

BOARD OF GOVERNORS

Confirmed

Minutes of the meeting of the Board of Governors, held on Thursday 14 October 2021 at 5.30 pm in the main hall & via MS Teams

Attendance

Mr D Hewitt (Chair)	
Mr P Marshall	Prof T Middleton (Vice-Chancellor)
Mr M Pragnell	Mr A Radford
Mr N Spenceley	Mr S Spencer
Mr F Howie	Mr P Swan
Mr A Bols	Ms S Corcoran
Mr M Dineen	Mrs S Footring
Mr V Travers (SU President)	

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

GB/21/73 APOLOGIES FOR ABSENCE AND WELCOME

Noted Apologies for absence were received from Mr D Holmes (CFO), Mrs C Flanagan, Miss E-J Murray & Ms T Coop. The Chair welcomed Ms S Corcoran to her first meeting.

GB/21/74 STARRING OF AGENDA ITEMS

Agreed The starring of agenda items was agreed.

GB/21/75 DECLARATION OF INTERESTS

Noted The Vice-Chancellor reported that he had been appointed as the interim Chair of Landex and the Interim Chair of their HE Committee. Mr A Radford reported he had been appointed as a Director of Fullers Builders (Trustee) Limited, a newly incorporated company set up to act as Trustee of an Employee Share Ownership Trust.

GB/21/76 NOTIFICATION OF ANY OTHER URGENT BUSINESS

Noted None received.

GB/21/77 MINUTES

77.1 Minutes of the meeting held on 15 July 2021

Considered & agreed The Board received and considered the minutes of the meeting held on 15 July 2021 and these were confirmed.

Considered	<p>77.2 Action Tracker</p> <p>The board received and considered the action tracker and there were no concerns.</p>	
GB/21/78	MATTERS ARISING	
	There were no matters arising not considered elsewhere on the agenda.	
GB/21/79	PROGRAMME OF WORK	
Considered	<p>The Board received and considered the programme of work and noted that the Equality, Diversity and Inclusion Annual Report and the Annual report on Student Disciplinary cases would be presented to the November meeting.</p>	
GB/21/80	GOVERNANCE UPDATE	
	80.1 Terms of reference and membership	
Considered & agreed	<p>The Board received and considered the terms of reference and membership with no proposed changes. The Board agreed these for the next academic year.</p>	Review October 2022
	80.2 Governance action plan	
Considered & agreed	<p>The Board received and considered the governance action plan which had been updated in light of the developing partnership with Endurance Estates. It was noted that this had been discussed at the Search and Governance Committee, which had agreed to align the action plan timeline with the strategic plan timeline and the estates work timeline. The Board agreed the action plan, subject to noting that B4: SU plan, should be green</p>	EGO update action plan
Considered & agreed	<p>It was agreed that the red item C4 relating to the 360 governor and UCLG appraisal against KPIs should be progressed, although it was noted there could be a prohibitive cost in the light of this year's tight budget if this involved an external facilitator. Until this was actioned it was agreed to focus this year on using the additional Board development days. It was hoped that these could include visits to different areas of the campus to meet the wider group of staff and students and enhance the visibility of the Board and communications with staff. Members were concerned that C4 should be a priority. It was agreed to share an amended timeline at a future Board, together with further proposals for reviewing governance.</p>	Progress governance review/ governor appraisal process
	80.3 Search & Governance Committee	
Considered	<p>The Board received and considered the minutes of the Search & Governance Committee meeting held on 15 September 2021 and noted that the committee had further considered the proposed SIG role and would return to this with a detailed proposal at a future meeting.</p>	SIG proposal future Board
Considered & agreed	<p>The Board considered the recommendations of the Search & Governance Committee to appoint Ms Suellen White (Vice-Chair of the Audit, Risk & Compliance Committee) to become Chair of the Committee once Mr A Radford's term of office expires in November 2021, and to appoint Mr Vince Travers (SU President) as a member of the Personnel & Remuneration Committee.</p>	
	80.4 Finance & General Purposes Committee	
Considered & agreed	<p>The Board agreed the proposed change to the term of reference of the Finance & General Purposes Committee to update the quoracy from three to four members, including at least two independent governors.</p>	EGO to update
	80.5 Search & Governance Committee	
Considered & agreed	<p>The Board agreed the proposed change to the membership of the Search & Governance Committee to allow staff and student governors to be members of the committee.</p>	EGO to update

Considered
& agreed

80.6 Appointment of Mr S Spencer

The Board agreed to endorse the recommendation of the Academic Board to re-appoint Mr Steve Spencer as the FE teaching staff member of the Board for a further three-year term.

