

## BOARD OF GOVERNORS

### Confirmed

Minutes of the meeting of the Board of Governors, held on Thursday 13 May 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
Mr F Howie	Ms B Rigg
Mr A Bols	Mr P Swan
Mr M Dineen	Ms T Coop
Mrs S Footring	Mr G Smith

In Attendance: Mrs R Leno (Executive Governance Officer), Mr D Holmes (CFO), Mrs J Rusbridge (Director of HR & SS), Mrs R Meads (Head of Recruitment & Marketing) & Ms F Burrage (Director of FE).

#### GB/21/31 APOLOGIES FOR ABSENCE AND WELCOME

*Noted* Apologies for absence were received from Miss K Flude (SU President) & Ms S White. The Chair welcomed to Mr M Dineen & Mr G Smith to their first meeting.

#### GB/21/32 STARRING OF AGENDA ITEMS

*Agreed* The starring of agenda items was agreed.

#### GB/21/33 DECLARATION OF INTERESTS

*Noted* The Board noted that Mr M Pragnell had declared that he had been appointed to the Board of the English Rural Housing Association.

#### GB/21/34 NOTIFICATION OF ANY OTHER URGENT BUSINESS

*Noted* None received.

#### GB/21/35 MINUTES

*Considered &  
Agreed*

##### 35.1 Minutes of the meeting held on 18 March 2021

The Board received and considered the minutes of the meeting held on 18 March 2021 and these were confirmed, subject to correcting a typo in minute 23.2.

##### 35.2 Minutes of the additional meeting held on 12 April 2021

The Board received and considered the minutes of the additional meeting held on 12 April 2021 and these were agreed and confirmed.

35.3 **Action Tracker**

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

GB/21/36 **MATTERS ARISING**

**36.1 Aramark catering contract (Minute GB/87.2)**

*Noted* The Director of HR & SS confirmed that the contract had been signed and that discussions were now ongoing regarding the new contract for 2021-22.

**36.2 VC's Update to the OfS (Minute BGB/21/19.3)**

*Noted* It was noted that the VC had written to the OfS as agreed and the Board received a copy of the letter for information.

**36.3 scholarships for EU students (Minute GB/21/21.2)**

*Noted* It was noted that the UCLG had agreed a scholarship proposal at the meeting held on 5 May 2021.

**36.4 Exceptional Regulations COVID 19 (Minute GB/21/23.2)**

*Noted* It was noted that the regulations had been communicated to students and published on the website. The Exceptional Regulations did not change the extenuating circumstances process.

GB/21/37 **PROGRAMME OF WORK**

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

GB/21/38 **VICE CHANCELLOR'S UPDATE AND STRATEGY UPDATE**

*Considered* It was reported that FE students had returned to campus from 8 March and HE students from 12 April 2021 and that within the government COVID restrictions everything had been done to safeguard the student experience as far as possible. It was reported that student feedback via FE and HE Student Council meetings had been largely positive about the experience within the national restrictions. It was reported that staff were currently planning for the next academic year and that if government guidance allowed, it was hoped that this would be as normal as possible, although the UCLG was mindful of the risk of further local or national lockdowns. It was reported that WUC would shortly be issuing communications to students about what to expect in September.

*Considered*

[REDACTED]

It was reported that work was continuing to develop the WUC strategic plan and that this was closely aligned to the emerging estates masterplan. [REDACTED]

[REDACTED] WUC was seeking a change of use planning permission to allow sports activities on the reservoir (subject to a biodiversity study due to a crayfish arc). [REDACTED]

[Redacted]

The Vice-Chancellor asked governors to join a new group to review the plans for food and farming.

It was reported that work was continuing to develop the Learning and Teaching and People strategies and it was hoped to produce intent documents by July.

Agreed Governors asked about the mood of staff following a challenging year across the sector and it was reported that a social event was being planned for staff on 25 June at 5pm, to which governors would be invited, to thank staff for their hard work over the last year.

Dir HR/Governance Officer to share invite

Members asked about student feedback on their experience during 2020-21. It was reported that final year HE students had been completing the NSS survey (now closed) and that WUC had achieved an 82% completion rate. It was reported that there had been some student complaints, but that generally students were positive and felt that WUC had been supportive during a difficult time nationally for students. FE student feedback had also been largely positive and WUC had achieved a 96.9% retention rate which was positive.

GB/21/39 **FINANCIAL POSITION AND ASSET DISPOSALS**

**39.1 Cashflow risks & opportunities report**

Considered The Board received and considered the cashflow risks and opportunities report, which did not yet include the mitigating impact of the Barclays Bank Trade Loan Facility and was based on a cautious approach to asset disposals. It was agreed that the next version of this report is expected to be more positive.

