

BOARD OF GOVERNORSMinutes of the meeting held on 25 March 2019

Present

Clive Edwards	Independent member	Chair of the Board
Lesley Munro		Clerk to the Board
Paul Aplin	Academic staff member	Elected/Co-opted
Joe Bradford	Student member	Students' Union President
Julian Bucknall	Independent member	
John Cater	Ex-officio	Vice-Chancellor
Graeme Collinge	Independent member	Chair: Resources Committee
Neil Dixon	Support staff member	Elected/Co-opted
Christine Donnelly	Independent member	
Clive Elliott	Independent member	
Joanne Flitcroft	Independent member	
Lisa Greenhalgh	Independent member	Chair: Audit Committee
Luke Myer	Student member	Elected
Louise Robinson	Independent member	
Mike Rush	Independent member	
George Talbot	Academic staff member	Academic Board nominee
Margaret Williams	Independent member	

In attendance

Mark Allanson	PVC (External Relations)
Steve Igoe	Deputy Vice-Chancellor
Liam Owens	Director of Student Recruitment and Administration
Helen Smallbone	Academic Registrar and Clerk Designate

Apologies

Lynda Brady	PVC (Student Experience) & University Secretary
Fin McNicol	Independent member
Tony Rankin	Independent member (approved leave of absence)

The Board approved the appointment of Neil Dixon as Support Staff Governor following an election process and the Chair welcomed him to his first full meeting.

BG.18.058 Developing Outcomes from the Student Journey Project

Received: Document BG/041/18

The Director of Student Recruitment and Administration outlined the purpose of the Student Journey Project in streamlining administrative processes and ensuring high quality, consistent, reliable and fit for purpose services to support students from the point of enquiry through to graduation. He noted that the drive for the review had not been generated from a crisis situation (as in some other institutions) but from staff around the University who could see that significant improvements could be made by working across departments to deliver a holistic service. Rather than a consultant-led process, the review was being led and managed by staff within the University making best use of their knowledge and understanding of University systems and procedures. Initial reviews of 25 areas had identified over 180 recommendations and these were being systematically considered and prioritised for implementation. Whilst some provided opportunities for 'quick wins', others were more complex and would take time, and resource, to deliver.

As examples of the output from the various recommendations, the Director of Student Recruitment and Administration highlighted:

- Agreement that the University should pay for applicant Disclosure and Barring Service (DBS) checks. This encouraged applicants to complete the process early in the cycle resulting in students gaining full access to student loans at the point of enrolment and releasing Student Loans Company (SLC) income to the University;
- The creation of Plain English guides to improve communication with students and a central review of all materials sent to students to ensure standardised terminology and consistency of message;
- Implementation of centrally managed student feedback surveys to avoid overload;
- Development of the timetabling system to provide personalised timetables for students (pilot phase complete);
- Development of functionality within the student records system to provide for an on-line application service;
- Development of functionality within the student records system to incorporate notes on student progress which could be accessed by tutors to provide early warnings of issues/assist with advice and guidance.

It was noted that additional resource had been agreed by the University to support the development of the student communications function and the student record system.

In discussion, members raised a number of questions:

- *The role of the Regulator* – It was noted that the project was being undertaken because it was the right thing to do. It was not a response to pressure from the Regulator;
- *The impact of GDPR* – Access to the student record system was carefully managed with regard to GDPR. Tutor access to appropriate, limited personal data was via tailored screens.
- *Ensuring the engagement of students with advice and guidance* – A personal tutor system was operational with scheduled student meetings;
- *The extent of on-line services* – With respect to student records, all transactions were facilitated electronically. Efforts were also being made to ensure that data capture was on a once only basis. It was noted that the careers system was separate from the student record system but that data transfer was facilitated. The careers system incorporated on-line CV provision and students were encouraged to log career enhancement opportunities undertaken at University;
- *Whether the University considered employability along similar lines to the Student Journey project* – The Pro Vice-Chancellor (External Relations) indicated that a new strategy for employability was in development. This incorporated a three year plan of engagement covering the student lifecycle. The Vice-Chancellor also drew attention to the Student Opportunity Fund which ensured that lack of money did not prevent students from taking up opportunities to enhance employability.

