



Board of Governors

Minutes of the virtual meeting held on 27th April 2020

19/40 Attendance

40.1 Present

Mr J Bateman OBE	Independent Governor, Chair
Dr D Beech	Independent Governor
Mr J Bothamley CBE	Independent Governor
Mr S Devlin	Co opted Governor
Mr R Dudley	Staff Governor
Mrs D Gant	Independent Governor
Professor D Green CBE	Vice Chancellor & Chief Executive
Mrs A Hooper	Independent Governor
Mr D Iddon	Independent Governor
Mr H Lonsdale	Student Governor
Dr D McDougall	Staff Governor
Rev'd Dr A Pettersen	Independent Governor
Dr S Pittaway	Staff Governor
Miss M Price	Student Governor
Mr I Smith	Independent Governor
Mrs S Speck	Independent Governor

40.2 In Attendance

Mr R Bonham	Director of Finance & Resources
Mrs J Britton	Director of Communications & Participation
Mrs A Cope	Director of Human Resources
Professor S Greer	Deputy Vice Chancellor & Provost
Mr M Harris	Vice President, Students' Union
Ms H Johnstone	Head of Governance and Regulatory Affairs (Clerk to the Board)
Mrs J Newland	Assistant Clerk to the Board
Mr R Renton	Pro Vice Chancellor Students

40.3 Apologies

Mr C Arntzen	Independent Governor
Mr N Khan	Independent Governor
Mr M Scriven	Staff Governor

19/41 Declarations of Interests

41.1 There were no declarations of interest declared.

19/42 Minutes

- 42.1 The minutes of the meeting held on 24th February 2020 [BG19/39] were confirmed as an accurate record of the meeting.
- 42.2 Matters arising not covered elsewhere on the agenda
 - 42.2.1 Members received for information the response from the Vice Chancellor to the letter on anti-Semitism from the Secretary of State for Housing, Communities and Local Government (received at the Board of Governors meeting in November 2019).
 - 42.2.2 The Clerk to the Board submitted the Board's response to the CUC consultation on the draft HE Code of Governance.

19/43 Chair's Business

- 43.1 Chair's update
 - 43.1.1 The Chair recommended to the Board a webinar on the post-pandemic future of the HE sector and details are to be circulated.
 - 43.1.2 On the Board's behalf, the Chair wrote to the Vice Chancellor to ask him to thank staff and the Students' Union for their extraordinary work in the face of the pandemic.
 - 43.1.3 The CUC have appointed a new Chair who has offered his support to university Boards.
 - 43.1.4 The Chair noted this was the last Governors' meeting for Harry Lonsdale (President, Students' Union) and Mike Harris (Vice President, Students' Union) and he thanked them for all their work. He also congratulated Meg Price on her election as Students' Union President for next year.

19/44 University's Operation in response to Covid-19

- 44.1-4 Vice Chancellor's introductory report [BG19/41] , including the Provost's report [BG19/42], the Pro Vice Chancellor's Report on Student Welfare & University Campus [BG19/43] and the Report on Communications with Staff and Students [BG19/44]
 - 44.1.1 The Vice Chancellor opened a discussion on the University's response to the Covid-19 pandemic with reference to his Introductory Report, the Provost's Report, the Pro Vice Chancellor's Report on Student Welfare & University Campus and the Report on Communications with Staff and Students. It was noted the aim of this discussion was for the Executive leadership to be accountable to the Board of Governors. The Board Business Continuity Group has held meetings during the pandemic but has not usurped any powers of the Board.
 - 44.1.2 The Vice Chancellor noted the very sad news of the death of a University student, Julie Omar, who was a nurse and Sister at the Redditch Alexandra hospital. Members noted the range of support both staff and students were giving to the NHS and other organisations during the pandemic and in particular the bravery and professionalism of a University student nurse who gave CPR to a man who had collapsed whilst waiting for an ambulance.
 - 44.1.3 The University's leadership's response to the crisis has been informed by its responsibility to students, staff and the wider community and this can be seen in the reports referenced in 44.1.1. The decision was taken early on not to ask all students to leave the University and the leadership concentrated on students' education and welfare. VCEB initially met daily and now meets 3 times a week.
 - 44.1.4 Consideration is turning to what will happen when the lockdown is relaxed and it seems clear some form of social distancing will continue.

