed at Audit & Risk Committee following review of the Financial Statements by Finance & Resources Committee. It was reported that KPMG had commented on how good the internal controls and reporting were, for which the Deputy Director of Finance and Planning was thanked.

A member of Audit & Risk Committee commented that the value attributed to fixed assets within the Financial Statements was not the same as their market value. He confirmed that the policy used to attribute the value was in line with the required standards and had been signed off by KPMG, but was worthy of note. The COO/DVC added that the appropriate policy for asset valuation would be reflected upon.

The Annual Report & Financial Statements were approved.

f) Representation Letter for KPMG

The Representation Letter was received and it was agreed that the Letter should be signed by the Chair of the Board.

g) Annual Assurance Returns

The content of the Annual Assurance Returns, to be signed by the Vice Chancellor, was noted.

The Chair of the Board thanked all involved with preparing the reports and Audit & Risk Committee and Finance & Resources Committee for their work in detailed review of the documentation.

- AGREED:**
- To receive the Internal Auditor's Annual Report and Opinion
 - To receive the External Auditor's report and institutional response
 - To approve the Audit and Risk Committee Annual Report
 - To endorse the basis of preparation of the Financial Statements
 - To approve the UoC Annual Report & Financial Statements
 - To approve the signing of the Representation Letter for KPMG
 - To note the Vice Chancellor's approval of the Annual Assurance returns

19:32 Management Accounts

UB19/21

Received: The Period 2 Management Accounts 2019-20

It was agreed that the content of the Management Accounts had been covered in the discussions relating to the financial forecasts for 2019/20.

- AGREED:** To receive the 2019/20 period 2 Management Accounts

19:33 Financial Forecasts to 2023/24

UB19/22

Received: The income and expenditure forecasts for the period to 2023/24, which will form the basis for the detailed submission to the OfS, for approval

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

The Chair of Finance and Resources Committee reported that there had been a robust discussion at the Committee and that he was happy that the points raised at the meeting had been taken on board within this document.

In the discussion that followed the assumptions used in respect of tuition fees was questioned. It was confirmed that it had been assumed that they remained stable.

The Vice Chancellor provided input from an Associate Director who sits on Finance & Resources Committee who had been provided with the paper for comment; he was supportive of the use of the 'reasonable' scenario in the submission to the OfS, alongside reference to the other scenarios.

It was agreed that the reasonable scenario was approved as the basis for preparation of the forecasts for the OfS. These would be the subject of a special Board meeting that was being arranged for mid-December. Directors were asked for a response to the papers, when circulated, even if they were not able to attend the meeting.

- AGREED:**
- To receive the financial forecasts to 2023/24
 - To approve the 'reasonable' scenario as the basis for preparation of the financial forecasts to be submitted to the OfS

19:34 Barclays Loan Agreement Amendment

UB19/23

Received The Barclays covenant variation letter for approval

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

The University Board was asked to approve the terms of, and the transactions contemplated by, the loan agreement amendment letter from Barclays. The Board approved these and resolved to execute the letter. The requirement for the Chair and the Vice Chancellor to execute the letter on the Board's behalf was noted and approved.

- AGREED:**
- To approve the terms of, and the transactions contemplated by, the loan agreement amendment letter from Barclays and resolving that it execute this letter; and
 - To authorise the Chair and the Vice Chancellor to execute the letter on its behalf.

19:35 Safeguarding and Prevent

UB19/24

Received: a) The Safeguarding Annual Report 2018-19 a)
 b) Updated Risk Assessment and Action Plans; b)
 c) Proposed Prevent OfS submission c)

The Chair of Audit and Risk Committee reported that the documentation had been received and reviewed by the Committee and that the Committee recommended approval of the Prevent submission to the OfS.

A Director commented that the University trains students in these areas and asked if this knowledge was used to inform general training of staff. It was confirmed that Safeguarding and Prevent are well embedded in a range of professional programmes, as recognised by the recent Ofsted inspection of Apprentice provision.

