

## BOARD OF GOVERNORS

### Confirmed

Minutes of the meeting of the Board of Governors, held on Thursday 18 March 2021 at 5.30 pm  
via MS Teams

### Attendance

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

In Attendance: Mrs R Leno (Executive Governance Officer), Mr D Holmes (CFO), Mrs J Rusbridge (Director of HR & SS) and Ms H Duglan (Registrar & Secretary).

#### GB/21/9 **APOLOGIES FOR ABSENCE AND WELCOME**

*Noted* Apologies for absence were received from Miss K Flude (SU President). The Chair welcomed Shri Footring to her first meeting.

#### GB/21/10 **STARRING OF AGENDA ITEMS**

*Agreed* The starring of agenda items was agreed.

#### GB/21/11 **DECLARATION OF INTERESTS**

*Noted* No new declarations were received.

#### GB/21/12 **NOTIFICATION OF ANY OTHER URGENT BUSINESS**

*Noted* None received.

#### GB/21/13 **MINUTES**

*Considered &  
Agreed*

##### 13.1 **Minutes of the meeting held on 19 November 2020**

The Board received and considered the minutes of the meeting held on 19 November 2020 and these were agreed and confirmed.

##### 13.2 **Minutes of the meeting held on 21 January 2021**

The Board received and considered the minutes of the meeting held on 21 January 2021 and these were agreed and confirmed.

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

GB/21/14 **MATTERS ARISING**

Agreed **14.1 Aramark catering contract (Minute GB/20/87.2)**  
The update was deferred to the next meeting.

Noted **14.2 Head of Registry (Minute B/20/87.3)**  
It was noted that Matthew Ensor had been appointed as the new Head of Registry/Admissions.

Noted **14.3 FE SAR (Minute GB/20/94.5)**  
It was noted that the Chair had taken Chair's Action to approve the FE SAR prior to submission to Ofsted in December 2020.

GB/21/15 **PROGRAMME OF WORK**

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

GB/21/16 **FINANCIAL POSITION AND ASSET DISPOSALS**

Considered **16.1 Impact of COVID on the financial position**  
The Board received and considered an update concerning the control of staff costs in 2020-22 amidst the ongoing pressure of the pandemic on the financial situation, as considered by the Finance & General Purposes Committee (9 March) and the Personnel & Remuneration Committee (11 March).

It was noted that COVID continued to have a significant impact on WUC's finances, but that the risks were being closely monitored by the UCLG & the Finance & General Purposes Committee. The committee had been considering different scenarios (and triggers) and looking at possible mitigations including efficiency savings.

[REDACTED]

It was reported that the UCLG had been in liaison with the recognised union (UCU) regarding withholding the annual increments (payable to eligible staff in April). It was reported that any temporary staff pay cuts would be a last resort and would involve an official process of consultation and agreement if this became necessary. The UCLG and governors were concerned about the impact on staff morale if pay cuts became necessary.

Considered **16.2 Asset disposals**  
The Board received and considered the proposed asset disposals planned for 2021 & 2022, as recommended by the Finance & General Purposes Committee meeting held on 9 March. These were discussed in turn as follows:

Considered [REDACTED]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

Considered & Agreed

The Board agreed that the UCLG could progress these disposals, ensuring best value for any sales and also maximising opportunities for partnerships for the benefit of students, including student placements and apprenticeships with commercial partners on the Lordship Campus. It was noted that evidence of partnership would be important for planning permission for some of these developments.

### **16.3 Heads of Terms for Endurance Estates partnership**

Considered & Agreed

[Redacted]

[Redacted]

[Redacted]

### **16.4 Estates Working Group**

Considered & Agreed

The Board received and considered for approval the proposed membership of the working group to manage the Endurance Estates partnership, on behalf of the Board.

It was noted that the Board would need to agree any delegated authority for this group and detailed terms of reference, once the role of this group became clearer from discussions with Endurance Estates. The Chair asked for members to volunteer to join this group. The Board agreed in principle the proposed membership, subject to confirming which governors to add.

