

BOARD OF GOVERNORS

Confirmed

Minutes of the meeting of the Board of Governors, held on Thursday 25 November 2021 at 5.30 pm in room L60 & via MS Teams

Attendance

Mr F Howie
(Acting Chair)

Mr P Marshall	Prof T Middleton (Vice-Chancellor)
Mr M Pragnell	Mr A Radford
Mr A Bols	Mrs S Footring
Mr M Dineen	Mrs C Flanagan, Miss E-J Murray

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

GB/21/95 **APOLOGIES FOR ABSENCE AND WELCOME**

Noted Apologies for absence were received from Mr D Hewitt, Mr P Swan, Mr S Spencer, Mr N Spenceley, Mr V Travers (SU President), Ms T Coop & Ms S Corcoran.

GB/21/96 **STARRING OF AGENDA ITEMS**

Agreed The starring of agenda items was agreed.

GB/21/97 **DECLARATION OF INTERESTS**

Noted None received.

GB/21/98 **NOTIFICATION OF ANY OTHER URGENT BUSINESS**

Noted The CFO notified the Board that it seemed likely that WUC's business case to the ESFA regarding an increase to the funding contract would be successful, but this should be confirmed in December. It was reported that this could be approximately £79k in revenue.

The Director of HR & SS reported that the UCU had confirmed today that it had been agreed to re-ballot for a strike or action short of a strike. It was agreed to discuss this further later on the agenda.

GB/21/99 **MINUTES**

99.1 **Minutes of the meeting held on 14 October 2021**

*Considered &
agreed*

The Board received and considered the minutes of the meeting held on 14 October 2021 and these were confirmed.

Considered	<p>99.2 Action Tracker</p> <p>The Board received and considered the action tracker and there were no concerns. It was agreed to amend the action concerning plotting the location of students for 2020 entry and instead look at where students were from for recruitment in September 2021.</p>	EGO to update tracker
GB/21/100	MATTERS ARISING	
	<p>The Board considered the following matters arising not considered elsewhere on the agenda:</p>	
Noted	<p>100.1 2022-27 Access and participation plan (Minute GB/21/81.1)</p> <p>The Board noted that the OfS had yet to confirm the approval of the access and participation plan and five-year strategy. It was reported that the queries from the OfS had been resolved and it was hoped that the OfS would confirm approval soon.</p>	
Considered	<p>101.2 Barking/Pinebridge potential partnership (Minute GB/21/84.5)</p> <p>The Board received an update from the Vice-Chancellor concerning this opportunity. It was reported that Pinebridge was funding a major development in Barking linked to City of London project to relocate produce markets to a new site in Barking and Dagenham. This related to a plan for a 7000 housing unit with linked food court and produce markets with its own urban farm. It was reported that WUC had held a meeting with them and their architects in London. It was possible that this could create training and development opportunities for young people but as it would be out of our borough WUC would not be able to provide the training. However, WUC hoped to liaise with Barking and Dagenham College and could have WUC apprentices. It was agreed to update a future Board meeting. The Board requested that this opportunity be added to the new business tracker.</p>	CFO add to new business tracker
Considered	<p>The Acting Chair reported that he had spoken to Mr Elliot Wollen (WUC student) at the October graduation and was interested to hear of his work as the founder of the Herts and Essex community farm. He recommended that the UCLG discuss this development with him, and the Vice-Chancellor confirmed he would approach him and engage other students as appropriate.</p>	VC to liaise Mr E Wollen
Noted	<p>101.3 Chancellor's Appointment (Minute GB/21/86)</p> <p>The Board noted that the Vice-Chancellor had written to offer the position to the new Chancellor and was awaiting a reply from the first choice nominee (as agreed at the October Board meeting).</p>	Update Board in due course
GB/21/102	PROGRAMME OF WORK	
Noted	<p>The Board received and considered the programme of work and noted that the FE SAR and HE Annual Quality Report would be presented to the 9 December meeting. It was noted that the WUC financial statements and associated reports had also been deferred to 9 December meeting.</p>	9 December agenda
GB/21/103	LEADERSHIP GROUP UPDATE	
Considered & Agreed	<p>It was reported that the UCU had confirmed that they would re-ballot for action up to and including strike action. Previously the outcome was only 5% below the required threshold to take action, so the UCLG was concerned that the re ballot may be a mandate for action, which could impact on the student experience and recruitment activity. It was reported that WUC was engaging in dialogue and working on mitigations.</p>	
	<p>It was reported that the Finance & General Purposes Committee and Personnel & Remuneration Committee had recommended for approval the UCLG recommendation that in the context of WUC's improving financial situation, the</p>	UCLG to inform staff re pay award timescale