Concluding discussion, members thanked the Director of Student Recruitment and Administration for his insightful presentation.

BG.18.059 Declarations of Interest

There were no Declarations of Interest.

BG.18.060 Chair's Announcements

.01 University Awards

The Chair congratulated the University on being shortlisted in six categories for the WhatUni? Student Choice Awards 2019 including University of the Year.

.02 CUC

The Chair reported his recent attendance at the Committee of University Chairs' (CUC) Northern meeting where discussion had focused on the anticipated outcome from the Augar Review, especially in terms of the potential impact of lower fees. There had also been significant concerns over the increases in employers' pension contribution rates and the proposed arrangements for USS. A number of institutions were reporting growth in non-regulated areas in order to boost income.

It was noted the Chair would be attending the CUC Plenary meeting in London next week.

BG.18.061 Chair's Action

There was no Chair's Action to report.

BG.18.062 Minutes of the previous meeting

Received: Document BG/042/18

The minutes of the meeting held on 26 November 2018 were agreed and signed by the Chair as a correct record.

BG.18.063 Action Log

Received: Document BG/043/18

The Clerk introduced the log which identified action taken on decisions made by the Board at the last meeting. It was noted that Chair's Action in relation to the Access and Participation Plan monitoring had not been necessary but that the Chair of Audit had taken Chair's action, as agreed, in relation to the submission of the University's TRAC returns.

The Action Log was received.

BG.18.064 Matters arising not included elsewhere on the agenda

There were no matters arising.

COMMITTEE MINUTES/REPORTS

BG.18.065 Governance & Nominations Committee (11 February 2019)

Received: Document BG/044/18

The Chair introduced the minutes drawing particular attention to discussions around Board structure and standards arising from issues raised in the Chair's annual review meetings and a paper submitted by Clive Elliott. In response to these issues it had been agreed to establish a Working Party to consider the position in more detail and make recommendations to the Board. It was noted that the Working Party would be serviced by the Clerk designate and that she would be issuing a short survey to members prior to drafting appropriate Terms of Reference for approval via e-mail. An update on the work of the group would be provided at the May meeting.

Without prejudice to the deliberations of the Working Group, the committee had also considered the current vacancy on the Board and had recognised an urgent need for an additional qualified accountant whilst also wishing to further increase Board diversity. On this basis, the committee had recommended the instigation of a **new recruitment round** using a direct approach to professional accounting bodies in the first instance. This **was approved by the Board**.

Action: Clerk

The Clerk drew attention to a required **minor amendment to Standing Orders** to reflect the agreement to adopt a revised order for agenda items and this **was approved by the Board**.

Action: Clerk

The following points from the meeting were also noted:

- Various governor appointments to committees/groups:
 - Louise Robinson as link governor to Academic Board and member of Remunerations Committee

- Christine Donnelly as a member of the WLBC Forum and link governor with the Careers Service
 - Clive Elliott as a member of the Governance & Nominations Committee
 - Fin McNicol as a member of the Dismissal Panel for designated senior postholders
- Agreement to hold further internal governor development sessions subject to the identification of topics relevant to the whole membership.

The minutes from Governance & Nominations Committee were received.

BG.18.066 Resources Committee (11 February 2019)

Received: Document BG/045/18

The Chair of Resources Committee introduced the minutes noting the substantial discussion around capital bids which would be referred to in detail during the later consideration of these proposals. He also drew attention to the following items:

.01 Facilities Management Report

This was an annual report to the committee which had been presented in a new format making excellent use of graphical tools to highlight the statistical data. In particular, the report had emphasised the need for a shift in resourcing towards long-term maintenance of the estate. This point was reflected in the approved £843k overspend on the current maintenance budget.

In discussion, a member queried whether more conferencing business could be usefully generated. It was noted that the University did host a number of academic conferences during the year but that the use of 40 week student contracts impacted residential conferencing opportunities over Christmas and Easter. There was also some use of facilities over the summer period with school activities and language courses. Nevertheless, the Vice-Chancellor indicated that there was a focus to increase summer activities for the future.

.02 Students' Union Budget 2018/19

A revised budget had been received following concerns expressed at the previous meeting in relation to deficits reported in the financial statements for the last two years. The revised budget had been well presented with appropriate measures in place to address issues of sustainability.

