

BOARD OF GOVERNORS

Minutes of the meeting held on 20 November 2023

Present

Clive Elliott	Independent member	Chair of the Board
Helen Smallbone		Clerk to the Board
John Cater	Ex-officio	Vice-Chancellor
Graeme Collinge	Independent member	
Leon Culbertson	Academic Board nominee	
Christine Donnelly	Independent member	
Amanda Fulford	Teaching staff member	
Ann Kennedy	Support staff member	
Lauren King	Student member	
Maggie Lam	Student member	
Antony Lockley	Independent member	
Maxine Melling	Independent member	
Louise Robinson	Independent member	Vice-Chair of the Board
Mike Tate	Independent member	Chair, Audit Committee
Mark Wilkinson	Independent member	

In attendance

Lynda Brady	Pro Vice-Chancellor (Student Experience) and University Secretary
Steve Igoe	Deputy Vice-Chancellor
Paul Malone	Chief Executive, Edge Hill Students' Union
Liam Owens	Acting Pro Vice-Chancellor: Marketing, Student Recruitment and Student Administration

Apologies

Rhona Morris	Governance, Projects & Policy Manager
Jo Nettleton	Independent member
Mike Rush	Independent member

BG.23.045 Declarations of Interest

- i. Christine Donnelly advised that she had completed her fixed term work for the National Trust.
- ii. Mike Tate reported that his wife had been promoted from Chair of the Audit Committee to become the Chair of Governors at St. John Rigby College, Wigan.

Following this, all members confirmed the accuracy of the information recorded in the Register of Declared Interests.

BG.23.046 Chair's Announcements

.01 Board Culture Framework

Members were reminded of the importance of applying the behaviour principles, which are not limited to meetings and apply to all aspects of a governors role, including written correspondence.

.02 Board Membership

Having completed two terms in office, Mike Rush had reluctantly notified the Chair that he would not stand for a final term due to his significant commitments outside of the University. The Chair thanked Mike for his contribution to the Board over the past six years and extended the Board's good wishes for the future. He noted that all parties hoped Mike would be able to maintain a relationship with the University, potentially in an ambassadorial role in future.

.03 University Successes

The Chair commended the University for the outstanding achievement of being recognised as the 'Best Moving in Experience' in the Global Student Living Awards. He also highlighted the University's position as 28 of 101 institutions in the Student Social Mobility Awards, noting this was important recognition of our work to support students achieve excellent graduate outcomes.

.04 Advocating for the University

Work is underway to develop a Brand and Marketing Strategy, and therein an advocacy model to support all Edge Hill stakeholders effectively promote the University. This will be presented to the Board

in the spring term. In the interim, the Acting Pro-Vice Chancellor (Student Recruitment, Marketing and Student Administration) has prepared an *Advocating for the University Guide* which sets out key information for governors to share. Members were encouraged to take copies and to advocate for the University via their networks.

.05 Committee of University Chairs (CUC) Plenary

The Vice-Chair had attended the recent CUC Plenary on behalf of the Chair. Topics discussed included:

- Funding models
- Lifelong Learning Entitlement
- Apprenticeships
- Future challenges and opportunities for the sector
- Integration between different levels of qualification
- Female harassment.

The Vice-Chair was scheduled to meet with the Chair in December to de-brief him and agree any next steps. A fuller update will follow in due course.

BG.23.047 Chair's Action

There was no Chair's Action to report.

BG.23.048 Minutes of the previous meeting

Received: Document BG/032/23

The minutes of the meeting held on 16 October 2023 were agreed as an accurate record.

BG.23.049 Action Log

Received: Document BG/033/23

Members noted that all items had either been actioned or were in progress.

The Action Log was received.

BG.23.050 Matters arising not included elsewhere on the agenda

None.

SECTION A ITEMS

BG.23.051 Vice-Chancellor's Report

Received: Document BG/034/23

Reported: Vice-Chancellor introduced the report, noting that the University had met its anticipated year-end outturn, but with mixed performance underpinning this in terms of income streams.

