

BOARD OF GOVERNORS

Confirmed

**Minutes of the meeting of the Board of Governors, held on Thursday 10 March 2022 at 5.30 pm
via MS Teams**

Attendance

Mr D Hewitt (Chair)

Mr P Marshall	Prof T Middleton
Mr M Pragnell	Mrs S Footring
Mr A Bols	Mrs C Flanagan
Mr M Dineen	Miss E-J Murray
Mr F Howie	Mr S Spencer
Mr N Spenceley	Ms T Coop
Ms S Corcoran	

In Attendance: Mrs R Leno (Executive Governance Officer), Mrs J Rusbridge (Director of HR & SS), Mr D Holmes (CFO), & Ms H Duglan (Registrar & Secretary). Ms L Horne (Head of Quality (HE)) attended for item 15.2 only.

GB/22/17 APOLOGIES FOR ABSENCE AND WELCOME

Noted All members were present.

GB/22/18 STARRING OF AGENDA ITEMS

Agreed The starring of agenda items was agreed.

GB/22/19 DECLARATION OF INTERESTS

Noted None received.

GB/22/20 NOTIFICATION OF ANY OTHER URGENT BUSINESS

Noted The CFO notified the Board that unfortunately no applications had been received for the recent external audit tender and so it was proposed to run an in-house procurement process instead. It was noted that there were sector wide difficulties in appointing external audit companies at the moment and the Board noted that there was a risk of failing to appoint and a risk of an increased cost. The Audit, Risk & Compliance Committee planned to discuss this in more detail at their meeting on 25 March 2022.

GB/22/21 MINUTES

21.1 Minutes of the meeting held on 25 November 2021

*Considered &
agreed*

The Board received and considered the minutes of the meeting held on 25 November 2021 and these were confirmed.

21.2 **Minutes of the meeting held on 9 December 2021**

The Board received and considered the minutes of the meeting held on 9 December 2021 and these were confirmed.

21.3 **Minutes of the meeting held on 24 January 2022**

The Board received and considered the minutes of the meeting held on 24 January 2022 and these were confirmed.

21.4 **Minutes of the meeting held on 24 February 2022**

The Board received and considered the minutes of the meeting held on 24 February 2022 and these were confirmed.

21.5 **Action Tracker**

Considered

The Board received and considered the action tracker.

GB/22/22 **MATTERS ARISING**

The Board considered the following matters arising not considered elsewhere on the agenda:

22.1 ESFA Funding (minute 98)

Noted

The Board noted that WUC successfully made a case against the ESFA claw back for adult education funding to end July 2021.

22.2 UCU Strike Action (minute 98 & 103)

Considered

The Director of HR & SS provided an update concerning the UCU strike action. It was reported that to date, the action short of a strike had had minimal impact at WUC, although the LG was unsure whether action short of a strike might impact on assessment and exam marking later in the year. It was noted that the current ballot expired on 13 July and a further ballot was planned soon.

22.3 Chancellor's Appointment (Minute 101.3)

Noted

It was reported that the new Chancellor, Mr Jimmy Doherty, had visited the campus on 8 March, when he had met several staff and students as well as touring facilities. It was hoped that Mr Doherty would support and promote WUC and share some of his contacts.

GB/22/23 **PROGRAMME OF WORK**

Noted

The Board received and considered the programme of work.

GB/22/24 **LEADERSHIP GROUP & STRATEGY UPDATE**

24.1 Leadership Group update

Considered

The Vice-Chancellor reported that the local MP, Kemi Badenoch, had visited WUC on 4 March as part of the government's levelling up agenda. She was shown key WUC facilities and informed about WUC's plans and the new strategy.

Considered

It was reported that WUC had gained external funding of £200k for applied research work and that a consultant was supporting WUC with this area of work. WUC had also received a small amount of knowledge exchange funding from Research England. The UCLG was continuing to seek funding opportunities and partnership opportunities and a further update would be provided at the April governor development day.

Development
Day agenda

Considered

The Vice-Chancellor provided an update on the development of the new strategy and reported that work was progressing with the Learning and Teaching, People and Estates strategies. It was reported that the estates strategy was key as was the

Agenda July
Board

Vision document required for the Endurance Estates partnership. It was reported that consultants were supporting this area of work and it was hoped to have the Vision and estates documents ready by the July Board.

Considered &
Agreed

There was discussion about the best approach to the governance overview of the new estates partnership with Endurance Estates and the need to revise and merge the current Estates Development Group and Educational Development Group. The Board agreed to the proposal to establish a new Board Estates Vision working group and approved the proposed membership. It was noted that the Vision document was a key document that would inform the mission and character of the institution for ten to fifteen years. There was discussion about the need to appoint an Estates Director to oversee and lead this area of work, although it was noted that a highly-experienced interim role holder was already in place.