.03 Management Accounts

The December management accounts had been received and discussed in detail noting a significant underspend on staffing (largely due to gap savings) offset by the approved overspend on maintenance.

The minutes from Resources Committee were received.

BG.18.067 Audit Committee (4 March 2019)

Received: Document BG/046/18

The Chair of Audit Committee introduced the minutes drawing attention to the following items:

- A good set of internal audit reports. It was noted that these were the first reports from RSM as internal auditors and were felt to be of a high standard;
- Progress in relation to the appointment of external auditors;
- Receipt of a useful and comprehensive mid-year Value For Money report

The Audit Committee minutes were received.

BG.18.068 Remunerations Committee (4 March 2019)

Received: Document BG/047/18

The Chair of Remunerations Committee introduced the report noting:

- Good progress on the development of an External Activities policy for senior staff;
- Agreement to wind up the salary sacrifice car scheme which had been in operation for designated senior postholders;
- Deferral of a request from UCU for committee membership pending the outcome of an internal audit of the committee's operation which

was scheduled in June. The student governor (LM) asked that consideration be given to **student membership** at the same time.

Action: Clerk

Pension Provision

The committee had discussed the position in relation to staff who had determined to leave their pension scheme early because of changes to the taxation system in relation to pension savings – an issue that was likely to affect increasing numbers of staff on higher salaries and/or with long service. A series of recommendations were proposed by the committee under which the University would recognise pension contributions as deferred remuneration in specified circumstances.

In discussion, it was noted that the University had no responsibility for, and does not offer, pension advice (although awareness raising sessions are supported). Pension matters are a personal responsibility and decisions relating to pensions can only be taken by individuals themselves. In response to a member's query, it was noted that the recommendations would allow the University to respond to specific requests from staff and were a reactive rather than proactive measure.

Following consideration of the recommendations on pension provision, and on the clear understanding that neither the Board nor the University played any role in the provision of pensions advice, **the Board RESOLVED:**

- .01 That the University should make provision to recognise pension contributions as deferred remuneration for those who have obtained Fixed Protection from HMRC;**
- .02 Where a written request from an individual member of staff is received which incorporates confirmation from the pension provider and production of a Fixed Protection certificate, the University will pay the equivalent employer pension contributions as taxable salary through the PAYE system;**
- .03 The amount of any such contributions in percentage terms will be capped as at the date of leaving the pension scheme.**

Action: Director of Human Resources

The report from Remunerations Committee was received.

SECTION A ITEMS

BG.18.069 Vice-Chancellor's Report

Received: Document BG/048/18

The Vice-Chancellor introduced his report noting the following points:

.01 Applications

Whilst the University had seen a 6% drop in applications, conversion rates had improved suggesting the final intake for 2019 could show an increase on the previous year although there was still some way to go. This would seem to endorse the strategic approach taken by the University in maintaining quality, bearing down on retention and eschewing the morally questionable practice of making unconditional offers to those who were yet to take examinations.

.02 Retention

Retaining students remained a key priority in terms of maintaining all-years numbers and enhancing the potential to maintain TEF Gold status. Initial indications for this year were positive although reporting with precision on this area was challenging.

.03 National Recognition

Improvements in retention (2016/17), NSS scores, highly skilled employment outcomes and spend per student should reflect well in national league tables and, whilst the measures themselves might be flawed, such rankings were important in securing reputation. It was particularly pleasing to have been shortlisted in six of the twelve available categories in the WhatUni? awards (including University of the Year) since these were based on student reviews.

.04 Government policy

Whilst the University was well placed to make further progress in those areas within its control, the anticipated outcomes from the Augar Review were likely to have a significant, and much less controllable, impact. In particular, the expected reduction in the standard tuition fee level to £7,500, with government top-ups probably restricted to high cost provision, could reduce income by up to £25 million. Other proposals could see the introduction of minimum entry standards with a shift in resourcing towards

Further Education. Uncertainty with respect to government policy was set to continue with publication of the report now deferred to May or June with the implementation of any proposals affecting intakes from 2021 onwards.