deferred pay award timescale be brought forward to May 2022 and not deferred to July 2022. It was acknowledged that staff were a key asset and the Board agreed to support this. It was noted that there was a further JNCC meeting next week.

Considered It was reported that regional COVID case rates remained high and that there had been some clustering of cases at WUC, but no outbreak. The H&S Officer is discussing the situation with the public health team to see if they would give permission for further mitigations including mandating mask wearing indoors. It was reported that WUC had changed its guidance, and reminded people to take lateral flow tests in advance of larger scale events and attendance.

Considered The Director of FE reported that negotiations with CNH/New Holland concerning a new partnership for a three-year L3 apprenticeship had been successful and WUC had agreed the memorandum of understanding. This would involve recruitment from national dealerships for block release for three weeks for tuition at WUC and to access their Basildon HQ. It would mean that apprentices would live on site including the need for some accommodation for under 18s (which would have to meet Ofsted care standards). The partnership would commence in October 2022, with 30-40 apprentices per year.

It was reported that CNH would provide equipment which WUC would also be able to use for other programmes and our wider agriculture students, which should help WUC grow in this area of agri tech and attract other partners and raise WUC's profile. It was reported that after 3 to 4 years the financial contribution could be up to £1.5 million.

It was hoped to issue a joint press release in the next few weeks and WUC would then start to recruit staff and make plans for facilities and accommodation. It was hoped that there would be a launch event at WUC. The Board congratulated the UCLG and staff on this positive development.

Considered The Registrar & Secretary provided an update concerning the proposed partnership with the [REDACTED]. It was reported that there had been some confusion as to whether the [REDACTED] was seeking a validation or franchise arrangement, and that WUC had originally thought it was seeking a validation arrangement. It was reported if it was a validation to the [REDACTED] who did not have TDAP, the [REDACTED] would be responsible for the provision and administration including data returns. By contrast, a franchise would mean that WUC sub-contracts the teaching to another organisation and WUC would take responsibility for the data returns, SLC administration and Tier 4 licence risk and the students would become part of our access and participation obligations. It was noted that the [REDACTED] was not fully registered with the OfS and so their students could only access £6k student loans, but if they had a WUC franchise their students could access £9,250 in loans. In a few years the [REDACTED] students would potentially significantly outnumber WUC existing students which would alter the mission and character of WUC as a land based small and specialist institution.

Following further negotiations it appeared that the [REDACTED] was seeking a franchise in construction management which did not fit our portfolio and would be a risk to WUC. The UCLG had not stopped discussions, but it was less likely that a partnership would be in WUC's interests.

Considered The Vice-Chancellor reported that WUC had worked with Guild HE to successfully bid for £200k of additional funding to support knowledge exchange activities and work with industry to support innovation. WUC was also seeking Defra funding in collaboration with other land based institutions to top up of research funding by £38k to support staff development. The UCLG was working with academics on how best to spend this money and further opportunities to work with industry. The

Acting Chair recommended WUC consider innovations in the farming sector involving using pig slurry to produce hydrogen.

GB/21/104 **STRATEGIC PLANNING**

Considered The Vice-Chancellor and UCLG members provided an update concerning recent developments with the enabling strategies. It was reported that progress was being made with estates planning including identifying the specialist facilities required and changes to campus locations and a plan to centralise office provision and refresh student social and classroom space. The UCLG was also looking at opening the animal centre to the public and enabling more outdoor sports facilities to be open to the public. It was reported that the next step was to discuss the ideas with architects to see what could be possible, and to discuss plans with wider staff before Christmas. It was planned to update the Board on 9 December and costings would be provided to a future Board to see if the plans were credible. The Board asked about student involvement in this work and it was confirmed that the team would seek students' views particularly about student social space.

