

BOARD OF GOVERNORS

Confirmed

Minutes of the meeting of the Board of Governors, held on Thursday 19 November 2020 at 5.30 pm via MS Teams

Attendance

Mr F Howie (Acting 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*

In Attendance: Mrs R Leno (Executive Governance Officer), Mr D Holmes (CFO), and Mrs J Rusbridge (Director of HR & SS). Ms B Rigg attended from 6.00pm.

GB/20/82 **APOLOGIES FOR ABSENCE AND WELCOME**

Noted Apologies for absence were received from Miss K Flude (SU President), Mr D Hewitt, Mr P Swan, Ms T Coop and Mr A Bols.

GB/20/83 **STARRING OF AGENDA ITEMS**

Agreed The starring of agenda items was agreed.

GB/20/84 **DECLARATION OF INTERESTS**

Noted No new declarations were received.

GB/20/85 **NOTIFICATION OF ANY OTHER URGENT BUSINESS**

Considered Members notified the Chair of additional business to discuss gifts, a Christmas social and also communications with staff and it was agreed to discuss this at the end of the meeting.

GB/20/86 **MINUTES**

Considered & Agreed 86.1 **Minutes of the meeting held on 15 October 2020**
The Board received and considered the minutes of the meeting held on 15 October 2020 and these were agreed and confirmed.

86.2 **Action Tracker**

Considered The Board received and considered the action tracker and there were no concerns. It was agreed to update the tracker to reallocate actions previously assigned to the Registrar & Secretary (currently on maternity leave).

**EGO to
update**

GB/20/87 **MATTERS ARISING**

Considered
& Agreed

87.1 Research ethics policy and statement (Minute GB/20/65)

The Board noted that the research ethics policy and statement, approved by the Board, was subsequently published online by 25 October 2020.

Considered

87.2 Aramark Catering Contract (Minute B/20/67.1)

The Board received and considered an update regarding the contracts with Aramark. It was reported that the substantive contract and the additional contract to cover the interim COVID period had yet to be agreed and signed. WUC had sought legal advice and it was reported that there were still outstanding issues regarding pensions liabilities dating back to when WUC first outsourced catering to Caterlink in 2014. A report about the LGPS situation had been shared with the Finance & General Purposes Committee and Chair of the Audit, Risk and Compliance Committee. A further meeting with Aramark was scheduled for 20 November and it was hoped that the contracts would be signed soon.

Noted

87.3 Cover for Head of Registry (Minute GB/20/77.5)

It was reported that WUC had appointed an Interim Head of Registry, Katrina Bell, who it was hoped would stay until the permanent position had been filled. The position was being advertised with interviews scheduled for 24 November. In addition, changes were being made to the wider team with additional posts also being advertised for interviews in late November.

GB/20/88 **PROGRAMME OF WORK**

Noted

The Board received and considered the programme of work. It was noted that the Annual Report on Equality and Diversity and the Annual Report on Student Disciplinary Cases had been deferred until the next meeting. Governors also asked that the Board receive KPIs at future meetings.

Next agenda

GB/20/89 **VICE-CHANCELLOR'S LEADERSHIP GROUP UPDATE**

89.1 COVID

Considered

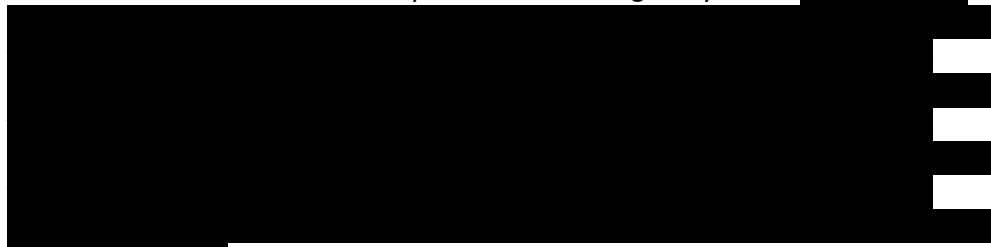
The Vice-Chancellor provided an update about the impact of COVID on WUC. It was reported that following the recent outbreak in the student halls of residence, there were currently no cases in halls and no students in isolation. WUC was in liaison with the public health team and had asked to be a test centre in order to facilitate students being able to travel home for Christmas. WUC had not yet heard back regarding the allocation of tests and it appeared that other HEIs had not received a response yet either. The VC confirmed that he would continue to chase for a response. It was reported that in the meantime, the LG was making preparations for the test centre on campus and was in communication with students about the plans to end teaching on campus and move to online delivery and offer tests from 30 November to 8 December. It was noted that further tests would be required in January to facilitate the return to campus after Christmas.