Discussed: In response to questions, the following information was noted:

- *[Exempt from publication – confidential]*

- *[Exempt from publication – confidential]*

- The downturn in student applications can largely be attributed to courses in health and education. While health courses are generally less popular across the sector at the moment, the University is underperforming in education relative to others. This must be addressed, and actions are underway to expedite the recruitment and selection process.
- The challenges and opportunities presented by expanding apprenticeship provision were briefly discussed following an ad-hoc observation from a member. The Chair noted the nuances associated with delivering apprenticeship provision, and the risks that scaling up could carry unless this was undertaken in a considered way, with a trusted partner as per the current strategy. It was noted that the January strategy session would present a good opportunity for discussing the apprenticeship strategy if there was appetite for this.

Agreed: To receive the Vice-Chancellor's Report.

BG.23.052 Student Report

Received: Document BG/035/23

Reported: The Students' Union (SU) nominee introduced the report noting the Advice Centre was now operating with a range of drop-in sessions which had proved successful in terms of uptake. She also highlighted that nominations have opened for the next round of elections in FoHSCM and voluntary roles, and elections will run next week.

Discussed: In discussion and in response to questions, the following information was noted:

.01 Societies

- There has been a positive trajectory in student society membership in recent years. However, given we are a campus-based university, the proportion of students who are society members remains relatively low.
- The SU has not identified a numerical target to aim for in terms of the optimum membership, but increasing society registrations and engagement is a critical aspect of their new Strategic Plan. Members supported this aim given the wider benefits associated with society membership, including the impact on student experience, retention and employment prospects.
- While SU staff provide support for societies via central coordination and training, societies rely on individual student leaders undertaking these voluntary roles. The leadership approach and commitment of individual students is pivotal to each society's success. SU staff will continue to provide as much support as possible for society leaders, including insights to what works well and confidence building sessions.
- The SU recognise that the student body is diverse, including, for example, mature and commuter students. The SU's Chief Executive Officer (SU CEO) noted there was work to do to ensure the society offer caters for the diverse population and he would reflect on how the offer could be enhanced accordingly.

.02 New SU building

- The new SU building will present a transformational opportunity to enhance the SU's offer and students' experience of their service. This multipurpose space will not be limited to activities revolving around alcohol consumption and will enable students with different interests to benefit from a range of facilities.
- While staff are looking forward to moving into the new space, the SU CEO is keen for his staff to be visible around the campus. To support this, he is currently driving an approach to increase SU visibility in faculties.

Finally, it was noted that an action plan to improve feedback mechanisms and close the feedback loop was being developed by the SU's Policy and Insights Officer. This will be **shared with the Board via the SU update once the report is finalised.**

Action: SU CEO

Agreed: To receive the Student Report.

BG.23.053 Internal Audit of Nursing and Allied Health Professions: Audit Committee Findings

Reported: The Chair of the Audit Committee noted that a special meeting of the Committee had been held earlier that day to focus on the outcomes from two key internal audit assignments. This included the Nursing and Allied Health Professions National Student Survey (NSS) assignment, commissioned by the Board in September.

The Chair of the Audit Committee highlighted that the NSS report was positive, balanced and provided insightful findings. This included a recognition that several aspects of Nursing and Allied Health Professions' provision was very good, although 'academic support' required significant attention.

The report identified several challenges, which were generally not surprising, and proposed 13 recommendations for improvement. These include actions for the University to enhance engagement with and support for students during placements, and acknowledges the serious pressures on placement providers and associated limitations for their capacity to provide a student-centred experience.

The Chair of Audit Committee highlighted an inordinate amount of work being undertaken within the Faculty, and commended staff for this. Nevertheless, he noted that the volume of work associated with multiple ongoing action plans seemed to be unmanageable. He highlighted a need for strategic refocusing on fewer deliverables for 2024, leading to a more concentrated effort on key areas in a single action plan. He also observed a need for better integration of action planning with the Risk Register and its link to the Board Assurance Framework (BAF) to ensure effective oversight.

In closing his summary, the Chair once again commended staff for their efforts and expressed confidence that the report's recommendations should improve outcomes. He noted that, as the report was only recently released, management have not had the opportunity to provide a written response. However, initial feedback suggests management accept the majority of actions, aside from two areas which may not be practicable to deliver. A detailed response from management is scheduled for the February meeting of the Audit Committee.