Concluding his report, the Vice-Chancellor emphasised the planning challenge presented by the current environment although work was underway on the development of the new Strategic Plan following debate at the January meeting.

In discussion, members raised a number of questions/comments:

- *Grade Inflation* – It was noted that Government/OfS had raised concerns about the increasing number of students graduating with first-class honours and had indicated that institutional penalties could be applied where there was a lack of evidence to support the level of awards made. Considerable work had been undertaken at the University to demonstrate that increases were based on grade improvement;
- *University preparedness for the demographic upturn* – The Vice-Chancellor indicated that the University had taken higher numbers in the past and the continued investment in facilities meant the University was well-placed to manage an upturn. He noted however that it would not be the University's intention to lower the quality of the intake in order to achieve higher numbers. The Pro Vice-Chancellor (External Relations) reported that consultants were assisting with portfolio development and this would help to refine the current offer and identify relevant new areas for inclusion;
- *The extent of work on 'what if' scenarios* – Whilst noting the assumptions used to develop the five-year forecasts, the Vice-Chancellor indicated that additional detailed work would be more appropriate once government had indicated its intentions in relation to the Augar Review. As already acknowledged, this would provide the most challenging scenario. The Deputy Vice-Chancellor reported that some further work would be undertaken to develop the sensitivity analysis for the budget which would be considered at the July meeting.

The Vice-Chancellor's report was received.

BG.18.070 Strategic Planning

Received: Document BG/049/18

.01 Strategy Development Session

The Clerk introduced the paper which summarised the output from the strategic development session. In relation to questions raised through the discussions, **it was agreed:**

- **The Board should receive an annual report on student support services;**
- **VfM for students would be reported through the annual financial statements;**
- **A paper on the University's strategy for the development of brand recognition would be prepared for the May meeting.**

Action: Clerk/Executive

.02 Strategic Plan 2021-2025

The Vice-Chancellor introduced a first draft plan which built on the January discussions. He noted that this had already been considered at a meeting with senior managers and would be subject to a full consultation with all staff and at Academic Board. It was expected that a revised version should be available for consideration by the Board in July and finalised by September/October 2019.

In discussion, members made the following points:

- The inclusion of **targets** was welcomed although it was recognised that these should be regularly reviewed throughout the lifetime of the plan to reflect changing circumstances;
- Some reference to the future **size and scale** of the University would be helpful given the commitment to maintaining an institution with a 'family feel'. The Vice-Chancellor indicated that University growth would be dependent on demand and quality but overall size was likely to be in the region of 10-12 thousand full-time students;
- Some reference to University **structures** would be useful;

- The plan would be the major vehicle for establishing **Board KPIs**. These needed to be carefully thought through to ensure a clear focus and that the Board was not overloaded;
- The plan would be of interest to a **variety of audiences** and would need to be written to reflect this. The Vice-Chancellor indicated that the plan could be presented on different levels to accommodate this.

Action: Vice-Chancellor

BG.18.071 Student's Union Report

Received: Document BG/050/18

The President of the Students' Union presented his report which summarised work on the wide range of activities offered through the Union. He drew particular attention to the following areas:

- The success of the 'Give it a Go' initiative which encouraged students to try out something different. Trips had been particularly popular;
- The success of the Winter Ball with over 600 students attending;
- Support for LGBT+ activities during Pride week;
- Promotion of a wide variety of events supporting student mental health including a survey which would be reported to the May Board meeting. In response to a member's question on this area, it was noted that these activities/events were sustainable and were generally run in collaboration with the University;

Concluding his report, the President noted the outcome of recent elections with Kate Williams elected as President and Will Adams as the new student governor. A report on the election process would be made to the May Board meeting.

The Students' Union report was received.

BG.18.072 Capital Projects Bids

Received: Document BG/051/18

The Chair of Resources Committee introduced the bids referring members to the detailed assessment reported in the minutes from the

last Resources Committee meeting. He noted that the papers for the Board had been amended to take account of the issues raised with an updated, and more realistic, financial analysis and clarification of the VAT position. In particular he highlighted the need to view both of the bids as strategic rather than cash generative investments. Both bids would be funded from cash.