**39.2 Endurance Estates & Asset disposals**

Considered [Redacted]

CFO to update F&GPC re tax advice

[Redacted]

Considered & Agreed [Redacted]

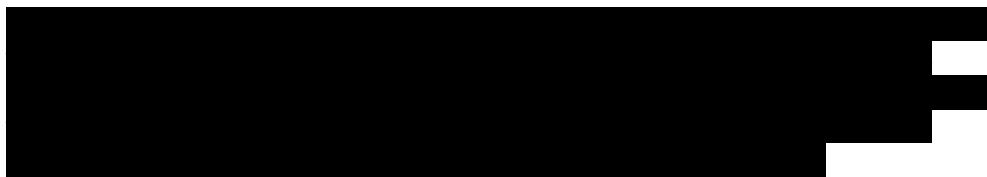
VC to clarify

**39.3 Terms of Barclays Bank Trade Loan Facility**

Considered & Agreed The Board received and considered for approval the Terms relating to the Barclays Bank Trade Loan Facility, which had been considered in detail by the Finance &

UCLG & Chair to sign

General Purposes Committee meeting held on 10 May. The committee recommended the terms of the trade loan facility for approval by the Board.



Agreed The Board agreed to approve the Barclays Bank Trade Loan Facility and it was agreed that the Board Chair and the Vice-Chancellor would be authorised to sign the documentation after the meeting.

VC & Chair  
to sign

#### **39.4 Management Accounts**

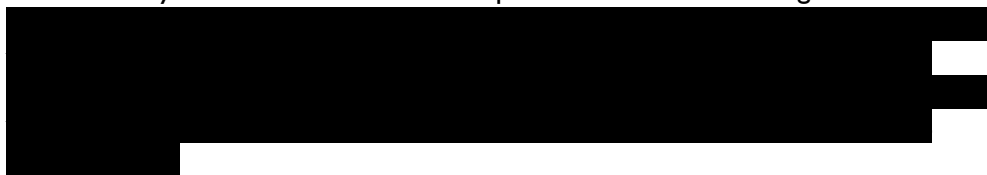
Considered The Board received and considered the period 8 management accounts as considered by the Finance & General Purposes Committee meeting held on 10 May.

#### **39.5 Q3 Forecast**

Considered The Board received and considered the Q3 forecast as considered by the Finance & General Purposes Committee meeting held on 10 May. It was noted that the operating position was £122k better than anticipated (before pensions and asset disposals) and that WUC was working to limit further non-essential expenditure for the remainder of the financial year.

#### **39.6 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 10 May.



#### **39.7 Minutes of Finance & General Purposes Committee**

Considered The Board received and considered the minutes of the Finance & General Purposes Committee meetings held on 9 March & 12 April 2021 and an update concerning the meeting held on 10 May 2021. It was reported that the last meeting had received a update from Strutt & Parker and that the committee was working to ensure that future sales included appropriate minimum values and overage clauses. The committee asked that Strutt & Parker offer a workshop to ensure best value was achieved for any land sales.

Strutt &  
Parker/CFO  
land value  
meeting

#### **GB/21/40 STUDENT RECRUITMENT UPDATE**

Considered The Board received and considered the student recruitment update report. It was agreed that HE recruitment was positive with 174 acceptances for u/g (& 250 offers outstanding, with the UCAS deadline of 10 June). Work was focussing on conversion activities, with nurture track and work by student ambassadors. Packs had been sent to offer holders and a summer camp had been organised in July for offer holders. Open events on campus were planned after 21 June. FE recruitment was also positive (the target of 669 was likely to be achieved), although there were concerns about poor recruitment for art and design and sport (where WUC faced competition from school sixth forms). It was noted that sport was being relaunched with the new 3x3 basketball provision.

Governors asked whether WUC would be able to resource the growth in student numbers, particularly in FE where the ESFA funding was on a twelve month lagged basis. It was reported that WUC had submitted a business case to the ESFA on 28 April, seeking additional funding and it was hoped to hear the outcome by 30 June.

It was reported that additional resources would be required in some areas, including more horses for the equine facility.

## GB/21/41 **OFFICE FOR STUDENTS**

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

Considered The Board received for information the notes of the meetings between the OfS and UCLG held on 25 February and 27 April 2021 (which WUC had recommended amendments to), as considered by the Finance & General Purposes committee meeting held on 10 May 2021. It was reported that WUC was transparent with the OfS regarding the financial situation and that the next meeting was scheduled for June 2021.

## GB/21/42 **AUDIT, RISK AND COMPLIANCE**

### Noted **42.1 Access & Participation Monitoring Return**

It was noted that the Audit, Risk & Compliance Committee meeting held on 14 April 2021 had approved the return prior to submission to the OfS.

### **42.2 Strategic Risk Register**

Considered & Agreed The Board received and considered the strategic risk register. The Board asked why the risk for third stream income had been lowered and it was reported that this was as more activity was being actively pursued, although income would still remain significantly reduced for this year. Members noted that the student recruitment risk had been amended from risk of not achieving sufficient students, to risk of not being able to manage and adequately resource additional students.