Share ideas/plans with wider staff December 2021 Plans and costings to future Board

Considered The Head of Recruitment & Marketing provided an update concerning the work regarding the future portfolio at WUC and potential for student number growth. This was being undertaken by the LG together with the Knowledge Partnership and the Education Development Group. It was reported that work with the Knowledge Partnership was progressing, exploring new course areas aligned to WUC's strategy, and this would be shared with governors at the development day. The Board sought to clarify that WUC was not pursuing journalism.

Update governors re new portfolio plans 9 December

Considered The Director of HR & SS reported that five Time to Talk workshops (involving about sixty staff) had been held to seek staff views about the people strategy and the outcomes of these meetings would feed into work on the people strategy. This had been discussed at the recent Personnel & Remuneration Committee. It was reported that these had been informative sessions and a summary of the issues people raised would be discussed with the LG to agree strategic priorities.

GB/21/105 **OFFICE FOR STUDENTS' ANNUAL ACCOUNTABILITY RETURNS 2021**

105.1 Financial Statements

Considered The CFO updated the Board that due to delays by Deloitte in completing their final technical and partner review processes, the financial statements and associated reports would be submitted to the 9 December Board meeting for approval. It was reported that there were currently no issues about going concern, and that only minor clarifications had been received recently.

105.2 Prevent monitoring return

Considered & Agreed The Board received and considered the Prevent monitoring return, as recommended for approval by the Personnel & Remuneration Committee. Nothing to report for 2020-21 i.e. no prevent cases at WUC and nothing significant to report. Important to note that no requirement to provide detailed statement but provided to committee to provide assurance.

Dir HR to submit to OfS

GB/21/106 **CORRESPONDENCE WITH THE OfS**

106.1 Meeting 5 October 2021

Considered The Board received and noted the minutes of the meeting held on 5 October 2021. The CFO highlighted the key issue was that the OfS had asked for an update regarding the Olde Farm/Land Trust land sale if not expected to be completed by the end of November. It was reported that the Vice-Chancellor had updated the OfS to advise that the sale had been delayed. Members asked what the OfS would do if the asset disposals did not progress and it was agreed that it was only

important if it had a negative impact on the forecast cash position (below 30 days) over the medium-term with no mitigation in place which is not the case at this time.

GB/21/107 **FINANCIAL PERFORMANCE**

I07.1 Management Accounts

Considered The Board received and considered the Management Accounts for September as considered by the Finance & General Purposes Committee meeting held on 16 November 2021.

I07.1 Q1 forecast outturn

Considered The Board received the Q1 forecast which was reported to the Finance & General Purposes Committee meeting held on 16 November 2021. It was reported that recruitment for FE and HE was close to the targets set in the budget and there had also been an improvement on halls income due to higher occupancy (of 94% of available rooms). However, WUC had some additional costs from the increased national minimum wage for staff, increased insurance premiums and the impact of the levy to fund adult social care. These were being mitigated by savings on pay costs due to achieving the vacancy factor (recruitment lag). Overall, it was reported that WUC's Q1 forecast was £234k better than the budget underlying operating position (excluding year-end pension accounting charges and asset sales) by July 2022.

I07.3 FE & HE student recruitment report

Considered It was reported that last year's HE student recruitment cycle was 11% up year on year. The new cycle was currently 24% ahead on applications as compared to this time last year (while the sector recruitment was flat, with UCAS down year on year and some competitors 10% down on year). The Board agreed that it was positive that WUC was tracking ahead but agreed it was early days.

Considered It was reported that FE applications were 40% up year on year with positive growth in most areas, and 400 prospective students due to attend an open event on Saturday 27 November. The Board congratulated the marketing team on these positive results.

I07.4 Board key milestones & trigger points

Considered The Board received and considered the Board key milestones and trigger points report as considered by the Finance & General Purposes Committee.

