

BOARD OF GOVERNORS

Confirmed

Minutes of the meeting of the Board of Governors, held on Thursday 15 July 2021 at 5.30 pm via MS Teams

Attendance

Mr D Hewitt (Chair)
Mr P Marshall
Miss E-J Murray
Mr M Pragnell
Mr N Spenceley
Mr F Howie
Mr A Bols
Mr M Dineen*
Mrs S Footring
Mrs C Flanagan
Prof T Middleton (Vice-Chancellor)
Mr A Radford
Mr S Spencer
Ms B Rigg*
Ms T Coop
Mr G Smith

In Attendance: Mrs R Leno (Executive Governance Officer), Mr D Holmes (CFO), Mrs J Rusbridge (Director of HR & SS), Ms H Duglan (Registrar & Secretary), Mrs R Meads (Head of Recruitment & Marketing) & Ms F Burrage (Director of FE). *Mr M Dineen left the meeting at 7.30pm and Mrs Rigg left the meeting at 8.15pm

GB/21/52 APOLOGIES FOR ABSENCE AND WELCOME

Noted Apologies for absence were received from Miss K Flude (SU President) & Mr P Swan.

GB/21/53 STARRING OF AGENDA ITEMS

Agreed The starring of agenda items was agreed.

GB/21/54 DECLARATION OF INTERESTS

Noted None received.

GB/21/55 NOTIFICATION OF ANY OTHER URGENT BUSINESS

Noted None received.

GB/21/56 MINUTES

Considered & Agreed 56.1 **Minutes of the meeting held on 13 May 2021**
The Board received and considered the minutes of the meeting held on 13 May 2021 and these were confirmed.

Noted 56.2 **Additional meeting held on 24 June 2021**
The Board noted that an additional meeting was held on 24 June 2021 to approve the access and participation plan prior to submission to the OfS.

Noted 56.3 **Business by correspondence**
The Board noted that the approval of a land sale to the Land Trust for £600k was approved by the Board by correspondence on 21 May 2021.

Considered 56.4 **Action Tracker**
The Board received and considered the action tracker and there were no concerns.

GB/21/57 **MATTERS ARISING**

57.1 Tax Advice

Noted It was noted that KPMG had been asked to provide tax advice concerning income from asset disposals and that this would be submitted to the next meetings of the Estate Development Group and Finance & General Purposes Committee.

57.2 Endurance Estates Group

Noted It was noted that the Estates Development Group had met on 30 June and that the minutes had been provided on the agenda.

57.3 Land value meeting

Noted It was noted that the minimum land value meeting had taken place between Strutt and Parker and Endurance Estates and would be reported to the next meetings of the Estate Development Group and the Finance and General Purposes Committee.

57.4 Academic Performance

Noted It was noted that the Vice-Chancellor would be discussing this issue with Mr N Spenceley outside the meeting.

**VC/Mr N
Spenceley**

57.5 Senior Independent Governor Role

Considered It was reported that the Chair had been discussing this issue outside the meeting and would put a proposal to a future Board meeting.

**Future
agenda**

GB/21/58 **PROGRAMME OF WORK**

Considered The Board received and considered the programme of work and there were no concerns.

GB/21/59 **VICE CHANCELLOR'S UPDATE AND STRATEGY UPDATE**

59.1 Vice-Chancellor's Update & NSS Results

Considered The Vice-Chancellor and Head of Recruitment & Marketing provided an update concerning the university college's NSS results published on 15 July. It was reported that WUC's results were above benchmark and that WUC was the top institution in the region. Nationally, and at WUC, results overall were down on previous years due to the impact of the pandemic, but WUC's results were generally good and the score for satisfaction with the SU had increased by 10%. It was agreed that the UCLG would provide a more detailed analysis to the next meeting.