## GB/21/17 **VICE-CHANCELLOR'S AND STRATEGY UPDATE**

*Considered* The Board received and considered the Leadership Group and strategic update as presented by the Vice-Chancellor. It was reported that the strategic intent document had been shared with staff in December 2020 and the new strategy should be finalised for approval by the Board in July 2021 as planned. The focus was currently on revising the HE infrastructure and developing the new curriculum, and also working on the teaching and learning strategy. New partnerships were also being developed, with WUC planning to validate provision at USP and New City College. It was reported that FE students had returned to campus from 8 March and HE students would be returning for teaching from 12 April 2021.

## GB/21/18 **STUDENT RECRUITMENT UPDATE**

*Considered* The Board received and considered the student recruitment update report. It was noted that HE recruitment was positive, although conversion activity was a priority. It was noted that there had been delays making offers to p/g students as this was more complicated due to the higher proportion of international applications, but that progress was now being made.

It was noted that FE recruitment was generally good, although there were concerns about the lower numbers for sport, which it was felt was partly due to more students staying on in sixth forms and taking A level PE. It was agreed that outreach and schools' liaison work to promote sport was a priority and it was reported that sport was being re-launched (stressing the facilities at WUC) with the promotion of the new 3x3 basketball provision. It was reported that the ESFA had contracted for 602 students in 2021-22 but WUC hoped to exceed that and seek an enhanced allocation.

Members were encouraged by the positive recruitment for 2021-22, but asked about the capacity of staff and facilities to support the increased numbers. It was reported that this was being considered within the current budget planning round and the priority would be assuring the student experience and ensuring sufficient staff and facilities.

## GB/21/19 **OFFICE FOR STUDENTS**

### **19.1 Regulation during the current phase of the Coronavirus (COVID-19) pandemic**

*Considered* The Board received and considered the OfS correspondence: Regulation during the current phase of the Coronavirus (COVID-19) pandemic (14 January 2021), as considered by the Finance & General Purposes committee meeting held on 9 March 2021, together with WUC's actions/responses as considered by the Academic Board the HE Student Council. It was reported that WUC had not broken its commitments to students and had worked to minimise disruption and ensure students were not disadvantaged by the move to online learning. There were no concerns and the Board was satisfied with WUC's work in this area.

### **19.2 OfS Guidance for providers about reportable events during the coronavirus (COVID-19) pandemic**

*Considered* The Board received and considered the OfS Guidance for providers about reportable events during the coronavirus (COVID-19) pandemic. as considered by the

Finance & General Purposes committee meeting held on 9 March 2021. The Board noted this information, including the financial triggers.

### **19.3 Meetings between the OfS and UCLG**

Considered The Board received for information the notes of the meetings between the OfS and UCLG held on 11 January, and a verbal update concerning the meeting held on 25 February 2021, as considered by the Finance & General Purposes committee meeting held on 9 March 2021. It was reported that the UCLG had been transparent with the OfS regarding the financial situation and proposed mitigations. It was agreed that the VC would update the OfS concerning the asset disposals agreed after this Board meeting ahead of the next meeting with the OfS scheduled for April 2021.

### **19.4 2019-20 Access agreement monitoring return**

Considered The Board received an update concerning the 2019-20 Access agreement monitoring return, due to be submitted to the OfS by the 16 April 2021, as presented by the Vice-Chancellor. It was reported that WUC was due to submit a new five-year plan in July 2021. It was reported that WUC had gained external input from SEER. The Board considered how COVID had impacted on spending targets due to some activities being curtailed by lockdown. The Board also considered the results for BAME and care leaver students and it was reported that progress would be reported in the new five year plan.

Considered & Agreed It was agreed to schedule a specific briefing for the Board concerning the monitoring return, on 12 April, and it was agreed that the ARC Committee would approve the final return at their meeting scheduled for 14 April 2021.

### **19.5 TRAC return 2021**

Noted The Board noted that the Audit, Risk and Compliance Committee meeting held on 18 March 2021 approved the TRAC return prior to submission to the OfS.

### **19.6 TRAC(T)**

Noted The Board noted that the TRAC(T) return was not required by the OfS in 2021.

### **19.7 Report and financial statements 2019-20**

Noted The Board noted that the Audit, Risk & Compliance Committee (meeting held on 28 January 2021) approved the final version of the Report and financial statements 2019-20 which was submitted to the OfS and published on the WUC website.