**Establish
new Estates
Vision
Working
Group**

24.2 Strategic Planning

Considered

The Vice-Chancellor provided an update concerning recent developments with the enabling strategies. It was reported that the Learning and Teaching strategy was based on four key pillars and was available to share in draft form. There was discussion about the estate strategy and the need for more student-dedicated spaces on campus and the importance of digital capacity in teaching and learning spaces.

Considered

The Board was concerned that the Vision document would be needed within five months and that the underpinning strategies would also need to be available for Board approval by July 2022 and that this would mean a lot of work for the UCLG.

Considered

There was discussion about updating staff and students about the new strategy and the Endurance Estates partnership, but it was reported that much of the estates work remained confidential until discussions had taken place with the Council and planning applications were prepared.

GB/22/25

ESTATE MATTERS & ASSET DISPOSALS

25.1 Educational Development Committee

Considered

The Board received the minutes of the Educational Development Committee meeting held on 22 November 2021 & 7 January 2022.

25.2 Estate Development Group

Considered

The Board received the minutes of the Estate Development Group meeting held on 4 January 2022.

25.3 Land sale to [REDACTED] & WUC financial context

Considered

It was reported that following discussions at the Finance & General Purposes Committee, which had some concerns about this sale of these 66 acres, the UCLG had withdrawn its support for this sale (until 28 April 2022 when it would reconsider the position). It was reported that the UCLG and committee had concerns that the sale was not what it had first appeared, and that the purchaser appeared likely to seek to develop the land which might conflict and compete with WUC's development plans for the wider estate. Although it was acknowledged that work had been undertaken to safeguard against this in the contract for the sale, significant concerns had remained.

**Reconsider
position on
28 April
development
day**

The Board received an update regarding the financial context for this decision, including the positive student application numbers and the success of the UCLG in finding alternative finance (including the CSI Leasing loan of up to £750k). It was reported that WUC was also requesting a temporary increase to the Barclays Bank Trade Loan facility from £1 million to £2 million (but the bank had yet to reply). It was reported that WUC faced new inflationary pressures with rising costs for staff pay, energy and the maintenance of the estate (including the proposed

refurbishment of Gill which could cost around £700k), while HE and FE tuition fees remained the same (although third stream income could possibly be increased).

The Board discussed the cashflow situation and noted the risk period from November 2022 to April 2023 (which the OfS was aware of). There was also discussion concerning WUC's risk appetite. It was acknowledged that this situation was not unique to WUC and that the wider sector faced a challenging financial situation, and it was noted that 32% of HEIs had a deficit and 13% of institutions were below the OfS's 30 days cash 'trigger point' for reportable events.

It was reported that the UCLG would continue to pursue other planned asset disposals including the sale of the Genus site. However, it was reported that this sale had been delayed due to problems with one of the existing tenants and that legal advice was being sought. The sale of additional land to [REDACTED] was progressing and it was hoped to sell this with the first payment of £300k once contracts are signed and agreed and the balance of £250k in December 2023.

It was reported that the commercial development of the Lordship campus was still ongoing and discussions with continuing with [REDACTED] regarding a vet hospital in the Turner Building, although it was unlikely this would progress to a planning application until 2023.

Agreed The Board agreed not to sell this land to [REDACTED] at this stage, but to review this decision on 28 April 2022.

Review 28 April

25.4 Strategic Estate Project Risk Register

Considered **The Board received and considered** the strategic estate project risk register which would be monitored by the new estates group in future.

Agenda estates group

GB/22/26 FINANCIAL PERFORMANCE

26.1 Student Recruitment Report

Considered The Board received and considered the student recruitment and marketing report. It was reported that work was continuing to promote WUC for the 2022 and 2023 applicants with UCAS fairs, open days and conversion work. It was reported that WUC was about to implement the new CRM (Customer Relations Manager) software that should help with this work.

26.2 Management Accounts

Considered The Board received and considered the Management Accounts to end December 2021.

26.3 FE & HE Tuition Fees

Considered & Agreed The Board received and considered the proposed tuition fees, as recommended by the Academic Board and Finance & General Purposes Committee. It was reported that the fees for placement years needed to be added. There was discussion regarding whether any other fees could be increased, due to rising inflation, including hall fees. It was reported that hall fees for 2022-23 had already been published and it might not be possible to change this, although it was agreed to check. Members asked about the cost of catering, and it was agreed to check the Aramark contract and clarify this outside the meeting.

