

BOARD OF GOVERNORS

Minutes of the meeting held on 18 November 2024

Present

Clive Elliott	Independent member	Chair of the Board
Helen Smallbone		Clerk to the Board
Claire Blennerhassett	Teaching staff member	
John Cater	Ex-officio	Vice-Chancellor
Graeme Collinge	Independent member	
Andrew Cooper	Independent member	
Leon Culbertson	Academic Board nominee	
Christine Donnelly	Independent member	Vice-Chair Elect
Tony Healy	Independent member	
Ann Kennedy	Support staff member	
Antony Lockley	Independent member	
Orna Murphy-Horton	Interim Student member	
Jo Nettleton	Independent member	
Paige Rivers	Student member	
Louise Robinson	Independent member	Vice-Chair of the Board
Mike Tate	Independent member	Chair, Audit & Risk Committee
Gayle Wells	Independent member	
Mark Wilkinson	Independent member	

In Attendance

Lynda Brady	Pro Vice-Chancellor (Student Experience) and University Secretary	
Lynn Hill	Pro Vice-Chancellor (Resources)	
Paul Malone	Chief Executive, Edge Hill Students' Union	
Jane Sutton	Governance Officer	Secretariat
Liam Owens	Pro Vice-Chancellor (Marketing, Student Recruitment and Student Administration)	
George Talbot	Pro Vice-Chancellor (Research) & Dean of Arts & Sciences	

Apologies

Helen Stalker Independent Governor

BG.24.046 Declarations of Interest

The Chair reported that he is a member of Barclays Bank plc Pension Fund.

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

BG.24.047 Chair's Announcements

.01 University Successes

The University has won two Global Student Living Awards (the Awards), for best moving in experience and best value for money. It is the second consecutive year that Edge Hill has won best moving in experience. The Awards are based exclusively on direct feedback from students and cover Europe, and the UK and Ireland combined. On behalf of the Board, the Chair offered congratulations to all involved in providing such a high-quality student experience.

BG.24.048 Chair's Action

There was no Chair's Action to report.

BG.24.049 Minutes of the previous meeting

Received: Document BG/031/24

The minutes of the meeting held on 21 October 2024 were agreed as an accurate record.

BG.24.050 Action Log

Received: Document BG/032/24

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

The Action Log was received.

BG.24.051 Matters arising not included elsewhere on the agenda

None.

SECTION A ITEMS

BG.24.052 Vice-Chancellor's Report

Received: Document BG/033/24

Reported: The Vice-Chancellor introduced the report, confirming a decline in autumn enrolment numbers, most notably of PGCE and international students. For the 2025/26 application cycle, the University is taking a more proactive approach to the early stages of PGCE recruitment. He noted that student retention has improved for a second year, which provides partial compensation for the drop in new registrations.

The 3% increase to tuition fees announced by the Secretary of State for Education last week was welcomed. However, owing to the rise in employer national insurance contributions in the Budget, it will not alleviate financial pressures. For 2025/26 the University will plan for a reduction in its cost base, in addition to the immediate cost saving measures being identified for 2024/25. The Chair guided members that University finances would be discussed under items BG.24.057, 064 and 065.

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

- The recruitment challenges experienced by the University are mirrored across the sector. High tariff universities have lowered their entry requirements for some courses and are now in direct competition with Edge Hill.

- The sector continues to experience a downturn in market demand for courses in education and health, with no Government initiatives announced which might help reverse this trend. To support Governors' understanding of current sector recruitment trends and the corresponding financial challenge, the Vice-Chancellor recommended a publication from the Office for Students (OfS) titled [Financial sustainability of higher education providers in England: November 2024 update](#).
- As part of her announcement on the tuition fee increase, the Secretary of State signalled that the Government will soon propose a series of reforms to higher education. The detail is likely to emerge in Spring 2025, linked to the Spending Review. The Board recognised that while there will be many positive outcomes to reform which seeks to drive forward quality and student value for money, the implications of what has been mooted could be an additional source of fiscal challenge for the sector. The most effective way to ensure the continued financial sustainability of the University will be to improve market share.

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

BG.24.053 Student Report

Received: Document BG/034/24

Reported: The Students' Union (SU) nominee introduced the report noting the contents remained contemporary and that there was nothing to add.

Discussed: Governors commended the quality of the Student Report. In discussion and in response to questions, the following information was noted:

- The National Student Survey (NSS) results shape and influence the University's SU priorities. This is best observed at faculty level, where outcomes support the identification of opportunities for collaborative working and targeted enhancement. The SU nominee explained how the SU also works to support student engagement with the NSS.
- The Board commended the SU for the successful launch of the Monumental programme in partnership with Edge Hill Sport to support the wellbeing of male students. The programme will be

evaluated in 2025 to identify possible enhancements.
Consideration will also be given to it being run as a referral programme.