- AGREED:**
- To receive the Safeguarding Annual Report for 2018/19 and the updated risk assessment and action plans
 - To approve the Prevent submission to the OfS

19:36 Statement on Modern Slavery and Human Trafficking 2018/19

UB19/25

Received The proposed Modern Slavery and Human Trafficking Statement for 2018/19

The Chair of Audit and Risk Committee reported that the Statement had been reviewed by the Committee who recommended it to the Board for approval.

A Director commented that the percentage of relevant staff that had received the training was impressive. The Chair stated that it was good to see the agenda being taken seriously by the University.

- AGREED:** To approve the Modern Slavery and Human Trafficking Statement for 2018/19

19:37 UoC 2020 project

UB19/26

Received: A progress update on the UoC2020 project

The Vice Chancellor reported that testing out the scope of the project with each of the Board committees had been very valuable and informative.

The Board confirmed that they had no questions regarding the project, which was to be the subject of a special PPCC meeting on 17 December 2019.

AGREED: To note the progress update.

19:38 AOP 2019/20 update UB19/27

Received An update on delivery of the AOP for 2019/20

The AOP 2019/20 update was received; it was noted that aspects had been reviewed at various committees and included in reporting elsewhere on the agenda.

AGREED To receive the AOP update

19:39 Pensions Verbal

Received An update on the pensions review

The COO/DVC reported that prior to undertaking the work agreed by the Group the University had needed to go out tender for its professional support in this area. Mercers had been appointed and an initial meeting had been held. Next steps were in the process of being agreed.

AGREED To note the update

19:40 Carlisle Campus Consolidation - Borderlands Update UB19/28

Received An update on developments relating to the Borderlands Initiative

The COO/DVC spoke to the paper, setting out how the plans under the Borderlands Initiative had to be set alongside the work in Lancaster.

The proposed Terms of Reference for the Carlisle Campus Funding Arrangements Task and Finish Group were noted and approved. The Vice Chancellor reported that a representative from the Cumbria County Council had been invited to join the group to enable the Council to have sight of the work of the Group and encourage further partnership working.

A question was asked regarding the outcome of the Heritage Lottery Fund Bid. It was noted that the outcome was in abeyance due to purdah.

AGREED

- To note the update
- To approve the Terms of Reference for the Carlisle Campus Funding Arrangements Task and Finish Group

19:41 Estates Strategy Review UB19/29

Received An update on current estate matters

The COO/DVC introduced the paper, focusing on matters relating to the Lancaster campus. He explained the need for the updated Campus MasterPlan to be adopted prior to the sale / lease of redundant assets, as set out in the paper. An overview was provided of the discussions at

Finance & Resources Committee and the approvals requested of the Board outlined.

The need for six weeks of judicial review was questioned. It was noted that this had been added to the timeline as contingency as it could occur.

Detail was requested in relation to the heating system. It was confirmed that the proposed energy centre would service both University buildings and those on land that was being disposed of. It was noted that a proposal would come to Board for approval at the appropriate time.

It was agreed that the lease and sale were approved, as set out in the paper.

AGREED

- To note the report

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

19:42 Risk Register

UB19/30

Received The institutional risk register

The Chair introduced the risk register noting the importance of the document. He drew the Board's attention to the summary of the strategic risks and asked the Board to consider whether the right risks were captured and whether there were any significant gaps.

The Chair of Audit and Risk Committee reported that the Committee received the risk register at each of its meetings. At its last meeting the Committee had questioned the change in rating of the first risk, but agreed that it should stay as it was now recorded but be kept under review. She added that it had been agreed that more time would be allocated to the register at the next meeting of the Committee so that a detailed review could be undertaken.

Directors confirmed that the risks on the register covered the key matters of debate at the Board. In response to a question, the reasons for the changes to the direction of travel for risks 7 and 9 were outlined.

The Vice Chancellor noted that the register was reviewed by VCE on a regular basis, and at its forthcoming review matters such as the frameworks in place to support the delivery of apprenticeships would be considered for inclusion.

AGREED

To receive the risk register as presented.

