

**UNIVERSITY BOARD OF DIRECTORS**

CONFIRMED

**Minutes of the meeting held on 17<sup>th</sup> March 2020**

**Present:** Mr G Donnelly (Chair), Miss F Aiken, Mrs E Bales (pre-Board Briefing only), Mr J Batty, Ms K Brookes, Mr C Bush, Professor L Challis, Professor J Lee, Mr I Looker, Professor J Mennell, Mrs J Stannard, Mr M Williams, Mr P Yates

**In attendance:** Dr J Brown, University Secretary  
Mr D Chesser, Chief Operating Office / Deputy Vice Chancellor  
Mr D Prescott, Chief Executive UCSU for item 19:73  
Mrs K Mclaughlin-Flynn, Director of Finance and Resources, for items, 19:78 to 19:80 inclusive  
Professor A Atherton, consultant, for item 19:81

**Pre-Board briefing – Managing through the Covid-19 Pandemic**

The Vice Chancellor set out the University's response to the emergence of Covid-19, with a VCE led Emergency Planning Team convened in early February. Work was ongoing to develop specific business continuity plans for each part of the University, and financial scenarios were being worked through, looking to ensure financial sustainability and success and mitigating the impact of the pandemic. The overarching principles guiding decision making were set out.

The changes planned to move to remote delivery of programmes from Monday 23 March were outlined, with communications confirming the change to go out to students imminently. All changes were being undertaken in line with Public Health England guidance and with the demands of the OfS and quality assurance in mind. The University was working on Emergency Academic Regulations to ensure that students were not disadvantaged.

It was confirmed that many academic staff were working from home, with work ongoing to prepare for professional services staff to do the same, where this was possible.

A question was asked about how the University was supporting health students on placements. The Vice Chancellor started by outlining the plans in place for education students, where the University was working as part of a wider group, including the Department for Education, to mitigate the implications of students not being able to complete their placements. First and second year students had completed their placements for the year so would move to on-line learning; the University would be guided by national agreements with respect to third year students and those in school settings. With respect to health students the Vice Chancellor reported that concerns were being worked through with respect to individual students and staff, as well as the availability of PPE. The University was preparing for final year students, and potentially staff, to be called into healthcare settings in the near future, to support the NHS with the anticipated shortage of staff. The move was being organised with the regulatory bodies, with the PVC(Health) fully engaged with the negotiations in his role as Chair of the Council of Deans of Health.

A Director asked where students would go and whether any would remain in halls following the move of teaching on-line. The Vice Chancellor responded that it was expected that many would return home, but that there would be some who continue to use the student accommodation, including international students. Public Health England guidance would be followed in decisions relating to messaging for these students. The Staff Director confirmed that students will have access to the accommodation until the end of their contracts, at the start of July, and that the University would support any students remaining in the accommodation. She reported that the University did have a number of student self-isolating in University accommodation, who would not be able to travel. It was noted that sector discussions were ongoing regarding the early release of students from their accommodation contracts, which was anticipated to be the University's policy where students were no longer in residence.

The arrangements for students who needed to access facilities and laboratories was asked about. The Vice Chancellor responded that the detail was being worked through, and where different assessments could be put in place this would be done, with the Emergency Academic Regulations picking up the arrangements where this was not possible. The University was confirmed to already be operating assessments remotely in some areas, so the expertise and skill set to do this was within the staffing base.

The potential implications for 2020/21 were asked about. The Vice Chancellor reported that the financial implications were being looked into as was the implication for curriculum design and delivery. With respect to the latter, what needed to be put in place now to up-skill staff to evolve their pedagogy to deliver a better student experience using technology was being considered.

A Director asked whether there was any coordination across the sector, for example in relation to new entrants. It was confirmed that as yet there had been no coordination across the sector, including from the OfS. The Vice Chancellor stated that the pandemic would impact on numbers for 2020/21, with planning ongoing with respect to the range of implications.

The ability of the IT systems to cope with the additional volume with the move to on-line delivery was asked about. The COO/DVC responded that the band-width was there to support the increase, however the number of lap-tops the University had to enable students and staff to work from home was a potential issue, with long lead times on new equipment. Another potential issue was the ability of local networks to support the increased requirements of the overall population working remotely. The introduction of two factor authentication was noted as increasing security when staff worked from home.