.01 Medical School

This proposal was for an allocation of £7.6 million to develop and fit-out the LINC building to provide a skills and simulation facility to service the Medical School and the Faculty of Health and Social Care more generally. Given the Board's support for the establishment of the Medical School, the Chair of Resources indicated there was a clear case for strategic investment to provide the necessary facilities and this was now reflected in the documentation. Resources Committee had recommended approval of the bid on this basis.

In response to a member's question as to the significant rise in costs for this proposal compared with initial estimates, it was noted that early costings had been indicative but that cost recovery was still anticipated over a reasonable period given anticipated student fee income. It was further noted that the refurbishment would provide capacity for future expansion of activity.

Following discussion, **the Board RESOLVED to approve an allocation of £7.6 million for the development and fit-out of the LINC building as a strategic investment to accommodate and service the Medical School.**

Action: Deputy Vice-Chancellor

.02 Reconfiguration of the East Wing Halls in the Main Building

This proposal was for an allocation of £3 million to reconfigure and refurbish residential accommodation on the east wing of the main building. The Chair of Resources drew attention to the need for long-term maintenance on this part of the building in any event which provided an opportunity to upgrade to en-suite facilities in line with new build residences. Given the extended timescale for cost recovery, which was now fully reflected in the documentation,

the proposal represented a strategic investment in the provision of high quality accommodation facilities. This was in line with the strategic aims of the University for provision in this area and had been supported by Resources Committee on this basis.

In response to a member's concern that this proposal would remove a low cost accommodation option for students, it was noted that there were over 350 bed spaces remaining without en-suite facilities and the University would still have a range of price options available. It was also noted that the proposed refurbishment would also include full self-catering facilities, removing the need for a catered package which was very unpopular with students.

Some concerns were raised as to whether accommodation within the main building represented a good option for students but it was noted that the constraints of the building did not lend itself easily to other uses.

Following discussion, **the Board RESOLVED to approve an allocation of £3 million for the reconfiguration of the East Wing Halls in the main building as a strategic investment in accommodation facilities.**

Action: Deputy Vice-Chancellor

It was further agreed that consideration of a likely similar proposal for the West Wing should be subject to a full evaluation of the East Wing project.

To note: Deputy Vice-Chancellor

BG.18.073 International Strategy Update

Received: Document BG/052/18

The Pro Vice-Chancellor (External Relations) introduced the paper which set out the basis for the development of a new International Strategy which would be progressed within the context of the emerging University Strategic Plan. He outlined the historical context for the University's international activity and drew attention to the recent focus on ERASMUS, Summer Schools, Study Abroad and articulation partnerships noting the successful British Council Accreditation of the

Language Centre and obtaining registration for Free Application for Federal Student Aid (FAFSA) in the USA.

Drivers for the new strategy would be the student experience, research and reputation with the following objectives:

- *Student Mobility* - Increasing inbound and outbound study abroad opportunities and English language summer school provision;
- *Full programme study* – Development of a new International Foundation Programme to attract high calibre international students with low risk immigration status, new Masters programmes building on the FAFSA registration, targeted activity for open recruitment in selected markets and more active recruitment of UK based international students;
- *Specialist Partnerships* – The development of mutually excellent specialist collaborations such as Wrightington;
- *Articulation partnerships* – Working with respected international partners to provide University awards for students studying abroad but usually completing their final year at Edge Hill. These awards would be under the academic control of the University;
- *International Research* – Increasing capacity and output through selective and world-leading research partnerships;
- *The Confucius Institute* – Reassessment of the benefits of the Institute as part of the International Strategy.

Noting that international activity was a potentially high risk area in relation to regulation and academic integrity, the Pro Vice-Chancellor (External Relations) emphasised the importance of ensuring that development was cautious and reputation-enhancing.

Responding to questions raised by members, it was noted that:

- Many universities offered English Language School provision but achieving British Council accreditation was an important milestone offering British Council promotion and opening up opportunities for low-risk recruitment through high quality agents;
- In terms of demand, there were new areas with a growing middle class such as Vietnam and Saudi Arabia in addition to the more traditional markets such as China;
- Current student involvement in outbound study abroad activity was small but growing. A member suggested that these opportunities could be promoted to advantage at Open Days;

- The impact of BREXIT on programmes such as ERASMUS could be mitigated through bi-lateral arrangements.