Add placement year fees. Clarify increase Hall fees & clarify Aramark fees.

It was agreed to revise the paper and put proposals to the next Finance & General Purposes Committee meeting and then Board for approval.

F&GP & Board agenda

Mr N Spenceley left the meeting at 7.30 pm

Considered	26.4 Board key milestones & trigger points The Board received and considered the Board key milestones and trigger points report as considered by the Finance & General Purposes Committee. It was agreed to update this paper. There was discussion about the risk appetite, and it was agreed to discuss this at the development day on 28 April.	Agenda 28 April
Considered	26.5 New business tracker The Board received and considered the new business tracker. It was agreed to update this to reflect the decision to defer the [REDACTED] partnership opportunity. There was discussion about the need to refurbish the Gill hall of residence in preparation for the CNH apprenticeship partnership and it was reported that the business case would be submitted to the next Finance & General Purposes Committee meeting.	CNH business case to F&GP
Considered	There was discussion regarding the capacity of the UCLG with the additional work with the Endurance Estates partnership and the Board asked the LG to present a business case to a future Board meeting if there was a need to add senior staff to support this area of work and commercial activity.	LG proposal to future meeting if necessary

GB/22/27 **FINANCE & GENERAL PURPOSES COMMITTEE UPDATE**

Considered	27.1 Minutes The Board received and considered the minutes of the Finance & General Purposes Committee meetings held on 16 November 2021, 11 January 2022 and 24 February 2022.
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GB/22/28 **OFFICE FOR STUDENTS**

Considered	28.1 OfS new approaches to regulating student outcomes and the Teaching Excellence Framework The Board received and considered the paper which highlighted the concerns regarding the OfS's proposals for regulating student outcomes and action against institutions which do not meet proposed minimum thresholds. It was reported that student/graduate progression to management roles was a concern at WUC as only 52% of graduates achieved this vs the OfS target of 60%. It was reported that progress was being made and the Student Success Team was working with academic teams to enhance employability. It was acknowledged that there were issues for other land-based institutions due to the nature of the sector, particularly food production and agriculture. It was reported that GuildHE was lobbying the OfS about this issue and the LG was encouraged to liaise with the NFU and other trade bodies.
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There was discussion regarding the Teaching Excellence framework and this using the student outcomes benchmark information and a proposed new submission on 'learning gain'. It was reported that if this was implemented it would increase the burden of data collection on WUC which would put pressure on the small MIS team. It was reported that there were plans to increase the staffing of this team to cope. It was reported that GuildHE was lobbying the OfS about the burden that its existing and proposed new regulation would generate, particularly for small and specialist institutions.

It was reported that the issue of employability would be covered in the new learning and teaching strategy, including how the curriculum supports student success.

Considered	28.2 OfS Consultation on regulating student outcomes It was agreed that WUC had produced a good response to the consultation and this was approved for submission to the OfS.
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28.3 Meetings with the OfS held in December and February

It was noted that the minutes of the meetings held in December and February were not yet available.

28.4 TRAC Return

Noted

It was noted that the Audit, Risk & Compliance Committee would consider for approval the TRAC return at its meeting scheduled for 25 March 2022.

NOTE: The committee subsequently approved this return which was then submitted to the OfS.

GB/22/29 AUDIT RISK AND COMPLIANCE COMMITTEE

29.1 Strategic Risk Register

Considered
& Agreed

The Board received and considered the risk register. It was agreed to update the register, reconsider the aims and categories and reconsider the risk appetite.

**Reconsider
& update
register**

29.2 RSM Internal Audit

Considered

The Board received the RSM internal audit progress report for 2021/22, as considered by the Audit, Risk & Compliance Committee.

29.3 Statutory and external returns register

Considered

The Board received the statutory and external returns register as considered by the Audit, Risk & Compliance Committee.

29.4 OfS ongoing conditions of registration

Considered

The Board received the OfS ongoing conditions of registration, as considered by the Audit, Risk & Compliance Committee.

29.5 Minutes

Considered

The Board received the minutes of the Audit, Risk & Compliance Committee meetings held on 16 November 2021 and 27 January 2022.

29.6 Minutes of joint committee

Considered

The Board received the minutes of the joint meeting of the Audit, Risk & Compliance Committee and the Finance & General Purposes Committee meeting held on 16 November 2021.