19:43 Honorary Awards

UB19/31

Received Proposals from the Honorary Awards Committee

The Vice Chancellor spoke to the paper, setting out that the Honorary Awards Committee met at the beginning of October and recommended approval of three individuals for Honorary Awards, which had subsequently also been recommended for approval by Academic Board. The Board was asked to approve the proposal in relation to two of the individuals, the third was noted as now being seen as a potential future risk. The Committee had also discussed how youth talent and leadership could be recognised, and agreed that a new award be introduced entitled 'Spirit of Cumbria'. The award would be for graduating students to start

with, but it was anticipated that it would be opened out to other nominations in due course.

Following discussion, honorary award nominations one and three, as set out in the paper, were approved; nomination two, as set out in the paper, was put on hold. It was agreed that Spirit of Cumbria award was a good idea, but the name would be checked to confirm that it wasn't in use elsewhere. **Action:** Vice Chancellor.

- AGREED**
- To approve the nominations for Honorary Awards, as recommended by the Honorary Awards Committee and Academic Board, for nominations one and three, as set out in the paper.
 - To endorse the introduction of an award for youth talent and leadership.

19:44 Governance Matters

UB19/32

- Received
- a) Terms of Reference and Membership 2019/20 for the Committees of the Board a)
 - b) A communication from the OfS b)

The University Secretary introduced the reports. The changes to the Terms of Reference for 2019/20 for the Remuneration Committee and People, Performance & Culture Committee were set out. The Board approved the amended Terms of Reference.

The University Secretary went on to speak to the report provided to the Board in relation to the letter from the OfS regarding the late payment of the QAA fees by the University. The reasons for the late payment, and the actions put in place to ensure that there are no such issues in future were set out.

The Chair of Audit and Risk Committee reported that the Committee had also received and discussed the letter at its 7 November meeting.

The Board confirmed that it supported the actions taken by the University subsequent to the letter. Directors noted the tone of the letter from the OfS and the rapid escalation of the issue, but fully understood their obligations with regards to the registration requirements of the University with the OfS.

- AGREED**
- To approve the 2019/20 Terms of Reference and Membership for Remuneration Committee and the People Performance & Culture Committee
 - To confirm that it supported the actions taken by the University in response to the letter from the OfS
 - That the minute of the discussion be provided to the OfS as required by the letter. **Action:** University Secretary.

19:45 Academic Board Reporting

Verbal

- Received A verbal update

The Vice Chancellor provided a verbal update on the Academic Board meeting that was held on 5 November 2019, noting that many of the key matters had been presented to Academic Governance Committee on 20

November 2019 and included in the pre-Board presentation. In addition to these, the Board received an update on the impact of the changes to the Academic Regulations and approved a new academic calendar, with the addition of two enhancement weeks.

AGREED To note the update

19:46 University Board Committees

Received Minutes from the following Committee meetings:

- Academic Governance Committee 19 September 2019 AGC19/11
- Finance & Resources Committee 24 September 2019 FRC19/07a&b
- Audit & Risk Committee 26 September 2019 ARC19/09
- Employment Policy Committee 1 October 2019 EPC19/09a&b

Verbal updates from the following meetings:

- Finance & Resources Committee 5 November 2019
- Audit & Risk Committee 7 November 2019

The Board noted all minutes sets as provided, and additional updates were presented by Committee Chairs as follows:

The Chair of Academic Governance Committee reported that the core business of the recent meetings of the Committee had been covered in the pre-Board presentation.

The Chair of Audit and Risk Committee provided an overview of the matters discussed at the Committee's 7 November 2019 meeting that were not on the Board agenda.

AGREED To receive the minutes and updates.

19:47 Remuneration Committee Annual Report

UB19/33

Received The annual report from the Committee

The Chair of Remuneration Committee introduced the Remuneration Committee's Annual Report to the Board, which was linked to from within the Annual Report and Financial Statements and would be available on the University web-site, once received by the Board.

The Board thanked the Committee for their work.

AGREED To receive the report.

19:48 Remuneration Committee

Verbal

Received An update on the business of the Committee at its meeting on 21 November 2019

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

AGREED To receive the update.

19:49 Dates of future meetings

Verbal

Tuesday 21st January 2020 Brampton Road Carlisle (Strategy Day)
Tuesday 17th March 2020, Lancaster
Tuesday 19th May 2020, Ambleside
Thursday 9 July 2020, Carlisle