Discussed: In discussion and in response to questions, the following information was noted:

- Contemporary data from internal surveys indicates high levels of student satisfaction in the FoHSCM, particularly in years one and two, though this is focused on the University experience and not the placement aspect. However, it was noted that student responses to internal surveys may not always correspond with their views expressed in the NSS. For example, students may be less open about the feedback they provide internally. While internal surveys are essential for real-time responses to student feedback, these cannot be relied on as a definitive indicator for future performance in the NSS.
- Where appropriate, good practice is shared across the University and there has been liaison between the Faculty and other areas supporting student placements. Nevertheless, the challenges associated with NHS placements are unique and there are limitations to the learning that can be shared across different settings.
- The NHS and other placement providers represent a major third party in our delivery of these courses. These are very challenging

settings and while there is no doubt that the University must undertake its best endeavours to secure the quality of the student experience, applying a continual 'what more can we do?' rhetoric, there remain elements outside our control, which is reflected in the satisfaction rates for trainees across the sector.

- Given our poor performance in the NSS in recent years, there has been a significant amount of scrutiny of the Faculty at all governance levels within the University. Notwithstanding the requirement to ensure effective oversight, the University must remain cognisant of the need to ensure an appropriate balance of challenge and support. Staff must also be given the autonomy and time to deliver positive outcomes. In this context, the Board discussed next steps in the process of gaining assurance about outcomes from the work it commissioned in September.
- It was noted that the report is an extensive document, which would be unhelpful to share until management responses are confirmed. As this assignment was instigated by the Board, it was agreed that the Chair of Governors would liaise with the Chair of Audit and Vice-Chancellor to finalise arrangements to complete the Board's oversight of this action.

Agreed: The Chair of Governors to liaise with the Chair of Audit and the Vice-Chancellor to agree how to finalise the Board's oversight of this work.

BG.23.054 Strategic Plan 2025+: Approach to Strategy Development

Received: Document BG/037/23

Reported: The Vice-Chancellor introduced the report noting that it reflected an accurate account of his current thinking.

Discussed: In discussion and in response to questions, the following information was noted:

- While the development of the next Strategic Plan is important, there remains a challenging period to navigate as we exit this strategic planning cycle. It will be essential for the Board to maintain an ongoing focus on short and mid-term strategy to ensure the University's sustainability and secure the best possible foundations to enable the Strategic Plan 2025+.

- In this and any future strategic period, fleetness of foot will be paramount. Strategic planning must be set in this context, with due regard to the essential role of the University's people, and culture in achieving strategic objectives.
- The Board's arrangements for measuring performance against the extant Strategic Plan could be enhanced, for example by bringing score cards back to the Board on a regular basis. The **Chair, Clerk and Vice-Chancellor should discuss this and factor into the Board's business schedule.**

Action: Chair, Clerk and Vice-Chancellor

- Governors are keen to undertake **pre-reading in advance of the strategy session** so that the day can be focussed on discussion and outputs. This material should **include data** to enable governors to start the day with a good handle on core information relating to strategic drivers (eg student recruitment, retention, employment outcomes etc). An **accompanying briefing note** should also be prepared to ensure that the Board is clear about expected outcomes from the day.

Action: Chair, Clerk and Vice-Chancellor

- The core themes to be covered at the strategy session will include brand and reputation, student recruitment, student experience and financial sustainability. The day will be structured to enable discussion and debate about the strategic options available, and where strategic choices can be made.

- ***[Exempt from publication – Confidential]***

Agreed: Pre-reading to be circulated for January's Strategy Session at least five days in advance. This material should include data and information to ensure governors can start discussion well appraised of the University's current position. It should also aid understanding of where there is scope for strategic decisions and provide clarity of outcomes expected from the session.

BG.23.055 Board Assurance Framework

i. Board Assurance Framework Summary Report

Received: Document BG/038/23

Reported: The Deputy Vice-Chancellor (DVC) introduced the paper noting that the report had been enhanced in line with recommendations from a recent internal audit. This included breaking information down into appendices for ease of use and highlighting the top ten risks.