**October
2021 Board
Agenda**

50.2 WUC Strategic Plan & Enabling Strategies

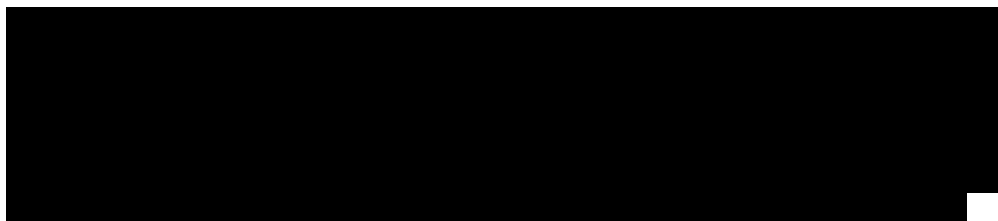
Considered The Vice-Chancellor provided a presentation concerning the new strategy and the enabling strategies for people, estates, and learning and teaching. It was agreed that it was an ambitious ten year strategy, which included environmental issues. It was agreed that WUC needed to develop implementation plans and appropriate KPIs to be used to measure the strategy's success.

It was noted that the learning and teaching strategy needed to connect education, enterprise and research as well as link to the digital strategy for blended learning.

GB/21/60 **FINANCIAL POSITION AND ASSET DISPOSALS**

60.1 Cashflow risks & opportunities report

Considered The Board received and considered the cashflow risks and opportunities report including the three scenarios for cashflow and the projected bank balances until 2023. The hope was that COVID would have less impact on income moving forward in terms of hall fees and third-stream income, but the scenarios included a more pessimistic one based on further lockdowns. However, WUC had already experienced the return to campus and hoped that with more students and staff being vaccinated it could be possible to continue with delivery on campus next academic year with less disruption.



There was discussion concerning student recruitment and the risk of government policy reducing HE tuition fees to £7.5k for non STEM subjects in the future. It was reported that WUC had modelled the impact of this and it would not be significant.

60.2 Endurance Estates & Asset disposals

Considered The Board received and considered the update concerning Endurance Estates and planned asset disposals. It was reported that work was continuing to finalise the legal agreement, which would require Board approval once available. It was reported that WUC was working with Endurance Estates and Birkett Long concerning some issues with covenants impacting on land sales, including mineral rights and energy leases for solar panels as well as a restrictive covenant on the Genus site restricting usage to agricultural purposes. It was reported that tax advice concerning income from asset disposals was going to be provided by KPMG and would be shared with the Finance & General Purposes Committee and the Estate Development Group.

60.3 Income & Expenditure Budget 2021-22

Considered The Board received and considered for approval the budget for 2021-22. It was reported that the Finance & General Purposes Committee had approved the budget in principle but wanted the Board to reconsider the detail and additional information the committee had sought before reaching a decision. The Board had concerns about the tight budget and need for further cost savings. The Board recognised and discussed the potential risk of insolvency and considered options should circumstances deteriorate further. Although it was acknowledged that risks were mitigated in the proposed budget, it was assessed to be the least worst of the options available.

The Board agreed that the UCLG should continue to pursue opportunities for growth and partnership. It was noted that following the BDO strategic options review the Board had decided against merger, but the UCLG continued to explore opportunities for partnership.

Noted It was noted that the UCLG was closely tracking the situation and provided monthly cashflow updates to the Board. It was noted that as Accountable Officer, the Vice-Chancellor was responsible for notifying the OfS of a reportable event if WUC anticipated falling below 30 days cash in any rolling three month period.

Agreed The Board agreed to adopt the budget, but also agreed to review the budget and reforecast if necessary in October 2021, once more information about recruitment and asset disposals was available. In the meantime, the Board requested regular

**Review
budget
October**

reporting of progress against budget and consideration of financial risks by the Finance & General Purposes Committee.

2021 Board
meeting

60.4 Management Accounts

Considered The Board received and considered the management accounts as considered by the Finance & General Purposes Committee meeting held on 24 June. Members queried how much of the deficit was due to COVID and how much was non COVID and the CFO clarified that the budget for 2020-21 had a £1.3 million deficit but would be £2.2 million deficit primarily due to £1.4 million of reduced third stream income due to COVID, partially offset by expenditure reductions in some areas.

Mr M Dineen left the meeting

60.5 Board milestones/trigger points

Considered The Board received and considered the Board milestones/trigger points report, as considered by the Finance & General Purposes Committee meeting held on 24 June.