GB/21/81

LEADERSHIP GROUP UPDATE AND NSS RESULTS

81.1 Leadership Group Update

Considered

The Vice-Chancellor provided a presentation concerning developments since the last meeting in July (copy of presentation attached as appendix 1).

It was reported that progress was being made with Endurance Estates and asset disposals, and that the change of use application for the reservoir had been submitted, supported by the Parish Council.

It was reported that WUC was working to develop the new portfolio and partnerships. It was hoped that the partnership with the [REDACTED] could generate up to 900 students in February (£1000 per student), with two intakes per year thereafter. Payments would be phased in three blocks aligned to the Student Loan Company payments. It was reported that the CNH apprenticeship proposal was also progressing. The UCLG had also met with Vicarage Fields (Barking) concerning the development of an urban education hub.

It was reported that the OfS had raised queries regarding the 2022-27 access and participation plan. WUC had answered initial queries, but the OfS had asked more questions about our data set. WUC had resubmitted the plan again and was waiting to hear from the OfS.

The Vice-Chancellor provided an update concerning the recent incident when a WUC minibus got stuck in flood water and ten students had to be evacuated by the fire & rescue service. It was reported that a full investigation was underway and that WUC was working with insurers as the minibus was a right off and the passengers had claimed for damaged equipment. Governors were assured that there had been no injuries and that reputational damage had been limited.

Governors received an HE updates and noted that the new foundation year had recruited well with 30 students in September. It was reported that Graduation was scheduled for 29 October, for 2020 and 2021 graduates. The LG was aware of the risks of government policy and possible further lockdowns but was hoping this event could go ahead as planned.

It was reported that Student Support had been busy with the new academic year and student induction and additional support for international students. It was reported that following budget approval by the Board, HR & the LG had been working on workforce planning. It was reported that staff engagement with the people strategy was good, and staff had been engaging with the “time to talk” sessions which would continue monthly. It was reported that as a result of those sessions, a group had been established to look at new staff recognition awards for 2021. It was reported that a staff appreciation event was scheduled for 9 December and governors would be invited.

It was reported that JNCC meetings with the UCU had been continuing and that there was a national formal dispute with a ballot due on 18 October calling for strike action around pay. Members asked about the level of engagement of national strikes at WUC and reported it had only been limited in the past, although action short of a strike could be more likely.

It was reported that the Director of HR & SS was liaising with the family of a student who had died and that her family would be attending the graduation ceremony to receive a posthumous award.

It was reported that student recruitment in 2021 was positive and that at the end of cycle review u/g recruitment was 14% up year on year HE, and 10% ahead for FE, ahead of budget position. The 2022 cycle was underway with new prospectuses, meetings with schools and a digital campaign. WUC was using new digital platforms and extending reach. It was reported that the open day programme was proving popular and an FE event on Saturday 16 October had 400 students registered. FE to HE progression events were also planned. Governors asked whether school events and open day numbers back to pre-COVID levels and it was reported that there was an appetite to visit campus, although virtual events would also be offered where preferred and to extend more national reach.

The team was reviewing conversion activity, which was now in house and not with Uniquist, and also reviewing CRM and student record systems to be better able to engage with students.

An FE update was provided, and it was reported that staff were working on the Quality Improvement Plan (QIP) for 2021-2. Staff training was planned, and support was provided for curriculum team leaders. WUC had recruited English and maths and teaching and learning leads last year. WUC had achieved high grades for English and maths GCSE results, but it was noted that these were still below benchmark. The QIP was focussed on 16-18 attainment and the need to improve agriculture achievement rates. Attendance recording also needed to improve to meet the KPI.

Members asked about FE enrolments and retention, and it was reported that there had been dropouts in September/October and also some students had swapped courses, but this was within normal ranges. Members asked about new apprenticeships in 2022 for food production and it was reported that staff were focussed on the new CNH contract and would then look at other apprenticeships including in crop and livestock and butchery.

81.2 NSS Results

Considered The Board received the detailed report covering the 2021 NSS results (noting that the headlines had already been reported to the July Board). It was noted that overall satisfaction had fallen in line with the sector as a whole, due to the impact of COVID on the student experience. It was reported that the Landex HE committee would look at the impact of COVID on delivery and share its findings with the sector. It was noted that the NSS might be moved to a new format next year with different questions.