Discussed: In discussion and in response to questions, the following information was noted:

- The implementation of the new Student Records System was classified as 'red' simply because the project is still in its infancy. As the project progresses, this is likely to reduce to amber/green.
- It was recognised that the positive narrative around brand and reputation in the BAF did not align with the parallel conversations around strategic planning, where developing brand and reputation has been consistently referenced as a top priority. **Accordingly, the brand and reputation narrative should be updated in the next iteration of the BAF.**

**Action: Director of
Strategic Planning**

- When appropriate in the strategic planning cycle, the Board should consider its risk appetite. This will follow a linear sequence where the strategy is developed, objectives set, risks and mitigations established, and context evaluated, before considering a risk appetite model.

Agreed: To receive the Board Assurance Framework Summary Report.

To revisit the commentary on brand and reputation in the next version of the BAF.

To consider a Risk Appetite Model when appropriate in the planning cycle.

ii. Audit Assignment: Board Assurance Framework Implementation

Reported: The Chair of the Audit Committee reminded members that the Committee had convened earlier that day to consider two internal audits, which included implementation of the BAF.

The assignment report was generally very positive, resulting in an overall finding of Substantial Assurance. The report included three actions, which had been accepted by management and as evidenced by the DVC, already featured in reports to the Board. Ten advisory actions were also recommended to support the BAF's development. These included continued use of deep dives, focusing on 'bubbling under' issues and holding a conversation on risk appetite, as per the action agreed by the Board, above.

Advisory recommendations will be taken forward over the next few months via a series of actions overseen by the Audit Committee. It is anticipated that this work will further enhance the information provided to the Board on risk management and the BAF more broadly.

Discussed: Members were pleased to note the update and positive developments.

BG.23.056 OfS Prevent Monitoring Report 2023

Received: Document BG/040/23

The Pro Vice-Chancellor (Student Experience) & University Secretary introduced the report noting she had nothing to add to the information provided.

Discussed: In discussion governors noted a comprehensive report, which provided significant assurance about the University's arrangements.

The Vice-Chair noted the excellent work of the Student Services team and, with the Board's endorsement, **asked the Pro Vice-Chancellor (Student Experience) & University Secretary to express the Board's thanks to the whole team.**

**Action: Pro Vice-Chancellor (Student Experience)
& University Secretary**

Agreed: **To approve the Prevent Report** for signature and submission.

**Action: Chair/Pro Vice-Chancellor (Student Experience)
& University Secretary**

SECTION B ITEMS

BG.23.057 Audit Committee Report for the Year Ended 31 July 2023

Received: Document BG/039/23

Reported: The Chair of the Audit Committee introduced the item, noting a key function of the report is to assist the Governing Body to undertake its assessment of the Financial Statements. He highlighted that the report demonstrated a relatively routine year, with no unexpected business aside from the deep dive work outlined earlier on the agenda. The report was supported by positive annual reports from both internal and external auditors which should provide the Board with a high level of assurance.

It was noted that, given the additional internal audits commissioned later in the cycle, the accompanying paper indicated that the opinions could be subject to change. The Chair of Audit Committee confirmed that the recent audit assignments did not have any impact on the auditors' or Committee's overall opinions as presented in the report. The Committee was able to provide a positive opinion on the adequacy and effectiveness of the University's arrangements for

- risk management, control and governance
- economy, efficiency and effectiveness (VFM)
- management and quality assurance of data submitted to the Higher Education Statistics Agency, the Student Loans Company, the OfS, Research England and other bodies.

It was confirmed that these opinions applied to the period from 1 August 2022 to the signing of the accounts. The Financial Statements were recommended to the Board for approval.

Discussed: Governors agreed that the Audit Committee Annual Report provided solid assurance, and they had no further questions.

The Chair thanked the Chair of the Audit Committee for the comprehensive report, and Audit Committee members for their excellent work during the year, including overseeing deep dive work additional to the planned schedule. He noted that the Executive team had engaged constructively with the committee members to enable it to

execute its responsibilities and congratulated all for a highly constructive and effective year.

Agreed: To receive the Audit Committee Annual Report.

BG.23.058 Remuneration Committee Annual Report

Received: Document BG/041/23

Reported: The Chair of the Remuneration Committee introduced the report which set out the approach and operating principles adopted in relation to remuneration across the University, along with data on the Vice-Chancellor's remuneration package.