60.6 Minutes of Finance & General Purposes Committee

Considered The Board received and considered the minutes of the Finance & General Purposes Committee meetings held 10 May and received a verbal update concerning the meetings held on 24 June and 1 July. It was reported that the committee's discussions had focussed on the draft budget for 2021-22 which was tight due to the impact of COVID in both 2020-21 and the latter part of 2019-20, the repayment of the £2 million Barclays Bank loan in June 2021 and would require savings and asset disposals to achieve the £1.5 million underlying deficit and £2.5 million projected bank balance at 31st July 2022 respectively. The committee was concerned about the OfS's reportable event criteria for cashflow and had asked the UCLG for more evidence of the proposed cost savings, the increased staff allocation justifications and the income, particularly apprenticeships, identified in the draft budget.

Bettina Rigg left the meeting

GB/21/61 STUDENT RECRUITMENT UPDATE

Considered The Board received and considered the student recruitment update report, and a presentation concerning the latest information to 9 July. It was reported that HE recruitment was 12.9% higher than last year for u/g home students with 254 firm acceptances. It was reported that p/g recruitment was slow and that marketing drives were continuing. It was reported that there had been 662 FE acceptances and that GCSE enrolment events were planned for August.

GB/21/62 OFFICE FOR STUDENTS

62.1 Meetings between the OfS

Noted The Board noted that the minutes of the OfS meeting with WUC had yet to be circulated.

GB/21/63 AUDIT, RISK AND COMPLIANCE

63.1 Strategic Risk Register

Considered The Board received and considered the strategic risk register. It was agreed that there had been discussion elsewhere on the agenda concerning the key risks of financial sustainability, asset disposals, the student experience and investment in teaching and learning.

63.2 Internal Audit and Risk Assurance Progress Report from 2020/21

Considered The Board received and considered for information the Internal Audit and Risk Assurance Progress Report from 2020/21 from RSM, as considered by the Audit, Risk and Compliance Committee meeting held on 3 June 2021.

63.3 Statutory and external returns register

Noted The Board received for information, the statutory and external returns register.

63.4 Register of OfS ongoing conditions of registration

Noted The Board received for information the register of OfS ongoing conditions of registration.

63.5 Audit, Risk and Compliance Committee meeting

Considered The Board received and considered the minutes of the Audit, Risk and Compliance Committee meetings held on 3 June 2021 and noted a further meeting was scheduled for 5 August 2021.

63.6 Appointment/reappointment of internal and external auditors

Considered The Board received and considered an update concerning the reappointment of the internal auditors and the forthcoming tender for the external auditors for 2021/2. It was reported that the audit manager from Deloitte had been absent due to illness and that this had caused some delays and a further meeting of the Audit, Risk & Compliance Committee had been scheduled for August to consider the delayed Deloitte audit strategy and plan.

GB/21/64 STUDENT UNION UPDATE

Considered & Agreed The Board received an update concerning the outcomes of the recent SU elections and noted that some positions had yet to be filled although a new SU President had been elected. It was reported that SU induction was beginning and that work was underway to produce a five-year plan for the SU and to agree their budget and accounts. There was discussion about the link governor role and Mr A Bols volunteered for this role.

It was agreed to congratulate the SU for the increase in the student satisfaction with the SU reflected in the increased NSS results. It was also agreed to thank Kelly Flude (SU President) for her time in the role and as a member of the Board.

**EGO to
thank SU
and SU
President**

GB/21/65 ACADEMIC POSITION

65.1 Academic Board meetings

Considered The Board received and considered the minutes of the Academic Board meeting held on 12 May 2021.

65.2 Reinstatement of ASQEC

Considered The Board received and considered a paper concerning the restructuring of the internal quality committees for HE and FE, to end the Education Committee and replace it with a reinstatement of the ASQEC committee as a formal sub-committee of the Academic Board. It was noted that the Academic Board had already agreed to these changes. The Board did not need to approve this proposal but did endorse the decision of the Academic Board.

65.3 Process Review and Proposal for Change to Annual Course Review

Noted The Board received for information details of the proposal for change of the annual course review process, as recommended by the Academic Board.