- Health and medical students on placement feel that they do not have sufficient uniform for the duration of their courses and the SU is lobbying for an additional set to be provided at the mid-point. The senior leadership team (SLT) of the Faculty of Health, Social Care and Medicine are aware of the campaign and once the SU's information gathering on the issue is complete, the outcomes will be taken forward for discussion.
- The Board congratulated the SU Faculty of Arts and Sciences President for her blog post on WonkHE about menstrual health support in universities.

Agreed: To receive the Student Report.

BG.24.054 Succession Planning: Update Report

Received: Document BG/035/24

Reported: The Chair introduced the item, updating members about the progress of the campaign to recruit the University's next Vice-Chancellor. He went on to summarise the selection process, as outlined in *document BG/035/24*.

The Chair noted that the application deadline had passed (17 November). Initial analysis indicates a high-quality field, including current vice-chancellors and deputy vice-chancellors, as well as some pro vice-chancellors. Based on the initial sift of applications, there don't appear to be any international applicants.

The Chair also appraised members of the process to appoint an interim Vice-Chancellor, noting that a special Board meeting will be convened over Microsoft Teams on 3 December to discuss and confirm the appointment.

Discussed: In discussion, the following information was noted:

- Members expressed their strong support for the inclusion of Sir Steve West to advise the Vice-Chancellor recruitment Selection Panel. He brings significant, relevant experience and expertise to the Panel. In addition to his role as Vice-Chancellor of the University of the West of England, he was President of Universities UK between 2021-23, has been a non-executive director of the Office for Students and was also chair of the University Alliance.

Agreed: To receive the Succession Planning: Update Report.

BG.24.055 NSS 2024: Follow Up

Received: Document BG/036/24

Reported: The Pro Vice-Chancellor (PVC) (Student Experience) & University Secretary confirmed that the circulated report remained accurate.

Discussed: Members participated in a detailed and robust discussion about the University's NSS performance and the target areas for improved outcomes. During discussion and in response to questions, the following information was noted:

- Significant work has been undertaken by the University to identify areas for improvement and the reasons for underperformance in the NSS. Every academic department has an NSS Action Plan detailing improvement measures and targets for each of the seven NSS themes. To ensure a coordinated approach, delivered at scale and which aligns with the Institution's strategic objectives, a Student Experience Improvement (SEI) Board has been set up. It will be the SEI Board's responsibility to establish priorities, drive progress and propagate consistency.
- Governors recognised that the University has a limited period in which to identify and deliver improvements before NSS 2025. The Board noted that the measures introduced for NSS 2024 did yield improved results in key areas. For example, the Teaching on My Course score for nursing increased by 9.5%, but the University moved up only five places in the rankings because other providers were also successful in achieving significant

improvements to that score. This pattern was repeated across the NSS.

- The NSS results do not correlate with the University's strong and improved retention figures. There is also a disconnect with the outcomes of the University's in-house Student Voice Survey. The SEI Board will examine how the University can optimise the timing of- and its approaches to delivering the NSS, learning from methods deployed by other providers. This work will form part of the University's NSS Communications and Engagement Plan prior to NSS 2025.
- When aggregated by department, members observed that outcomes are generally lowest for professional course areas, particularly nursing and education. The PVC (Student Experience) & University Secretary highlighted the size of these cohorts means they have considerable influence on the University's overall NSS results and that it is therefore a strategic priority to achieve improvement. Members noted that for all professional courses, placement providers and regulatory bodies may influence NSS outcomes. As part of the NSS Communications and Engagement Plan, the University will ensure ongoing dialogue with students about what is within the University's control and where the student experience is dictated by a third party.
- Improvements to results for the Teaching on My Course theme are core to departmental NSS Action Plans. Governors noted that for health subjects, practitioners are brought to the University to become academics and teach. Opportunities exist to invest in talent management, as well as to improve support and professional development for these colleagues.

• **[Exempt from publication – confidential]**

- The Executive was invited to call on the Board for any assistance that it considers necessary to address the issues highlighted by the NSS results.

- Agreed:
- i) To receive the NSS 2024: Follow Up Report.
 - ii) To keep the Board apprised on issues identified by the ISE Board and the actions to address them.

Action: PVC (Student Experience) & University Secretary

BG.24.056 Research and Knowledge Exchange Annual Report

Received: Document BG/037/24

Reported: The Pro Vice-Chancellor (Research) confirmed that there was nothing substantial to add to the circulated paper.

Discussed: Members thanked the PVC (Research) for the new format of the report, they especially appreciated the richness of detail it provided. In discussion and in response to questions, the following points were noted:

.01 Strategy

- The University's new Research Strategy for 2025-30 will be drafted once the REF 2029 requirements have been published. The Strategy will include revised KPIs which will be more qualitative in nature. The original KPIs were agreed by the Board and were quantitative because the University was starting from a low base. The Board advised the PVC (Research) to consider retaining some of the quantitative KPIs during the University's journey to become a mature research institution.

.02 Investment

- The University is reviewing the investment required to achieve the UK government Cyber Essentials certification. Cyber Essentials will allow the University's researchers to access and share key data with government bodies (e.g. NHS). There are two strands to the Cyber Essentials scheme, the first is self-certification and the second - Cyber Essentials Plus – is accredited by a third party and will take up to six months to achieve.