**UCLG to consider**

### **42.3 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 14 April 2021.

### **42.4 Statutory and external returns register**

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

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

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

### **42.6 Audit, Risk and Compliance Committee meeting held on 14 April 2021.**

Considered The Board received and considered the minutes of the Audit, Risk and Compliance Committee meetings held on 14 April 2021.

## GB/21/43 **STUDENT UPDATE**

Considered & agreed It was reported that recent SU elections had not yet filled all posts and that work was ongoing to encourage people to stand for election, particularly for President. To date the SU had appointed two Vice-Presidents and a Sustainability Officer. It was reported that the roles were not salaried and students appeared reluctant to take on these roles. The Board asked the UCLG to consider making the SU President a salaried post. It was agreed that the Director of HR & SS and Miss E-J Murray would discuss ways to attract more students to act as SU post holders and encourage engagement.

**Dir HR & SS  
& Miss  
Murray to discuss**

## GB/21/44 **ACADEMIC POSITION**

### **44.1 Academic Board meetings**

Considered The Board received and considered the minutes of the Academic Board meetings held on 24 February and 18 March 2021. Mr A Bols reported that he had observed the Academic Board meeting held on 12 May and that it had been a robust meeting. There was discussion about whether the Board was receiving sufficient information about academic performance since the Committee for Students was ended, as it appeared that some former agenda items were not now being reported to the Board. It was agreed that the Vice-Chancellor would discuss this outside the meeting with the former Chair of the Committee for Students.

**VC & Mr N Spenceley to discuss**

GB/21/45 **HUMAN RESOURCES, HEALTH, WELFARE, SAFETY AND EQUALITY & DIVERSITY**

Considered **45.1 Health & Safety Committee**  
The Board noted that the Health, Welfare and Safety Committee had not met since the last Board meeting but was scheduled to meet on 17 June.

Considered **45.2 Minutes of the Personnel & Remuneration Committee**  
The Board received and considered the minutes of the Personnel & Remuneration Committee meeting held on 11 March 2021.

GB/21/46 **GOVERNANCE**

Considered **46.1 Governance Action Plan**  
The Board received and considered the updated Governance Action Plan, as recommended by the Search & Governance Committee meeting held on 29 April 2021. The Board discussed the progress made and the items outstanding.

Considered **46.2 Minutes of Search & Governance Committee**  
The Board received and considered the minutes of the meeting held on 11 March 2021.

Considered **46.3 Governor Induction Plan**  
The Board received and considered the governor induction plan. It was agreed that the new governor induction would be an ongoing process and was part of a wider governor development programme for existing governors. It was reported that the Board had recently been asked about their training and development needs and that a rolling programme of briefings and development events would be shared shortly.

**Dir HR & Ss & EGO**

The Board asked for more sector briefing information and it was agreed to share the RSM's sector briefings with the Board (currently shared with members of the Audit, Risk and Compliance Committee) and any other useful briefings would be circulated.

Considered **46.4 Senior Independent Governor**  
The Board received and considered the recommendation from the Search & Governance Committee meeting held on 29 April 2021 not to appoint a Senior Independent Governor as recommended by the CUC. There was discussion about whether this role could strengthen the existing mechanisms of people raising concerns with the Chair and Vice-Chair and members felt it could be useful. It was noted that many institutions had not adopted this role, but it could be useful in a difficult situation. It was agreed to defer the decision and agreed that the Chair would liaise with governors outside the meeting and report back to the next Board meeting.

**Chair to liaise with members. Next agenda**

GB/21/47 **CHANCELLOR'S APPOINTMENT**

Considered & Agreed **47.1 Term of office**  
The Board received and considered for approval the proposal to extend the term of office of the current Chancellor, Baroness Anne Jenkin, from September 2021 to

September 2022 in order to allow sufficient time to make a new appointment. It was reported that the Chancellor had agreed to serve for a further year and the Board agreed that she had been very supportive of WUC. The Board agreed to this extension.

#### **47.2 Recruitment & appointment of new Chancellor**

Considered  
& Agreed

The Board received and considered for approval the details of the process for the recruitment and selection of a new Chancellor. The Board agreed the process and it was agreed to issue the call for nominees.

**EGO to issue**

#### **GB/21/48 USE OF THE UNIVERSITY COLLEGE SEAL**

Noted The Board noted that the seal had not been used since the last meeting on 18 March 2021.

#### **GB/21/49 NOTIFICATION OF CHAIR'S ACTION**

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

#### **GB/21/50 ANY OTHER URGENT BUSINESS**

Noted None received.

#### **GB/21/51 FORTHCOMING MEETINGS**

Noted It was noted that the next meeting was scheduled for Thursday 15 July 2021 at 5.30 pm, with a development day scheduled for Wednesday 16 June 2021. It was reported that both meetings would be held on campus. The Chair invited all members and staff to pre meeting social events on the evenings before, at a venue to be confirmed.