Considered & agreed The Board congratulated WUC on the results, particularly in the national context. It was agreed that WUC had done particularly well with the response to COVID question, which was above average, and positive that WUC could claim to be COVID secure and working hard to keep students and staff safe. The Board was also pleased to note that satisfaction with WUC's SU had increased. It was noted that WUC was the third best land-based institution compared to Harper Adams and Hartpury, which were both much larger institutions which affected the statistics (as WUC's sample sizes were very small and could be impacted by a few people). It was noted that WUC's NSS results had been poor historically and that the UCLG and staff had worked hard to reverse this trend until last year WUC was the best in country. Governors asserted that the high NSS results had directly improved recruitment and therefore urged the UCLG to continue to focus on achieving good results as WUC's reputation was important, and also student satisfaction was crucial. It was agreed that good PR around results and good communications to students were important. It was reported that marketing hoped to capture individual student stories and showcase the additional support WUC offers.

Considered
Governors discussed the assessment feedback section and noted the fall in satisfaction with marking criteria and asked about how WUC was going to address this. It was reported that a new learning and teaching role had been appointed from 1 November and that they would run workshops for staff on learning outcomes assessment as well as providing additional support for new staff. There were also extra HE staff development events focussing on improvement and enhancement. Governors asked about concerns about equine sports therapy satisfaction as appears students not satisfied, and it was reported that this was being addressed. It was reported that course teams & professional support teams took the results seriously and worked hard to address the findings.

Considered
& agreed
The Board asked about activity to improve student satisfaction. It was reported that the data was being reviewed by course and mitigations would be proposed for any issues and problems. It was agreed to update the Board about actions taken at the joint Academic Board meeting in February 2022 to provide assurance to the Board about enhancing the quality of provision.

**NSS Actions
to be shared
with Board,
February
2022**

GB/21/82 **STRATEGIC PLANNING**

The Vice-Chancellor provided an update concerning recent developments with the enabling strategies and work with Endurance Estates and the Knowledge Partnership.

GB/21/83 **CORRESPONDENCE WITH THE OfS**

83.1 Meeting 14 June 2021

Noted
The Board received and noted the minutes of the meeting held on 14 June 2021.

83.2 OfS Deadlines & Requirements

Noted
The Board received for information the document OfS Deadlines and requirements for 2020-21 data returns and Annual Financial Return 2022, as considered by the September meetings of the Finance & General Purposes Committee and the Audit, Risk and Compliance Committee.

83.3 Access Monitoring Return 2019-20

Noted
The Board received for information the letter from the OfS confirming the approval of the 2019-20 access monitoring return.

GB/21/84 **FINANCIAL PERFORMANCE**

84.1 Management Accounts

Considered
The Board received and considered the Management Accounts for period 12, as considered by the Finance & General Purposes Committee meeting held on 16 September 2021. It was noted that the £1.8 million deficit was better than the Q3 forecast as there had been some additional third-stream income and extra ESFA student support funding and operating costs had been tightly controlled during Q4.

Members asked about the annual leave adjustment being substantial due to the pandemic and sought clarification about whether this affected the financial position if staff were paid for leave or whether leave would be carried over. The Director of HR & SS confirmed that staff would not be paid for leave but it would be carried over, subject to agreement and certain conditions.

It was reported that Deloitte was working on the annual audit and had no concerns to date. It was noted that the annual reports would be submitted to the November Board meeting.

**Reports
November
Board
agenda**

84.2 Board key milestones & trigger points

Considered & agreed The Board received and considered the Board key milestones and trigger points report and it was noted that income and student numbers were better than forecast. It was noted that the timing of asset disposals had been delayed to the end financial year (apart from the sale to [REDACTED] which should complete in October/November 2021), although this did not affect the cashflow position in the short term. It was reported that the sale to the [REDACTED] had been delayed due to ongoing work on legal issues including the solar lease arrangement. The Board congratulated the team for the positive performance against budget.

Members asked about the need to review the budget. It was noted that the Board had adopted the budget subject to review at Q1, but the Finance & General Purposes Committee had then agreed that performance was more positive meaning it was not necessary to review the budget this early. The Board agreed to formally approve the budget that was adopted at the July meeting.

84.3 FE & HE student recruitment report

Noted It was reported that FE and HE student recruitment was ahead. As of 14 October, there were 313 u/g students, & 4 additional international students and 255 FE students, which is ahead of budget and up on last year.

84.4 Finance & General Purposes Committee

Noted The Board noted the minutes of the Finance & General Purposes Committee meeting held on 16 September 2021.