Discussed: In response to a member's question, the nature of the national pay spine was outlined, including pros and cons of being signed up to collective bargaining.

Aligned with his observation of the Audit Committee, the Chair noted an excellent report, underpinned by substantial work undertaken by the Committee during the year. He thanked the Chair of Remuneration Committee for her leadership and expressed gratitude to all members for their excellent work during the year which led to progressive changes in performance management and setting performance targets. The Chair of Remuneration Committee noted that senior post holders were very welcoming of the changes and thanked them for their support in the Committee's endeavours to deliver positive change.

Agreed: To receive the Remuneration Committee Annual Report.

BG.23.059 Remuneration Framework

Received: Document BG/042/23

Reported: The Chair of the Remuneration Committee introduced the report which proposed minor updates to the existing Remuneration Framework. The changes, which were tracked in the accompanying paper, had been considered by the Remuneration Committee in October and were recommended to the Board for approval.

Discussed: Members noted satisfaction with the changes and had no questions.

Agreed: To approve the Remuneration Framework 2023-2028.

BG.23.060 Auditor's Letter of Representation

Received: Document BG/043/23

Reported: The Chair of the Audit Committee introduced the Letter of Representation, highlighting that this provides assurance that the Financial Statements had been properly prepared and give a true and fair view of the University's financial affairs for the year ended 31 July 2023. He noted that the letter follows a standard format and had been recommended for signature by the Audit Committee in October.

Discussed: The Board noted that the positive reports they had considered corresponded with the declarations made in the Auditor's Letter of Representation.

Agreed: To approve the Auditor's Letter of Representation **for signature by the Chair.**

Action: Chair

BG.23.061 Going Concern Statement

Received: Document BG/044/23

Reported: The DVC introduced the report, noting that it served to provide quantitative information to assure the Board that the University is a going concern.

Discussed: In discussion, members noted that the report triangulates with the information considered across a range of corresponding reports considered that evening. In view of the evidence, members endorsed the Going Concern Statement, and therein that the accounts should be prepared on this basis.

The Chair noted that many organisations, including several universities, are struggling to have their external auditors endorse their going concern status or that auditors are giving qualified opinions. He noted the University's excellent financial controls, and thanked management colleagues for their work to deliver an excellent year-end position.

Agreed: To approve the Going Concern Statement

BG.23.062 Report and Financial Statements for the Year Ended 31 July 2023

Received: Document BG/045/23

Reported: The DVC introduced the item, noting that the statements had been discussed in detail by the Audit Committee and were recommended to the Board as presented.

Discussed: Members noted that the Board had considered a draft in October (recorded in BG.23.040). The DVC confirmed there had been no material changes to the information in the Financial Statements since that draft.

Agreed: Members were satisfied with the information provided, and the accounts were **approved for signature and submission to the OfS**.

Action: Chair/Deputy Vice-Chancellor

BG.23.063 Finance: Management Information

Received: Document BG/046/23

Reported: The DVC confirmed the accuracy of the paper and noted that there was no additional information to add.

Discussed: In discussion and in response to questions, the following information was noted:

- The end of October marked the end of Quarter 1, allowing some clarity on performance against budget at an early stage. Management information demonstrates that tuition fees are currently down on budget though this will improve when January's intake starts. Nevertheless, student recruitment remains challenging in an increasingly competitive market.
- Reduced income is currently being mitigated by higher levels of interest receivable and staff gap savings. Approved spend on premises and facilities will also be later in the cycle than planned, meaning the cash position will be temporarily higher.

- No adjustments to the budget are required at this stage. This will be reviewed after Quarter 2, and a reforecast presented to the Board if necessary.

Agreed: To receive the Finance: Management Information.

BG.23.064 OfS: Annual Financial Return for the Year ended 31 July 2023

Received: Document BG/047/23

Reported: The DVC introduced the paper, noting that the supporting data and commentary forms part of the Annual Financial Return to the OfS.