In other points made, it was noted that building Embassy relationships could be helpful and the strategy could also cover on-line opportunities.

The International Strategy Update was received.

BG.18.074 Access and Participation Plan 2021/22

Received: Document BG/053/18

The Vice-Chancellor introduced the paper which outlined changes introduced by the OfS following a review of the underpinning rationale for, and purpose of, the plan. In particular, the requirement to indicate fee levels within the plan had been removed with the plan itself moving to a five year rather than an annual submission basis. It was noted that the plan required institutions to set stretching targets for improving the performance of groups who were underrepresented in higher education with a particular emphasis on retention, attainment and career progression as well as a continued level of work and targets around access to higher education. Data on underrepresented groups had already been provided by OfS to assist in developing the plan with the impact of targeted activity to be assessed annually through an extensive annual monitoring exercise. The deadline for submissions was 24 May and the plan would come to the Board for approval at the May meeting.

It was noted that fee levels for 2020 had already been set and that monitoring returns would be scrutinised through Audit Committee.

The briefing on the development of the Access and Participation Plan 2020/21 – 2024/25 was received.

BG.18.075 Key Performance Indicators (annual update)

Received: Document BG/054/18

The Deputy Vice-Chancellor introduced the report which provided an annual summary of all agreed indicators. Overall the University had maintained or improved its position in most areas with the major risk noted as student intake numbers. In contrast to the University's strong financial performance, he drew attention to a recent analysis of the

sector published by WonkHE which showed the vulnerability of a number of institutions.

It was noted that the positive indicator for the number of students gaining good honours degrees could come under scrutiny and it would be helpful to see first class honours split out.

It was suggested that further consideration be given to the ordering of the report. This could be incorporated in the review of KPIs following adoption of the new Strategic Plan.

The Key Performance Indicator report was received.

BG.18.076 Proposed amendment to the Students' Union Constitution

Received: Document BG/055/18

The student governor (LM) introduced the paper which proposed a change of title for the role of President to President (Union Development) following research amongst the student body which indicated a lack of clarity around the purpose of the role. In discussion, it was noted that this change would be in conjunction with current Vice-President roles also being updated to President with specific remits.

In considering the changes to the Students' Union sabbatical structure and titles, members acknowledged that this was a matter for the Union to determine. Governor interest lay in ensuring the changes had been confirmed through the Union's democratic processes and the student governor (LM) gave this assurance whilst acknowledging that member participation had been low. On that basis, **the Board was content for appropriate changes to be made to the Students' Union constitution and associated documents**. Nevertheless, given the nature of the structural change to four sabbatical Presidents, the Board sought assurance through a written statement that the sabbatical officer (President: Union Development) who would be the student governor from the Students' Union, would have the authority to speak for the Union on all matters thus providing the Board with a single authoritative voice representing the student body as a whole.

Action: SU/Clerk

SECTION B

**BG.18.077 BDO IER Report to OfS
*RESERVED ITEM***

Received: Document BG/056/18

The Vice-Chancellor introduced this item noting that the report was positive overall and indicated that the University was meeting the Public Interest Governance principles. The report also confirmed that recommendations from the previous HEFCE Assurance and Supplementary reports had been actioned. The Vice-Chancellor drew attention to the new Action Plan attached to the report which had been drawn up to address the small number of minor recommendations made. A copy of this had been submitted to OfS. As at the current time, OfS had not issued a final report.

The BDO IER report and associated Action Plan was received.

BG.18.078 Academic Board minutes (23 November 2018)

Received: Document BG/057/18

The Academic Board minutes were received.

BG.18.079 Any other business

There was no other business.

SECTION C: ITEMS FOR INFORMATION

BG.18.080 Capital Projects Update

Received: Document BG/058/18

The Capital Projects Update was received.

BG.18.081 January 2019 Management Accounts

Received: Document BG/059/18

The Management Accounts were received.

BG.18.082 OfS Action Plan Update

Received: Document BG/060/18

The OfS Action Plan Update was received.

BG.18.083 Date and time of next meeting

The next meeting is scheduled for 13 May 2019.