84.5 New Business Tracker

Considered & agreed The Board received the new business tracker, covering new opportunities which were being progressed including with the [REDACTED] and some that were at the initial stages. The Vice-Chancellor asked if the Board for feedback on the report and the Board welcomed this new report as a valuable summary of opportunities for growth. It was agreed that it was important to keep governors informed in order that they could maintain oversight of developments. The Board asked the LG to qualify opportunities complete all columns even if it was only with an estimated value. It was agreed to keep the tracker updated and to share it regularly with Board (possibly monthly together with the cashflow report).

Noted The Chair provide an update concerning a potential new partnership with Barking Council and Pinebridge for a development funded by the government's levelling up agenda. It was agreed to circulate further details by email following the meeting.

GB/21/85 **ASSET DISPOSALS AND ESTATES DEVELOPMENT**

85.1 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 Land Trust sale had been delayed with complex legal although the Vice-Chancellor stressed the urgency of the sale. It was noted that there had been issues with the solar panel leases, although WUC believed that the solar panels only fuelled the building it was on while Green Nation was not sure that was the case. It was agreed to draw up a plan of the buildings with solar panels and proposed new locations.

There was discussion concerning the commercial use of the Lordship campus, and it was reported that this may not be particularly profitable but should mean opportunities with sympathetic partners hoping to locate to the Lordship campus. It was reported that the Genus site asset sale was delayed until July 2022. It was reported that the Vice-Chancellor had met with tenants, and it was thought that they would make an offer when the site was put on the market.

Considered & agreed	Governors received the minutes of the Estates Development Group meetings held on 18 August and 5 October. Members were concerned whether the LG would be able to cope with the additional work this large project entailed. The Vice-Chancellor reported that it was hoped to recruit an additional governor with estates experience to help support the LG and the Board.	
Considered	<p>85.2 Legal Agreement with Endurance Estates</p> <p>The Board noted that this item had been removed from the agenda and that it was hoped to hold a further meeting with the Estates Development Group and the Finance & General Purposes Committee prior to the agreement coming to the Board at the November meeting. It was reported that the Board had asked Mr David Rayner (Birkett Long) for a briefing sheet to highlight key points in the document prior to the Board considering it for approval.</p> <p>The Chair thanked those governors involved in the Estates Development group for their additional support.</p>	November meeting agenda. EGO to circulate David Rayner's briefing once available
Considered & agreed	<p>85.3 Tax advice from KPMG</p> <p>The Board received and considered the tax advice form KPMG. The Board agreed to resolve to exercise an option to tax for the areas of land earmarked for disposal in the WUC and EELP Promotion and Hybrid Option Agreement but to note that the options will not be registered with HMRC until such time as the identity of the potential purchasers has been confirmed and draft sale terms have been agreed (i.e., a date close to exchange of contracts).</p>	
Considered	<p>85.4 Educational Development Committee</p> <p>The Board received and considered the minutes of the Education Development Committee meeting held on 2 September 2021 and noted a meeting was held on 11 October.</p>	
GB/21/86	CONFIDENTIAL: CHANCELLOR'S APPOINTMENT	
Considered & agreed	<p>The Board received and considered the recommendations of the Chancellor's Appointment Committee. It was reported that the Committee had met twice to consider the nominations received and to score each nomination using a scoring matrix. The Committee had produced a shortlist of six candidates ranked in order of score and preference.</p> <p>The Board agreed the shortlist and agreed that the Vice-Chancellor could approach the first-choice candidate to offer them the role of Chancellor, to take effect in September 2022 once the current Chancellor's extended term of office expired.</p>	VC to approach first choice candidate
Agreed	The Board agreed to formally thank the current Chancellor, Baroness Anne Jenkin, for agreeing to cover the role for an additional year.	Thank Chancellor
GB/21/87	STUDENT MATTERS	
Considered	<p>87.1 Students' Union update</p> <p>The SU President provided an update. It was reported that it had been a busy first month with a positive fresher's week which had covered the costs through ticket sales. It was reported that there had been well planned events, and all went well. There had been one complaint from a local resident about the noise, but this had been responded to.</p> <p>It was reported that work was underway to plan the SU strategy for the next five years looking at short- and long-term goals for the SU. It was hoped to shape the SU to be not only focus on social activities but also provide student support and wellbeing, working with NHS Trust and Student Success Team. It was reported that</p>	Estate Strategy to include SU requests

the SU had discussed some estates issues with the CFO including an issue with thefts of student bikes and the need to improve the security of the bike sheds. The SU also hoped to further update the SU bar and SU office space and had asked that the LG consider this as part of wider estate strategy and planning.

The Board thanked the President and the wider team for being proactive and for their hard work, and the Board offered to support SU further in future.