Discussed: In discussion and in response to questions, the following points were noted:

- The concept of 'optimism bias' was a topical concern for the OfS, who had recently urged the sector to be more cautious in financial forecasts. In this context, the Board sought and tested management assurance that the projections made were sound and reasonably likely to be achieved. Regarding student number projections, the University has less direct control of outcomes but members were satisfied that projected growth in home and international students was achievable and realistic. The Board agreed that the overall narrative demonstrated strong stewardship of cost.
- Appendix 1 will be finalised before the return is submitted, in line with the narrative provided. Authority to approve the final return is delegated to the Vice-Chancellor.

Agreed: That the Board was satisfied with the documentation and the **Annual Financial Return Workbook and Commentary would be approved by the Vice-Chancellor** for submission to the OfS.

Action: DVC / VC

BG.23.065 Treasury Management Update

Received: Document BG/048/23

Report: The DVC introduced the report noting the impact of a slower cash burn for capital projects meant there was more cash in the bank than budgeted at this stage, yielding a decent return at c.5%.

Discussion: In discussion the Board noted the strategic imperative of ensuring the University's assets were used to best effect, including investment in the University where appropriate to sustain its future.

It was recognised that the University must retain sufficient funds to pay for working capital, which means roughly £30 million must be ring fenced. While the University was already committed to capital developments in the central campus, it was noted that there was scope for further investment if there was appetite for this. A high-level discussion ensued about the pros and cons of different types of investment. The benefits of investment in the campus were championed, given this supports student retention and can be income-generative.

The Chair noted that any decisions about strategic investments would be preceded by the strategy session in January and be underpinned by discussion on strategic objectives and risk appetite.

BG.23.066 Capital Developments Progress Report

Received: Document BG/049/23

Reported: The DVC introduced the report noting that completion of the Life Sciences Building was expected in February/March 2024, with the Students' Union building due for completion around May. Student residences will be later, possibly into early/mid-August but will be delivered by the start of the next academic session.

Overall, work is to budget. Given the OfS's partial funding of the works, they recently requested financial monitoring information which they signed off as clean in October 2023.

Discussion: Members were satisfied with the update and had no questions.

BG.23.066 Updates from Committee Chairs

Reported: Audit Committee [20 November]

The Chair of the Audit Committee confirmed that the Board had been updated on all items considered by the Audit Committee at its last meeting.

Reported: Governance and Nominations Committee [20 November]

The Chair of Governance and Nominations Committee noted that the Committee had undertaken the annual review of attendance levels at the Board and Committees. This demonstrated excellent levels of attendance, and the Chair thanked members for their commitment. In addition to noting Mike Rush's completion of his term in office, the Committee considered the following:

- Succession Planning:
 - (i) *Progress on the DVC role - now styled Chief Operating Officer:* A job description has been confirmed and advertising will commence on Friday 24 November, supported by Veredus. Board members were encouraged to share the information with their networks to maximise reach and find the best possible candidates. **The Clerk will circulate the advert with members when it is launched.**

Action: Clerk

(ii) [Exempt from publication – Confidential]

- Strategy and Development day agenda: This is now set and will be circulated before the Christmas break.
- Recruitment and diversity of Independent governors: Diversifying membership was a major priority for the Board and there would be a renewed focus on this in the next recruitment round, scheduled for April/May. A full report on the proposed approach would be presented to the Board in February.
- Lead Governors scheme: Revisions had been made in line with the Board's agreement and input from the current Lead Governors. The Clerk will circulate the updated documentation.

Action: Clerk

Discussed: The Clerk highlighted that Mike Rush's departure would take the number of Independent governors to nine. This is one below the normal range, which is 10-13.

Agreed: Members agreed that providing the Board remains quorate, they were content to wait for the next recruitment round to fill this vacancy.

BG.23.067 Any other business

[Exempt from publication – Confidential]

SECTION C ITEMS

The following items were received for information:

BG.23.068 Date and time of next meeting

The next meeting is scheduled for 15 January 2024.

BG.23.069 EHU Enterprises: Rental Agreements

Received: Document BG/050/23

Reported: The DVC introduced the report, noting that Edge Hill Enterprises managed the University's sports facilities on behalf of the University under specified contract arrangements. These contracts are standard and no changes had been recommended. He highlighted that while the report was positioned as for information, the Board was asked to give authority for the Chair to approve the agreements.

Agreed: **To authorise the Chair to sign the EHU Enterprises: Rental Agreements.**