### **19.8 Financial Return to 31<sup>st</sup> July 2025**

Noted The Board noted that the Financial Return to 31<sup>st</sup> July 2025 (spreadsheet and commentary) was approved by the Audit, Risk and Compliance Committee and the Finance & General Purposes committee prior to being submitted to the OfS.

## **GB/21/20 AUDIT, RISK AND COMPLIANCE**

### **20.1 Strategic Risk Register**

Considered The Board received and considered the strategic risk register, as considered by the Audit, Risk and Compliance Committee meeting held on 28 January 2021 and as considered by the UCLG. It was noted that the risk to enhancing the student experience had risen due to the impact of the pandemic on the student experience. The Board considered whether the risk for achieving asset disposals could be reduced now that progress was being made. There was discussion concerning the gross and net scores and whether this illustrated sufficient progress with mitigations and it was agreed that the UCLG should consider adjusting the gross scores.

**UCLG to consider**

### **20.2 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 28 January 2020.

### **20.3 Statutory and external returns register**

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

### **20.4 Register of OfS ongoing conditions of registration**

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

### **20.5 Audit, Risk and Compliance Committee meetings held on 13 November 2020 and 28 January 2021.**

Considered The Board received and considered the minutes of the Audit, Risk and Compliance Committee meetings held on 13 November 2020 and 28 January 2021.

### **20.6 Joint meeting of the Audit, Risk and Compliance Committee and the Finance & General Purposes Committee meeting held on 13 November 2020.**

Considered The Board received and considered the minutes of the joint meeting of the Audit, Risk and Compliance Committee and the Finance & General Purposes Committee meeting held on 13 November 2020.

## **GB/21/21 FINANCE AND GENERAL PURPOSES COMMITTEE UPDATE**

### **21.1 Management Accountants to end February 2021.**

Considered The Board received and considered the Management Accountants to end February 2021. There was discussion concerning the continued financial impact of COVID, particularly the loss of hall fees due to the lockdown (six weeks fees had been deducted to date).

### **21.2 FE tuition fees 2021-22 and HE tuition fees 2022-23.**

Considered & Agreed The Board received and considered for approval the FE tuition fees 2021-22 and HE tuition fees 2022-23, as approved by the Academic Board meeting held on 24 February and by the Finance and General Purposes Committee meeting held on 9 March 2021. The Board approved the proposed fees, but asked the UCLG to consider scholarships for EU students with effect from September 2021.

**UCLG  
consider  
scholarships**

### **21.3 Annual review of the appointment of legal advisers, bankers and property consultants**

Considered The Board received and considered the annual review of the appointment of legal advisers, bankers and property consultants, as considered by the Finance & General Purposes Committee meeting held on 9 March 2021.

### **21.4 Finance and General Purposes Committee meetings held on 13 November 2020, 8 December 2020 12 January 2021 and 23 February 2021 and 9 March 2021**

Considered The Board received and considered the minutes of the Finance and General Purposes Committee meetings held on 13 November 2020, 8 December 2020 12 January 2021 and 23 February 2021 and a verbal update of the 9 March.

## **GB/21/22 STUDENT UPDATE**

### **22.1 SU Update**

Considered & Agreed It was noted that the SU President was finishing her second term of office and the Board agreed to thank her for her role on the Board. It was reported that the SU elections had been delayed but had now been held although a President had yet to be elected.

**EGO to  
thank SU  
President**

## 22.2 SU Accounts

Considered  
& Agreed

The Board received and considered for approval the Students Union Accounts 2019-20, as recommended for approval by the Finance & General Purposes Committee meeting held on 9 March 2021. It was noted that as most events had been cancelled due to COVID, the SU had made a loss for 2019/20. The Board agreed the SU Accounts.

GB/21/23

## ACADEMIC POSITION

### 23.1 Academic Board meetings held on 11 November 2020 and 24 February 2021.

Considered

The Board received and considered the minutes of the Academic Board meeting held on 11 November 2020 and an update concerning any issues arising from the Academic Board meeting held on 24 February 2021.

### 23.2 Exceptional Regulations (COVID 19)

Considered

The Board received and considered for approval the Exceptional Regulations (COVID 19) as approved by the Academic Board meeting held on 24 February 2021. It was noted that this no detriment policy had been put not practice already, but this formalised this approach. The Board queried whether students were aware of this policy and whether WUC would also seek extenuating circumstances claims. It was agreed to clarify this to students.