87.2 Students' Union Accounts 2020-21.

Noted The Board noted that Students' Union Accounts for 2021-21. The accounts will be considered in detail by the Finance & General Purposes Committee meeting scheduled for 16 November 2021.

**F&GP
agenda 16
November
21**

GB/21/88 ACADEMIC PERFORMANCE

88.1 Minutes of Academic Board

Noted The Board received the minutes of the Academic Board meeting held on 22 September 2021.

88.2 Annual report on student complaints and appeals

Considered The Board received this report which had been considered by the Academic Board. The Vice-Chancellor asked for feedback concerning the usefulness of this report. The Board agreed that it would be helpful to have more information for comparison with previous years, although it was noted that the overall number of complaints had dropped.

**Report 2022
to include
comparison
other years**

88.3 Research ethics and animal welfare committee annual report

Noted The board received the Research ethics and animal welfare committee annual report 2020-21 and the Concordat on research integrity.

Mr S Spencer left the meeting at 7.30pm.

GB/21/89 HUMAN RESOURCES, HEALTH, SAFETY AND WELFARE

89.1 Proposed statement on the International Holocaust Remembrance Alliance working definition of anti-Semitism.

Considered & agreed It was reported that the Secretary of State for Education had been in correspondence with universities to encourage them to adopt the definition. There had subsequently been debate in the sector and not all institutions had agreed to adopt the definition. The OfS had written to HEIs that had not declared their decision, and the UCLG felt there could be a reputational risk if WUC did not sign up. The Academic Board had considered the issue and had voted in favour of adopting this definition with a caveat to cover academic freedom issues. The Board agreed to approve the definition and to publish it on the WUC website. The Vice-Chancellor reported that he had already updated the OfS to confirm that the Academic Board had approved it, but the Board was due to ratify the decision on 14 October 2021. It was agreed to update the OfS and to publish the decision on the website.

**VC inform
OfS and
publish on
website**

89.2 Personnel & Remuneration Committee

The Board received the minutes of the Personnel & Remuneration Committee meeting held on 24 June 2021.

89.3 Health & Safety Committee

The board noted that the committee had met on 12 October and the minutes would be submitted to the next meeting.

90.1 Strategic Risk Register

Considered The Board received and considered the strategic risk register, and it was agreed that the LG would provide a cover paper in future to highlight any changes. It was noted that this paper was discussed at UCLG & UCLF and all governor committees and Board meetings. It was reported that the impact of COVID risk had been reduced as WUC had not seen evidence of transmission at this stage and government policy had not yet changed. It was reported that WUC had undertaken a survey and that 90 % of students who responded confirmed that they were vaccinated (although only 50% of students had responded to the survey). It was reported that the SU wanted to encourage a higher vaccination rate and that the LG was working with the SU on a further survey to ask if more students would be vaccinated if there was a vaccination centre on site.

CFO cover
sheet risk
register

90.2 Risk Management Annual report

Considered & agreed The board received the risk management annual report and risk policy which had been recommended for approval by the Audit Committee. The committee had assurance from the RSM audit of this area, and the risk policy was unchanged from previous years. The Board agreed to approve the annual report and risk policy.

90.3 RSM Internal Audit Plan

Considered & agreed The board received the internal audit plan from RSM for 2021-22 which was considered by the Audit Committee meeting held on 5 august. It was reported that the plan focussed on strategic risks including financial sustainability, student growth and student experience. It also follows up on audits held in previous years to check on progress against recommendations. The Board asked how RSM was performing, and it was reported there was more value added and it had been a positive first year. The Board agreed the internal audit plan for 2021-22.

90.4 RSM Annual Report

Considered & agreed The Board received the Annual Report from RSM and noted that WUC had been awarded the second highest rating, and the highest rating was very rare in the sector. The Board agreed that it was a positive report and a good reflection of the hard work of the LG.

90.5 Audit, Risk and Compliance Committee meeting

Considered The Board received the minutes of the Audit, Risk and Compliance Committee meetings held on 5 August 2021 and 23 September 2021.

GB/21/91 **USE OF THE UNIVERSITY COLLEGE SEAL**

Noted The Board noted that the seal had been used during the period 18 June 2021 to date as listed on the agenda.

GB/21/92 **NOTIFICATION OF CHAIR'S ACTION**

Noted The Board noted the Chair's Action that had been taken during the period 15 July 2021 to date.

GB/21/93 **ANY OTHER URGENT BUSINESS**

Noted None received.

GB/21/94 **FORTHCOMING MEETINGS**

Noted It was noted that the next meeting was scheduled for Thursday 25 November 2021 at 5.30 pm, and that a governor development day was scheduled for 9 December 2021.