I07.5 Cashflow risks and opportunities

Considered The Board received and considered the cashflow risks and opportunities report that was considered by the 16 November Finance & General Purposes Committee and Audit, Risk & Compliance Committee meetings. The CFO reported that the CNH contract & possibility of delayed asset disposals were being modelled and this would be shared with the Finance & General Purposes Committee on 3 December.

It was reported that the modelling of WUC's financial position to July 2023 is currently based on the Q1 forecast for the current financial year and the most recent forecast for 2022-23. The timing and value of asset disposals (for which we have a high dependency to reduce liquidity risk) continues to be the main variable factor in the modelling, but the stronger than forecast outturn for 2020-21, Q1 forecast for the current financial year and the million pound trade loan facility available to draw down if required suggest a more resilient position than was previously modelled. It was reported that the OfS had confirmed that WUC would not need to draw down the Barclays facility if cashflow dipped below 30 days, but merely have sufficient available drawdown capacity in the facility which would save WUC the interest costs. It was reported that the CFO and Vice-Chancellor were meeting with Barclays in early December to discuss progress on the strategic intent

and partnerships (e.g. CNH) and additional funding opportunities, including increasing the trade loan facility. The Board was assured that risk of insolvency had been reduced but urged the UCLG to continue to pursue new opportunities to grow income and progress planned asset disposals.

107.6 New business tracker

Considered The Board received and considered the new business tracker and was pleased to note progress being made with some of the opportunities, particularly CNH/New Holland.

107.8 Finance & General Purposes Committee

Considered The Board received an update regarding the Finance & General Purposes Committee meeting held on 16 November 2021, as the minutes were not yet available. It was reported that the key item was the lack of progress with [REDACTED] which had been delayed due to lengthy legal inquiries. Mr Brian Buckingham had attended the meeting to provide an update on his view of the sale and he felt that it could be against WUC's long term interest to sell to the land Trust as it appeared they hoped to develop rather than farm the land. It had been agreed to add clauses preventing development for nine years. It was reported that the committee was due to meet again on 3 December and Mr D Rayner from Birkett Long would update the committee further about the additional clauses for the sale.

The committee had also discussed the hybrid promotions agreement with Endurance Estates and noted that there needed to be stronger emphasis on the primacy of WUC's Business Plan (education case) above maximising land values. The committee was also concerned that Endurance Estates seemed to be covering the title deeds for the whole estate but WUC needed to limit their scope to only the areas we wish to develop or sell.

GB/21/108 ASSET DISPOSALS AND ESTATES DEVELOPMENT

108.1 Endurance Estates Update

Considered The Board received and considered the update concerning Endurance Estates, planned asset disposals and the work of the Estates Development Group. It was reported that the legal advisers had revised the terms for the promotion agreement and this was with EE and their lawyers with a meeting planned for 30 November to review.

Considered It was reported that there were draft heads of terms for the possible further land sale to [REDACTED]. It was agreed to ask Mr J Marner from Strutt & Parker to update the Finance & General Purposes Committee about this and the Board.

Considered It was reported that the Genus site sale had issues relating to extending the leases of the existing tenants. The equine tenant had reported maintenance issues to be addressed and WUC would then seek new leases to be signed by end December, and hoped to market the sale in January 2022. It was reported that the two tenants remain interested in purchasing the site.

108.2 Educational Development Committee

Considered The Board received and considered the minutes of the Education Development Committee meeting held on 11 October 2021 and it was noted that a further meeting was held on 22 November 2021.

GB/21/109 STUDENT MATTERS

109.1 Students' Union update

Considered The Director of HR & SS reported that the SU had been working on a new strategic intent document, supported by her. The SU planned to share this with Mr Alex Bols

**SU share
strategic
intent with**

(as SU link governor) and then the Board. The SU was also working on enhancing the student voice and student council. It was reported that the SU had undertaken a survey on catering on campus and was liaising with Aramark regarding the few issues to address. It was reported that the SU team had been invited to join governors for lunch on 9 December.