It was reported that a few FE students had tested positive and therefore other students and staff had been contacted and were now in isolation.

There was discussion about student and staff wellbeing during these difficult times and the additional burden of work and stress that COVID had placed on many staff. The Board recognised the key contribution of staff who were going "above and beyond" during this pandemic to safeguard students and maintain the student experience as far as possible.

89.2 Asset disposals

The Vice-Chancellor provided an update about asset disposals. It was reported that the sale of two houses on Lordship Road was nearing completion.



A working group would then be appointed to oversee this area of work on behalf of the Board.

GB/20/90

STRATEGIC PLANNING

Considered & Agreed

The Vice-Chancellor provided an update concerning the development of the strategic plan, which was continuing to progress with the focus of putting science into practice. It was confirmed that the LG hoped to publish a paper of strategic intent in December. This would be important to update and engage staff and also to form the basis for a business case for future investment, partnerships and funding. It was noted that the strategic plan would be for ten years and would be a plan for growth, including strategic asset disposal and investment in new facilities.

LG circulate strategic intent paper December

It was reported that the LG had appointed consultants to assist with the further development of the FE portfolio and apprenticeships and it was hoped that this could further increase FE recruitment. Work was continuing to enhance the HE portfolio and the new vet nursing degree was being designed. The focus was on increasing the p/g provision in order to take advantage of the growth in p/g recruitment. WUC was also hoping to expand sports provision with an emphasis on outdoor adventure. It was reported that another change of use planning application was being submitted for the reservoir in the hope that this could be used for water sports in the future.

GB/20/91

OFFICE FOR STUDENTS ANNUAL ACCOUNTABILITY RETURNS 2019-20

Considered & Agreed

91.1 Report and Financial Statements 2019-20

The Board received and considered the report and financial statements 2019-20 as recommended for approval by the Joint Audit, Risk and Compliance Committee and the finance & General Purposes Committee meeting held on 13 November 2020. The Board noted the comments about going concern and the clean opinion, and also the governance statement and disclosure. It was agreed that the Chair of the Audit, Risk and Compliance Committee would liaise with the Chair of the Board to update him about the discussions. It was reported that some presentational amendments would be made to the document as considered, but the Board was asked to approve the report for signature by the Chair and Deloitte following this meeting. The Board agreed the Report and Financial Statements 2019-20.

Considered & Agreed

91.2 External Auditor's management letter

The Board received and considered the external Auditor's management letter as recommended for approval by the Joint Audit, Risk and Compliance Committee and the Finance & General Purposes Committee meeting held on 13 November 2020. It was reported that there had been discussion about WUC's pension liability and Deloitte had queried the actuarial assumptions. This change was not material and did not impact on WUC's operating performance. It was reported that the Committee had sought assurance about WUC's cyber security and a report had subsequently been submitted. The Board agreed the external auditor's management letter.

91.3 Letter of Representation
Considered & Agreed The Board received and considered the letter of representation as recommended for approval by the Joint Audit, Risk and Compliance Committee and the Finance & General Purposes Committee meeting held on 13 November 2020. The Board agreed the external auditor's management letter.

91.4 Going Concern
Considered & Agreed The Board received and considered the going concern paper as recommended for approval by the Joint Audit, Risk and Compliance Committee and the Finance & General Purposes Committee meeting held on 13 November 2020. The Board agreed the going concern paper.

91.5 Audit, Risk & Compliance Committee Annual Report 2019-20
Considered & Agreed The Board received and considered the Audit, Risk and Compliance Committee Annual Report 2019-20 as recommended for approval by the Committee's meeting held on 13 November 2020. The Board agreed that the opinion in this report provided assurance and confidence and that it was positive that the internal audits undertaken during 2019-20 reported improved outcomes. The Board agreed the Audit, Risk and Compliance Committee Annual Report for 2019-20 and it was agreed that the committee Chair could sign this report after the meeting.

91.6 Prevent Monitoring Annual Report 2019-20
Considered & Agreed The Board received and considered the Prevent Annual Monitoring Report which had been recommended for approval by the Chair of the Personnel & Remuneration Committee. There was discussion about the difficulties lockdown and blended learning presented for staff in identifying any concerning behaviour displayed by students and it was noted that WUC had only had two prevent cases during 2019-20. Members queried why there was a nil return for external speakers and events and it was concerned that none of the speakers had required approval. It was noted that this area had been successfully audited by the OfS. The Board agreed the Annual Report for submission to the OfS and agreed that the Chair of the Board could sign the report after the meeting.