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

The implication of the pandemic on the property sales was asked about. The COO/DVC reported that the timescales for sale of the South East corner of the Lancaster campus were slipping, however the funds from the sale of The Howes in Ambleside had been received.

The Chair thanked the executive for the update and briefing, noting that the financial information was an initial view. An additional Board meeting was agreed to be held before the end of April to receive further information.

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|--------------|--|----------|
| <b>19:67</b> | <b>Apologies for absence</b>   | Verbal   |
|              | Apologies were received from Mrs E Bales, Ms J Johnson and Revd Canon C Butland.   |          |
| <b>19:68</b> | <b>Declaration of Interests</b>  | Verbal   |
|              | There were no declarations of interest.  |          |
| <b>19:69</b> | <b>Minutes of the previous meeting</b>   | UB19/42  |
|              | The minutes and confidential minutes of the meeting held on 21 January 2020 were approved as an accurate record.   | a)<br>b) |
|              | The notes of the University Board Strategy Day held on 21 January 2020 were approved as an accurate record.  | c)       |
| <b>19:70</b> | <b>Matters Arising</b>   | UB19/42d |
|              | The action log was noted, along with the outstanding actions.  |          |
| <b>19:71</b> | <b>Chair's Business</b>  | Verbal   |
|              | The Chair of the Board provided an overview of his engagements relating to the role since the last meeting of the Board:                                   |          |
|              | - Along with the Chairs of AGC and FRC, the Access Agreement Monitoring return had been reviewed in late February, as set out in the DVC(Academic) report; |          |

- Attendance at a meeting with the Principal of Furness College, with the Vice Chancellor.

He went on to note approvals provided by other Directors since the last meeting:

- Documentation to complete the sale of The Howes had been signed;
- The Chair of ARC had signed documentation relating to: an agreement with BAE re training; the Cumbria County Council Learning and Skills Framework; and a NIHR collaboration agreement.

## 19:72 Vice Chancellor's Report

UB19/43

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

The Vice Chancellor spoke to her report noting that aspects had been covered in the pre-Board briefing. Work to ensure that staff had an understanding of the actions being taken and why, and what the future looks like was noted as being important. The discussions in the recent staff forums were reported as having been well received.

## 19:73 Student's Union Matters

UB19/44

Received: a) A report from the Student Director a)  
b) The revised UCSU Constitution b)  
c) An overview of VCE engagement with the UCSU re the governance changes c)

### Report from the Student Director

The Student Director's report was noted. In response to a question about the support the Sabbatical Officers were receiving, the Student Director confirmed that the support from the University was very good.

The Chair of AGC reported that a similar report had been received by the Committee at its last meeting, with an outcome being that the Union had been asked to consider alternative ways to bring students at the two Carlisle campuses together, following a note in the report regarding reluctance to have combined activities.

The comment in the paper in relation to the Calva Bar was commented on. It was agreed that this would be followed up by the University. **Action:** Vice Chancellor.

### Revised UCSU Constitution

The Chief Executive Officer (CEO) of the Students' Union spoke to his report and answered questions from Directors. He confirmed that the Students' Union was required by Charity Law to review the constitution every five years. The review undertaken in 2018/19 identified that the charitable model may not be the best for the Union, with the CIO alternative now available, and being endorsed by the NUS. The review also identified improvements that could be made to the structure of the Union in order to better serve students across the University's multiple campuses.

He noted that the constitution presented is an adapted version of one provided to the sector by the NUS. He reported that there had been consultation with members of the Students' Union, and a referendum on the proposed changes. The Trustee Board had approved the new constitution, and following University Board approval, it would be

forwarded to the Charity Commission for the final stage in the approval process.

In the discussion that followed questions were asked:

- How frequently it was envisaged that a show of hands would be used at meetings. The CEO responded that the Trustee Board made the major policy decisions and had the right to change a decision made elsewhere in the Union's governance arrangements. The aim of the new structures was to enable representatives to come together, in a virtual manner, as a policy making body. As such the likelihood of the use of a show of hands was low.
- How unusual it was for the Students' Union not to have a President. It was confirmed that students had been asked for their preferences regarding Sabbatical Officers and they had asked for one for each campus, which could not be funded. There were advantages and disadvantages of a President and the proposed structure was the one that was opted for, partly as it spread the authority out between the Officers. It was noted as not being common in the sector but other Unions did have a similar arrangement.
- Whether it changed anything with respect to the University's accounting. It was confirmed that the Students' Union remained an independent body, with assets transferred from the old to new charity on formation. There would be no impact on the University's accounting.