Circulate  
policy to  
students

### 23.3 Annual Report on Student Disciplinary Cases

Considered  
& Agreed

The Board received and considered the Annual Report on Student Disciplinary Cases as presented by the Head of Quality (HE). It was agreed that the report next year should be more detailed with more information about the context.

Enhanced  
report 2020-  
21.

### 23.4 Annual Report on Quality and Standards

Considered

The Board received and considered the Annual Report on Quality and Standards, including a new section on p/g students.

GB/21/24

## HUMAN RESOURCES, HEALTH, WELFARE, SAFETY AND EQUALITY & DIVERSITY

### 24.1 Health & Safety Committee

Considered

The Board received and considered the minutes of the Health, Welfare and Safety Committee meeting held on 9 February 2021.

### 24.2 Senior staff remuneration framework

Considered  
& Agreed

The Board received and considered for approval the senior staff remuneration framework for senior staff and the senior staff remuneration framework as recommended by the Personnel & Remuneration Committee meeting held on 11 March 2021. It was noted that this had been drafted in line with the CUC's Remuneration Code and was intended as a framework to support future pay decisions. The Board noted that references to severance pay only applied to senior post holders. The Board asked about the comparator group and it was reported that the Association of Colleges Senior Staff Pay Survey provided useful benchmark data for FE comparisons. The Board asked the UCLG to explore performance related pay for all staff. The Board was concerned that Chelmsford was an expensive area for staff to live in although there was no relocation policy (due to the restricted budget for staffing). The Board approved the framework.

UCLG to  
explore  
performance  
related pay  
for staff

### 24.3 Equality, Diversity and Inclusion Annual Report 2019-20

Considered &  
Agreed

The Board received and considered for approval the Equality, Diversity and Inclusion Annual Report 2019-20, as recommended for approval by the Personnel & Remuneration Committee meeting held on 11 March 2021. There was discussion concerning the ethnicity data for staff and students. It was agreed that WUC needed an action plan against which to measure progress. It was agreed that the

Consideratio  
ns for 2020-  
21 report

report next year would also measure progress against the access and participation plan and the WUC strategic plan as well as the new people strategy. The Board approved the equality, diversity and inclusion annual report.

GB/21/25 **GOVERNANCE**

**25.1 Appointment of Independent Governors**

*Considered & Agreed*

The Board considered for approval the appointment of Mr Greg Smith, and Mr Martin Dineen as recommended by the Search & Governance Committee and as recommended by the interview panel. The Board was satisfied that these candidates had the relevant skill and experience and agreed to appoint them both as Independent Governors for a four-year term.

It was agreed to ask the Search & Governance Committee to give further consideration to governor recruitment to ensure there was sufficient experience in the area of estates, given WUC's new partnership with Endurance Estates.

**S&G Cttee  
consider  
governor  
recruitment**

**25.2 Governance Action Plan**

The Board received and considered the updated Governance Action Plan, as recommended by the Search & Governance Committee meeting held on 10 March 2021.

GB/21/26 **HONORARY AWARDS**

*Considered & Agreed*

The Board received and considered for approval the confidential proposed honorary awards for 2021, as recommended by the Academic Board meeting held on 24 February and the Search and Governance Committee meeting held on 10 March 2021. The Board agreed to approve the nominees for honorary degrees and one for a Chancellor's Gold Medal.

**VC's office  
to invite  
nominees**

GB/21/27 **USE OF THE UNIVERSITY COLLEGE SEAL**

*Noted*

The Board noted that the seal had been used on 25 November 2020 for the TPI for a land sale to the rear of 32 Victoria Road (sold in August 2019) and also another TPI for a land sale to the rear of 36 Victoria Road (sold in August 2019).

GB/21/28 **NOTIFICATION OF CHAIR'S ACTION**

The board noted the Chair's Action that had been taken during the period 19 November to date, as noted on the agenda.

GB/21/29 **ANY OTHER URGENT BUSINESS**

*Noted*

None received.

GB/21/30 **FORTHCOMING MEETINGS**

*Noted*

It was noted that the next meeting was scheduled for Thursday 13 May 2021 at 5.30 pm, with a development day scheduled for Wednesday 16 June 2021.