91.7 OfS Interim Financial Return
Noted The Board noted that the Interim financial Return had been considered by members of the Finance & General Purposes Committee and submitted on time to the OfS. The OfS had requested a meeting with the LG on 23 November.

GB/20/92 **FINANCIAL PERFORMANCE**

92.1 Management Accounts

Considered The Board received and considered the management accounts to end September 2020 as considered by the Finance & General Purposes Committee meeting held on 13 November. It was noted that WUC was seeking additional in-year funding from the ESFA due to additional FE student recruitment in 2019-20. It was noted that COVID was still having an adverse financial impact and that WUC had lost income from halls fees which were now only 87% occupied due to both social distancing measures and some students leaving to study from home This meant that WUC would be behind the budget of £1.7 million income from halls for 2020-21.

It was reported that the committee meeting had considered the new energy contract and that WUC had now signed up for a two year fixed price electricity contract.

It was reported that technically, if WUC repaid the £2 million loan to Barclays Bank in the summer WUC would breach the covenant. The LG would discuss this with colleagues at the bank to resolve this issue.

92.2 Student Recruitment Update

Considered

It was reported that FE recruitment was currently on track for 2021, although sports numbers were disappointing so far. It was hoped that when prospective students could visit campus to see facilities this would encourage more applications. It was reported that WUC was continuing to promote FE to HE progression and 110 people had signed up for an online event about progression.

It was reported that HE student applications for 2021 were currently down on last year, although WUC had withdrawn some programmes that had been offered last year. It was noted that nationally the trend appeared to be that students applied later, and often not until the January 15th 2021 UCAS deadline. It was reported that marketing work was continuing including a digital campaign, webinars for each subject, virtual open days and virtual tours and a new school newsletter.

Agreed

It was agreed to circulate a recruitment report after this meeting.
Note: This report was circulated on 27 November.

LG to circulate

92.3 Cashflow risks and opportunities report

Considered & Agreed

The Board received and considered the report which had been considered by the Finance & General Purposes Committee meeting held on 13 November 2020 and as previously circulated to the Board. It was noted that this report followed a risk weighted approach and provided assurance until a risk period around March/April 2022. The key financial risks posed were reduced income from halls of residence fees and whether or not the ESFA would grant additional in-year funding for FE recruitment in 2020-21.

The Board agreed that this report provided assurance and requested that the updated report continue to be circulated on a monthly basis.

CFO
monthly
circulation

92.4 WUC Financial Regulations and Delegated Authority

The Board received and considered the updated WUC Financial Regulations and Delegated Authority, as endorsed by the Finance & General Purposes Committee meeting held on 8 October 2020 and the Audit, Risk and Compliance Committee meeting held on 13 November 2020. The Board agreed the updated regulations (subject to some minor formatting changes).

92.5 Finance & General Purposes Committee

Considered

The Board received an update on the meeting of the Finance & General Purposes Committee meeting held on 13 November 2020. The Committee Chair reported that the committee had considered update reports from all third-stream income areas and repeated that the loss of hall fee income was a concern. The Chair also confirmed that the committee had agreed a student debt write off.

GB/20/93 STUDENT MATTERS

Considered

93.1 SU Update

In the absence of the SU President and a written report, it was reported that the SU had been continuing to support students and was focussing on online social activities during lockdown. It was reported that the LG was supporting the SU in finalising the SU constitution, and once agreed, the SU elections would be held. In the meantime, existing SU postholders had agreed to continue in post, including the SU President.

93.2 SU Accounts and Constitution

Noted

It was noted that the SU Accounts would be presented to the Board's next meeting.

GB/20/94 **ACADEMIC PERFORMANCE**

Noted **94.1 Academic Board**

The Board noted that the minutes of the Academic Board meeting held on 11 November 2020 would be circulated after the meeting.

EGO to circulate

Noted **94.2 Annual Report Student Disciplinary Cases**

The Board noted that the Annual Report on Student Disciplinary Cases 2019-20 would be presented to the next meeting.

Considered & Agreed **94.3 Annual Report on Quality and Standards 2019-20**

The Board noted that the Annual Report on Quality and Standards would be presented to the next meeting. The Board was concerned that this report was needed to provide assurance to the Board before they could confirm to the OfS, as part of the annual assurance return, that the University College had effectively managed the quality of learning and teaching and maintained academic standards (Condition B3). It was reported that this report would be shared with Governors at the January development day. The Vice-Chancellor agreed to check the OfS deadline for the Board's confirmation of this matter, as it was noted that the OfS had extended the deadline for elements of the annual accountability returns to February 2021 (ie seven months after the end of the financial year).