- AGREED:**
- To receive the Student Director's report
  - To approve the new UCSU Constitution

**19:74 Academic Matters**

UB19/45

- Received:
- a) A report from the PVC Academic
  - b) A report from the PVC Health
- a)  
b)

The reports were noted. The Vice Chancellor reported that three new Directors of Institute and the Director for London campus had been appointed, and that all were experienced individuals. In response to a question it was confirmed that they would be involved in the business planning process and would be working to ensure the sustainability of their Institutes. A question was asked about how the individuals may react to changes that may be required over the coming months; the Vice Chancellor responded that within the recruitment process there had been an explicit emphasis on the fit of the individual with the University and its values.

- AGREED:** To receive the reports.

**19:75 Student Recruitment 2020/21**

UB19/46

- Received: An update on the recruitment position

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

- AGREED:** To receive the report.

**19:76 Management Accounts** UB19/47

Received: Period 5 management accounts 2019-20 and details of second full forecast of financial year.

The Chair of the Board noted the very different context to that when FRC reviewed the paper, with the global spread and impact of the coronavirus.

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

**AGREED:** To receive the report.

**19:77 Pay Award Recommendation** UB19/48

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

**19:78 Pensions** UB19/49

Received: Recommendations from the Pension Task and Finish Group

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

**19:79 Carlisle Funding Task and Finish Group** Verbal

Received: A verbal update on the work of the Group

The Chair of FRC and member of the Carlisle Funding Task and Finish Group gave an update on the work of the Group, which was looking at the funding options for the Citadels Campus. He commented that the Group had access to expert advice and that the options looked more positive than they had done. In addition to consideration of funding for the Citadels campus, he noted that the other initiatives that the University was considering may also require funding, with a understanding of these needed so that a holistic strategy could be developed. The next step was to undertake more work building up the capital cost forecasts.

The Board agreed that the Group was useful and should continue its work.

**AGREED:** To note the update on the work of the Carlisle Funding Task and Finish group.

*The order of the agenda was changed, the items appear as discussed at the meeting.*

**19:80 Estates Strategy Update** UB19/51

Received: An update on current estates matters

The DF&R confirmed that The Howes in Ambleside had now been sold. She gave an update on developments at the Lancaster campus, with the campus masterplan having been submitted. Consultation on the masterplan had been impacted by the requirements to social distance, with the implications of this being considered. The decant of buildings in the south east corner of the campus continued as did work on the sale of Mill Hall. With respect to Borderlands, she confirmed that the consultant team to work on the OBC had been appointed.

The timescales for sight of the planning applications for Lancaster were asked about; it was confirmed that work was continuing to agreed timescales.

The implications of the coronavirus on the Borderlands project were discussed. It was agreed that there may be a delay, and that it was important that this did not lead to the University incurring additional expenditure. The Chair of ARC reported that the Committee had received a presentation on the project as the deep dive before the March meeting of the Committee and had been impressed with the work ongoing in relation to the initiative.

**AGREED:** To receive the report.

**19:81 Barrow** UB19/50

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

**19:82 Risk Register** UB19/52

Received: An update on the current assessment of institutional risk

The Chair of ARC reported that the risk register had been reviewed at the March meeting of the Committee, with a deep dive planned for the June meeting of the Committee. A new risk had been added in relation to Covid-19, and the way that pensions risk was being handled had changed. The Committee was happy with the changes to the format of the register and the changes to its content.

The Chair of the Board commented that the risk register was well structured and asked all Directors to reflect on it and provide any comments to the University Secretary.

**AGREED:**

- To receive the risk register
- To provide any comments to the University Secretary outside of the meeting

**19:83 Covid-19 Preparedness** UB19/53

Received: A briefing on the University's preparedness

The report was received, with discussion having taken place following the pre-Board briefing.