GB/22/30 STUDENT UPDATE

30.1 Student Representation on the Board

Considered
& Agreed

The Board received an update concerning student representation on the Board. It was reported that the SU President had resigned, creating a vacancy for this position and on the Board. It was reported that it was felt to be too late in the academic year to hold an election for a new SU President and that the deputies were going to share the role until the end of the academic year. The SU Constitution had been updated to allow deputies to assume the responsibilities of the President, including taking on the ex-officio role of student governor. The Board agreed it would prefer to have only one designated deputy attend Board meetings and it was agreed to consult the deputies and formalise this in the constitution. The Board agreed to the revised document and the proposal for a deputy to be appointed to the Board.

**Clerk to
amend and
confirm the
appointment**

GB/22/31 ACADEMIC PERFORMANCE

31.1 Minutes of Academic Board

The Board received the minutes of the Academic Board meeting held on 10 November 2021.

31.2 Annual Quality Report (HE)

Considered The Board received the Annual Quality Report for 2020-21. An update was provided about the impact of the pandemic and the contingency measures put in place, including the 'no disadvantage' approach, to support students. There was discussion about the formal course scheme review meetings involving staff and students and it was reported that students had been largely positive about the online delivery during the pandemic, although students had raised some concerns about accessing services. It was reported that the Student Voice and NSS results had been good overall, and that the role of the Student Success Team had been very positive.

Considered There was discussion about student achievement, and it was reported that during 2020-21 the overall proportion of first-class degrees had risen while upper seconds had fallen. It was reported that WUC was working to address the achievement gap for BAME students and students with disabilities as part of its wider access and participation work and it was reported that the gap was smaller than in the previous year. The Board noted the impact of the OfS B3 condition concerning graduate outcomes and the importance of student achievement.

It was reported that the validation process had been updated and the process for approving new short courses had also been simplified. WUC was also reconsidering how to review courses and how to improve the data provided for course teams. It was reported that a new Academic Standards & Quality Committee had been introduced.

Governors thanked the team for the comprehensive report with the emphasis on continuous improvement and review. Members asked about the approach to FE, and it was reported that consideration was being given to adopting a similar approach to course review in FE. There was discussion about the need for more KPIs and the MIS capacity to support this in HE.

GB/22/32 **PERSONNEL & REMUNERATION ISSUES INCLUDING, HEALTH AND SAFETY, WELFARE, EQUALITY, DIVERSITY & INCLUSION**

32.1 Personnel & Remuneration Committee

Considered The Board noted that the meeting scheduled for 10 March had been cancelled and rescheduled for April 2022.

32.2 Gender Pay Gap

Considered & Agreed The Board received and considered for approval the gender pay gap report, prior to publication on the website by the end of March 2022. It was noted that the Personnel & Remuneration Committee had considered this by correspondence and recommended approval by the Board. The Board agreed to approve the report but requested that more detailed information underpinning this data be provided to the committee and the Board for consideration.

Further details to future meeting committee and Board

32.3 Health & Safety Committee

The Board received the minutes of the committee meeting held on 8 February 2022.

32.4 Equality, Diversity & Inclusion Committee

The Board received the minutes of the Equality, Diversity & Inclusion Committee meeting held on 18 January 2022.

GB/22/33 **HONORARY AWARDS**

Considered & Agreed The Board received for approval the confidential proposed honorary award nominees for September 2022, as recommended the Academic Board meeting held on 10 November 2021. Unfortunately, there was an error in the papers and the nomination form for one candidate had not been included and it was agreed to consider this award for approval by correspondence after the meeting.
NOTE: The nomination was subsequently approved by correspondence.

Circulate missing form for approval

Considered There was discussion about the criteria for the awards and what WUC's objectives were in making these awards and whether they were to thank people or for publicity or to build relationships. It was agreed to revisit the criteria. Members asked about the nominees not approved by the Academic Bord and whether WUC could thank and recognise these people in other ways, and it was agreed that the Vice-Chancellor would discuss this with governors who had made nominations outside the meeting.

**VC discuss
with Mr
Pragnell &
Mr Howie**

GB/22/34 **USE OF THE UNIVERSITY COLLEGE SEAL**

Noted The Board noted that the seal had not been used during the period 25 November to date.
NOTE: The seal was used on 7 March, after the papers were circulated, for the renewal of the lease to House and Jackson vets on the genus site.

GB/22/35 **NOTIFICATION OF CHAIR'S ACTION**

Noted The Board noted the Chair's Action taken during the period 25 November 2021 to date.

GB/22/36 **ANY OTHER URGENT BUSINESS**

Noted None received.

GB/22/37 **FORTHCOMING MEETINGS**

Noted It was noted that the next meeting was scheduled for Thursday 12 May 2022 at 5.30 pm, and that a governor development day was scheduled for 28 April 2022.