Agenda development day

VC to check OfS deadline

Considered & Agreed **94.4 FE Self – Assessment Report (SAR)**

It was reported that the FE SAR had been produced and would be considered at a validation meeting scheduled for 27 November 2020, involving Mr N Spenceley and Mr P Marshall as representatives of the Board. It was agreed that if the validation recommended the SAR for approval, it could be considered for approval by Chair's Action prior to submission to Ofsted by 18 December 2020.

Chair's action December

It was reported that an update on the SAR and Ofsted would be included in the governor development day scheduled for 21 January 2020.

Development day agenda

GB/20/95 **HUMAN RESOURCES, HEALTH, WELFARE AND SAFETY**

Considered **95.1 Personnel & Remuneration Committee**

The Board received and considered the minutes of the meeting held on 3 November 2020 and Chair of the committee provided an update concerning key business. It was reported that the committee had approved the Safeguarding and prevent policy, Smoke free policy and Equality policy. The committee had reconsidered the KPI for staff costs as a percentage of income and recommended the approval of the KPI at 64%. The committee had considered the Staff Development Annual Report 2019-20 and had no concerns. The committee had also considered the Child Protection and Safeguarding Annual Report 2019-20 and had no concerns.

The Director of HR and SS reported that the voluntary redundancy process relating to HE UG design had been completed on 18 November and that a safeguarding audit had just been completed with no significant issues.

Considered & Agreed **95.2 Health & Safety Policy**

The board received and considered for approval the updated health and safety policy, and COVID appendix, as recommended for approval by the Personnel & Remuneration Committee meeting held on 3 November. The Board agreed that this was a comprehensive policy, but welcomed the suggested addition of wellbeing when the policy is next reviewed. The board agreed to approve this policy and it was agreed that the Chair could sign this on behalf of the Board after the meeting.

Chair to sign

The Board discussed the COVID appendix and the health and safety monitoring of staff working from home. It was reported that line managers and HR were supporting staff and that staff had been encouraged to undertake risk assessments of their home work stations.

95.3 Health & Safety Committee

The Board received and considered the minutes of the Health & Safety Committee meeting held on 7 October 2020.

GB/20/96 AUDIT, RISK AND COMPLIANCE

96.1 Strategic Risk Register

Considered The Board received and considered the risk register which had been considered by the Audit, Risk and Compliance Committee meeting held on 13 November and Finance & General Purposes Committee meeting on 13 November. It was noted COVID remained a key risk, particularly in relation to changing government policy around mitigation measures HEIs would be expected to implement. There was discussion about the risk to value for money and the need to enhance WUC's value for money reporting, as this was receiving greater emphasis from the OfS (and there was an OfS consultation outcome on value for money due soon). It was reported that WUC was considering value for money for students and developing its access and participation plan, which would be shared with governors at the 21 January development day.

96.2 RSM progress report

Considered The Board received for information the RSM progress report, and as considered by the Audit, Risk and Compliance Committee meeting held on 13 November 2020. There were no concerns.

96.3 Audit, Risk & Compliance Committee

The Board received and considered a update concerning the Audit, Risk and Compliance Committee meeting held on 13 November 2020. The committee Chair highlighted that the committee had considered the GDPR annual report 2019-20 and had no concerns. The committee had also considered the external returns register and OfS conditions of registration register and had no concerns.

GB/20/97 USE OF THE COLLEGE SEAL

Noted The board noted that no documents had been sealed during the period 15 October 2020 to date.

GB/20/98 NOTIFICATION OF CHAIR'S ACTION

Noted The board noted the Chair's Action that had been taken during the period 15 October to date, as noted on the agenda.

GB/20/99 ANY OTHER URGENT BUSINESS

Noted Members raised the issue of Board communications with staff and it was agreed that selected governors would record a video message to staff, to be shared before Christmas if possible. It was agreed that the EGO would liaise with the marketing team to organise this.

Members also raised the issue of gifts to the Registrar & Secretary and to Mrs Sophy Walker who had just finished her term on the Board. It was agreed that the EGO would start a GoFundMe collection and organise these gifts.

The Board also discussed holding a virtual Christmas social event and it was agreed that the EGO would schedule a date for this.

GB/20/100

FORTHCOMING MEETINGS

Noted

It was noted that the next meeting was scheduled for Thursday 18 March 2021 at 5.30 pm, with a development day scheduled for Thursday 21 January 2020.

The meeting closed at 7.30 pm.