**Mr A Bols
and future
Board**

GB/21/110 **ACADEMIC PERFORMANCE**

110.1 Minutes of Academic Board

Noted The Board received the minutes of the Academic Board meeting held on

110.2 Annual report on student disciplinary cases for 2020-21

Considered The Board received the report on student disciplinary cases which had been considered by the Academic Board meeting in November. It was agreed that the report should be enhanced in order to be more useful in future. The Board asked to see year on year comparisons to see trends.

**Enhance
report
format and
include
comparisons
& trends**

Considered The Board asked about sexual misconduct and harassment cases. It was reported that the team was working on a new policy but it was not ready yet. It was reported that WUC has trained staff and further staff were being recruited and trained. It was reported that WUC would be offering training to governors in due course.

**Policy &
training for
governors**

Considered The Acting Chair sought clarification about stage one of HE cases and no right to appeal and sanctions when the document later stated there had been an appeal. It was agreed to clarify this outside the meeting.

VC to clarify

GB/21/111 **HUMAN RESOURCES, HEALTH, SAFETY AND WELFARE**

111.1 Personnel & Remuneration Committee

Considered The Board received and considered the minutes of the Personnel & Remuneration Committee meeting held on 11 November 2021.

111.2 Health & Safety Policy

Considered & Agreed The Board agreed the health and safety policy, as recommended by the Personnel & Remuneration Committee.

111.3 Health & Safety Committee

The Board received the minutes of the committee meeting held on 7 October 2021.

GB/21/112 **AUDIT, RISK AND COMPLIANCE**

112.1 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 16 November. It was reported that there were no material changes to the net risk scores. The CFO highlighted the continuing uncertainty around asset disposals. It was reported that the short-term financial position was potentially more positive but longer term financial sustainability remained a risk emphasising the importance of the work to grow student numbers and income. It was reported that once further progress on the strategic intent and enabling strategies plan was reported to the Board in March 2022, the UCLG would need to reconsider the format of the strategic risk register.

112.2 RSM progress report

Considered The Board received the RSM progress report and sector update.

I 12.3 Audit, Risk and Compliance Committee meeting

Considered The Board received an update concerning the Audit, Risk and Compliance Committee meeting held on 16 November 2021 (as the minutes were not available). It was reported that the committee had considered the new risk register related to the work with Endurance and ownership of that register. The committee had considered progress on recommendations from internal audits and had highlighted that cyber security was a priority. The committee had also agreed to a small delay to the external audit tender process and it was hoped to reach a decision about the new external audit provider in April 2022. The committee had also discussed WUC's response to climate change in light of the CUC's report and it was agreed that WUC was ideally placed to be a leader in this field.

GB/21/113 GOVERNANCE

I 13.1 Governance Action Plan

Considered The Board received the governance action plan which had been updated since the last meeting. It was noted that the one red item around governor appraisal would be addressed by the Search & Governance Committee in conjunction with the need for more self-evaluation activities by the Board.

**Search &
Governance
Committee**

I 13.2 Governor appointments

The Board approved the following appointments:

Considered & Agreed Mr A Bols as link governor to the SU,
Mrs S Footring as link governor for careers,
Mr N Spenceley as link governor for Ofsted,
and Ms S Corcoran as the governor member of the new Equality, Diversity and Inclusion Committee.

GB/21/114 USE OF THE UNIVERSITY COLLEGE SEAL

Noted The Board noted that the seal had not been used during the period 14 October 2021 to date.

GB/21/114 NOTIFICATION OF CHAIR'S ACTION

Noted The Board noted the Chair's Action taken during the period 14 October 2021 to date. It was clarified that this spending related to pig feed and not pig equipment as stated on the agenda.

GB/21/115 ANY OTHER URGENT BUSINESS

Noted The Acting Chair wished to record the thanks of WUC and the Board to Mr A Radford as his term of office was finishing with this as his last Board meeting. Alan began supporting WUC in 2011 as a non Board member of the then Audit Committee, progressing to becoming a member of the Board in 2013. Most recently Alan Chaired the Audit, Risk and Compliance Committee. Everyone wished Alan well for the future.

GB/21/116 FORTHCOMING MEETINGS

Noted It was noted that the next meeting was scheduled for Thursday 10 March 2022 at 5.30 pm, and that governor development days were scheduled for 9 December 2021 and 10 February 2022.