**AGREED:** To receive the report

**19:84 UoC 2020 project** UB19/54

Received: A progress update on the UoC2020 project

The Vice Chancellor reported that good progress was being made across the UoC2020 work-streams and the actions set out in the AOP 2019/20, however there was a need to reflect on how to prioritise work in the current context.

**AGREED:** To receive the report

- 19:85 AOP 2019/20 Update** UB19/55
- Received: An update on delivery of the AOP for 2019/20
- AGREED:** To receive the report
- 19:86 Governance Matters** UB19/56
- Received: Proposals for University Board membership for 2020/21
- The Chair of the Board spoke to the paper, confirming that Nominations Committee had reviewed all of the Directors and Associate Directors whose terms of office were up for renewal. Following the Nominations Committee meeting the Chair reported that he had followed up with each individual, all of whom were willing to continue on the Board.
- The Board approved the renewal of the Directors and Associate Director as set out in the paper.
- The Chair then spoke to the vacancy of a Director following Professor L Challis's retirement from the Board at the end of July 2020. The proposal, as set out in the paper, was put forward and approved by the Board.
- With respect to the recruitment of the Chair of the Board for 2021/22, the Chair set out that he wished to start the process now, and asked any Director interested in becoming the Chair or Vice Chair to put forward an expression of interest to the University Secretary by 30 April 2020. Directors were encouraged to speak to the Chair, Vice Chancellor or University Secretary in making their decision. The Chair noted that, to support the recruitment process and ensure appropriate governance, role profiles for the Chair and Vice Chair roles would be drafted for sharing with the Board in early May 2020.
- The Student Director confirmed that the new Student Director would be Ms M McConnell.
- AGREED:**
- To approve the renewal of the Directors and Associate Director as set out in the paper
  - To approve Ms Pam Tatlow to be appointed as Director from 1 August 2020.
  - To note the progress in appointing the Chair and Vice Chair for 2021/22
- 19:87 OfS Financial Return** UB19/57
- Received: The OfS financial return as submitted to the OfS for information
- AGREED:** To note the return as submitted
- 19:88 Gender Pay Gap Report 2020** UB19/58
- Received: The Gender Pay Gap report.
- Noting that the paper had been to PPCC, the Board received the report. It was agreed that a briefing on equality, diversity and inclusion, originally planned for this meeting, was still required at an appropriate time.

**AGREED:** To receive the report

**19:89 Academic Board Reporting**

AB19/18

Received: The minutes of the meeting of Academic Board held on 5 November 2019 and a verbal update on the meeting held on 26 February 2020

The Vice Chancellor confirmed that Academic Board continued to focus on critical academic matters including increasing student experience and outcomes and the University's approach to teaching, learning and curriculum design.

**AGREED:** To receive the minutes and update

**19:90 University Board Committees**

Received: The minutes and verbal updates from the following committee meetings:

- |   |                   |
|---|-------------------|
| - Finance & Resources Committee 5 November 2019 (minutes) and 3 March 2020 (verbal)   | FRC19/19<br>a&b   |
| - Audit & Risk Committee 7 November 2019 (minutes) and 12 March 2020 (verbal)         | ARC19/24a         |
| - Academic Governance Committee 20 November 2019 (minutes) and 16 March 2020 (verbal) | AGC19/20a         |
| - Nominations Committee 25 February 2020  |                   |
| - People, Performance and Culture Committee 25 February 2020 (verbal)                 | NC19/02<br>Verbal |

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

The Chair of FRC reported that everything that the Committee had made decisions on had been covered elsewhere on the agenda, adding that the Committee had received a very useful presentation on the delivery of the IT strategy.

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

The Chair of AGC reported that the recent meeting of the Committee had been encouraged to see that the impact of the significant work undertaken to improve student experience and outcomes and the general academic infrastructure was starting to show. With respect to research she confirmed that significant work was underway in preparation for the REF2021 and that it was heartening to see the small increase in the number of research students.

**AGREED:** To receive the minutes and updates

**19:91 Dates of Future Meetings**

The Chair of the Board confirmed that an additional meeting would be arranged before the end of April 2020 to receive updated information relating to the impact of Covid-19.

Tuesday 19 May 2020, Ambleside  
Thursday 9 July 2020, Carlisle