- 44.1.5 The Provost noted her report, that was presented to Academic Board, sets out the measures that the University has taken to ensure that the academic provision continues, academic guidance and support given to students and steps taken to support academic staff during this period, to enable them to continue to teach and support students effectively. Where appropriate, the report cross references actions taken to the OfS' Conditions of Registration B1-5. She thanked everyone involved in an enormous team effort.
- 44.1.6 In response to a query on whether the University was doing everything it could to help students in difficult circumstances, the Pro Vice Chancellor Students gave an update on measures taken to ensure students are not disadvantaged. In addition, the All Student Meeting held online last week and attended by 177 students, gave an opportunity to get feedback from students on what the University is doing.
- 44.1.7 *[NOT FOR PUBLICATION]*
- 44.1.8 Members discussed online versus face to face teaching and whether online teaching and assessment might become more of a permanent feature. The Provost noted that in general the move to online teaching and assessment has gone very well so far. Some assessments were more difficult to move online than others, for example Arts subjects. A review will be carried out and more can be reported back to the next meeting. It is anticipated more online lectures will be timetabled next term as the situation on relaxing social distancing is unclear. The student members noted in particular the positive feedback from students with disabilities on the online teaching provision.
- 44.1.9 The Director of Communications updated members on how the Communications team had moved from an initial phase of communicating changes to a new phase of keeping people connected and communicating externally.
- 44.5 Report from Students Union [BG19/45]
- 44.5.1 The President of the Students' Union highlighted examples of the work of the Students' Union, including volunteering and fundraising, their close work with the Provost and Pro Vice Chancellor Students on academic issues and support for students' queries on privately rented accommodation. The annual All Student Meeting held online on 23rd April approved the new constitution of the Students' Union and it will be brought to next Board meeting for approval.
- 44.5.2 The Chair of the Board congratulated all the Students' Union officers again on their time in office, adding they have an important role to play in reassuring potential university applicants in the current situation.
- 44.5.3 The Board received the report.
- 44.6 Report of the Board Business Continuity Group [BG19/46]
- 44.6.1 Members noted that the purpose of the Board Business Continuity Group is to support and provide a forum for accountability for the Vice Chancellor and VCEB and that the Group is time limited. The Board approved the Committee's terms of reference and the initial operation of the Group until the end of May 2020 (approval had already been received from members by email). The Board received the report.
- 44.7 Report from the Finance & Development Committee [BG19/47]
- 44.7.1 The Committee Chair noted the Committee had considered reports on the financial impact of Covid-19 on the 2019/20 income and expenditure accounts, the financial impact of Covid-19 on 2020/21 before any mitigating actions are taken and a Capital Development update; all transmitted to the Board and available on the Governor Portal. The Himbleton Road Townhouse has been completed and handed over to the University. The Board received the report.
- 44.8 Report on Compliance with the OfS [BG19/48]

44.8.1 The Board noted arrangements put in place by the University relating to specific Conditions of Registration in light of the move to online teaching and specific guidance issued by the OfS during the pandemic, and that the report provided assurance of continued compliance with the OfS conditions of registration. The Board received the report.

19/45 Strategic response to the new environment and institutional position brought about by the Covid-19 pandemic *[NOT FOR PUBLICATION]*

19/46 Business items

46.1 Half -yearly review of the Risk Register including Covid-19 Risk Register [BG19/50]

46.1.1 The Head of Governance & Regulatory Affairs presented the review of the University's Risk Register, noting the review predates the pandemic and a further review will be carried out in September 2020. A separate Covid-19 Risk Register was included in the papers for the meeting [BG19/50] and an update will be brought to the Board of Governors' June 2020 meeting. The Chair of the Audit Committee added assurance that the Audit Committee scrutinised the review of the Risk Register and the Risk Management Policy and was happy with them.

46.1.2 Members noted VCEB considered that the Key Risk Areas and Risk Appetite Thresholds remained appropriate. As a result of the recent Internal Audit Report on Risk Management and the consequent discussion at Audit Committee, the approach to Risk Appetite will be reviewed and a further report made to the September meeting of the Board. It was agreed the Audit Committee and Board should have input into the review of Risk Appetite and the Head of Governance & Regulatory Affairs and Chair of Audit Committee are to consider an approach.

46.1.3 The Board approved the amendments to the University Risk Register, including the 3 new additional risks, noted the new Covid-19 Risk Register, noted VCEB's review of Risk Appetite and approved the amendments to the Risk Management Policy. The Board received the report.

46.2 Report from HR Committee[BG19/51]

46.2.1 The Board received the report for information.

46.3 Report from Audit Committee [BG19/52]

46.3.1 The Board received the report for information.

46.4 Report from Nominations Committee [BG19/53]

46.4.1 Members noted the proposed amendments to the Committee's Terms of Reference to broaden the remit of the Committee to include oversight of the governance arrangements for the Board, ensuring that they meet the Public Interest Governance principles and to add an additional clause so that when the University faces an extreme business continuity situation, the Committee members form a Board Business Continuity Group to support and provide a forum for accountability for the Vice Chancellor and VCEB. It was further proposed to change the committee membership to include all Chairs of the Board's committees and a student governor and to change the name of the Committee to "Nominations and Governance Committee".

46.4.2 *[NOT FOR PUBLICATION]*

46.4.3 The Committee considered draft bye-laws 5 (Appointment of Chair of the Board) and 10 (Suspension, Discipline and Dismissal of Senior Executive Posts appointed by the Board). Following feedback from members, draft bye-law 10 is going to be further reviewed and brought back to a future meeting for approval.

46.4.4 *[NOT FOR PUBLICATION]*

19/47 Any Other Business

47.1 The Chair suggested the Clerk to the Board conduct a review into how the first virtual Board meeting had gone.

19/48 Date of Next Meeting

29th June 2020.