GB/21/66 HUMAN RESOURCES, HEALTH, WELFARE, SAFETY AND EQUALITY & DIVERSITY

66.1 Health & Safety Committee

Considered The Board received the minutes of the Health, Welfare and Safety Committee meeting held on 17 June 2021.

Considered & Agreed	<p>66.2 Annual report on health & safety</p> <p>The Board received and considered the Annual report on Health & Safety as recommended for approval by the Personnel & Remuneration Committee meeting held on 24 June 2021. The Board approved this report. The Board asked that the format be updated for next year's report to be more strategic, and risk based and to include KPIs. Members agreed to share examples of similar reports to share good practice.</p>	Update format for next year. Members to share example reports
Considered & Agreed	<p>66.3 Gender pay gap report</p> <p>The Board received and considered the gender pay gap report, as recommended by the Personnel & Remuneration Committee meeting held on 24 June 2021. It was reported that the WUC gender pay gap group was continuing to meet to work to reduce the gap, which had already fallen. It was noted that this report was not required to be submitted until October 2021. The Board approved the report.</p>	Director HR & SS to meet Mr M Pragnell
Considered	<p>66.4 Personnel & Remuneration Committee</p> <p>The Board received an update of the Personnel & Remuneration Committee meeting held on 24 June 2021 (the minutes were not yet available).</p>	
GB/21/67	GOVERNANCE AND MEMBERSHIP	
Considered	<p>67.1 Governance Action Plan</p> <p>The Board received and considered the updated Governance Action Plan, as recommended by the Search & Governance Committee meeting held on 28 June 2021. There was discussion about progress with work on stakeholders and it was reported that this was being progressed as part of the work with Endurance Estates and the Knowledge Partnership. There was discussion about governor induction and it was reported that new governor induction had been expanded and enhanced and that the diary of meetings for 2021-22 included more governor development days which would allow for ongoing governor development and more opportunities to meet with staff and students.</p>	
Considered	<p>67.2 Minutes of Search & Governance Committee</p> <p>The Board received and considered the minutes of the meeting held on 29 April 2021.</p>	
Considered & Agreed	<p>67.3 Independent Governor Appointment</p> <p>The Board received and considered the proposal to appoint Ms Sara Corcoran as an independent Governor and member of the Personnel & Remuneration Committee, as recommended by the Search and governance Committee and the interview panel. The Board agreed that Sara had the necessary skills and experience for this role and agreed to appoint Sara with effect from September 2021.</p>	EGO to confirm appointment
Considered & Agreed	<p>67.4 Committee membership</p> <p>The Board received and considered the recommendations of the Search & Governance Committee to appoint Mr G Smith as a member of the Finance & General Purposes Committee, Mr M Dineen as a member of the Audit Risk and Compliance Committee, and Mrs S Footring as a member of the Audit Risk and Compliance Committee, and Mr A Bols as a member of the Search & governance Committee. The Board approved all these appointments.</p>	
	<p>67.5 Membership of the Board and its standing committees 2021-22</p> <p>The board received and considered the updated membership of the Board and its committees for 2021-22.</p>	

GB/21/68 **CALENDAR OF MEETINGS**

Considered & Agreed The Board received and considered the calendar of meetings for 2021-22 as recommended by the Search & Governance Committee meeting held on 28 June 2021. The Board approved the schedule of meetings.

GB/21/69 **USE OF THE UNIVERSITY COLLEGE SEAL**

Noted The Board noted that the seal had been used since the last meeting to seal the TPI and transfer of deeds for the sale of 1 & 2 Lordship Cottages, dated 16 June 2021.

GB/21/70 **NOTIFICATION OF CHAIR'S ACTION**

Noted The Board noted the Chair's Action that had been taken during the period 18 March 2021 to date.

GB/21/71 **ANY OTHER URGENT BUSINESS**

Noted The Chair wished to formally thank Bettina Rigg for her time on the Board and as a member of the Search & Governance Committee.

GB/21/72 **FORTHCOMING MEETINGS**

Noted It was noted that the next meeting was scheduled for Thursday 14 October 2021 at 5.30 pm, and that a governor development day was scheduled for Friday 17 September 2021.