.03 Staffing

- The quality of staff engaged in research is critical to optimising the REF 2029 outcome. Targeted investment and direction for academic departments' recruitment strategies to achieve enhanced research staffing will build Edge Hill's research profile and support the growth of interdisciplinary work between departments (as well as that with industry and other research bodies). Members noted the importance of the Workload

Allocation Model in safeguarding work-life balance for academic staff.

- Governors commended the success of the University's Graduate Teaching Assistant scheme for its research culture and increasing the number of PhD completions per annum. Those participating in the scheme benefit from a tuition fee waiver, an annual stipend aligned with the UK Research Innovation rate and a route to HEA accreditation which supports employment outcomes.

.04 Knowledge Exchange

- There is a growing intersection between Knowledge Exchange (KE) and research. Across a number of departments, the University recruits individuals from practice who do not have research experience but have professional knowledge and contacts. There are opportunities to focus these staff on KE and in time, develop them as researchers. The University aims to document these staff as researchers in future REF submissions (post the 2029 REF).
- While funding from research grants is reputationally important, KE provides the University with opportunities to generate income which is largely unconstrained. Edge Hill hasn't previously tapped into this income stream, but is now making progress.

Agreed: To receive the Research and Knowledge Exchange Annual Report.

BG.24.057 Board Assurance Framework Summary Report

Received: Document BG/038/24

.01 Finance

Reported: **[Exempt from publication – commercial interests]**

.02 Project Transform

Reported: **[Exempt from publication – commercial interests]**

The PVC (Marketing, Student Recruitment and Student Administration) undertook to keep the Board apprised of any substantive developments.

Discussed: In discussion, members noted the following points:

[Exempt from publication – commercial interests]

.03 Efficacy of the BAF

The Chair of the Audit & Risk Committee (ARC) noted that for this year and next, the University is in a period of higher risk. He underscored the ARC's satisfaction with the way in which the BAF has evolved over time to become an effective tool to monitor institutional risk.

Agreed: To receive the Board Assurance Framework and Key Institutional Risks.

BG.24.058 Audit & Risk Committee Report for the Year Ended 31 July 2024

Received: Document BG/039/24

Reported: The Chair of ARC 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. 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.

The ARC 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 2023 to the signing of the accounts. The Financial Statements were recommended to the Board for approval.

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

The Chair thanked the Chair of ARC for the comprehensive report, and Committee members for their excellent work during the year. He noted that the Executive team had engaged constructively with the ARC to

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

Agreed: To receive the Audit and Risk Committee Annual Report.

BG.24.059 OfS Prevent Monitoring Report 2024

Received: Document BG/040/24

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

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

- Governors noted a comprehensive report, which provided assurance about the University's arrangements. Following a debate regarding opportunities to triangulate the evidence presented in the report, it was agreed that the **ARC will consider a recommendation by two independent governors for the University's Prevent monitoring to be subject to an internal audit.** Members noted that internal audit assignments are added to the Internal Audit Plan on a risk basis.

Action: Clerk

- Prevent training for independent governors is delivered on a three-year cycle. It will next be delivered in May 2025.

The 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**

BG.24.060 Remuneration Committee Annual Report

Received: Document BG/041/24

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: Members expressed satisfaction with the information

Agreed: To receive the Remuneration Committee Annual Report.

SECTION B ITEMS

BG.24.061 External Auditor's Letter of Representation

Received: Document BG/042/24

Reported: The PVC (Resources) 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 2024. She noted that the letter follows a standard format and had been recommended for signature by the ARC in October.

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

Action: Chair

BG.24.062 Going Concern Statement for the Academic Year 2023/24

Received: Document BG/043/24

Reported: The PVC (Resources) introduced the report, noting that it served to provide quantitative information to assure the Board that the University is a Going Concern.

Discussed: Members noted that the report had been considered in full by the ARC at its meeting on 21 October, with confirmation provided to the Board

that no issues had been identified from an audit perspective. In view of the evidence, members endorsed the Going Concern Statement, and therein that the accounts should be prepared on this basis.

Agreed: To approve the Going Concern Statement.

BG.24.063 Report and Financial Statements for the Year Ended 31 July 2024

Received: Document BG/044/24

Reported: The PVC (Resources) introduced the item, noting that:

- The draft statements had been recommended to the Board as presented by the ARC at its meeting on 21 October 2024.
- The Board had considered the draft statements at its October meeting, and any feedback from members had been considered and addressed.

Discussed: The PVC (Resources) confirmed there had been no material changes to the information in the Financial Statements since the draft considered in October.

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

Action: Chair / Pro Vice-Chancellor (Resources)

BG.23.064 OfS: Annual Financial Return for the Year ended 31 July 2024

Reported: The PVC (Resources) informed the Board that the deadline to submit the Annual Financial Return to the Office for Students (OfS) is 1 December 2024. She noted that work on the return is ongoing and is being undertaken by staff new to their roles (the PVC (Resources), the Director of Strategic Planning & Policy and the Interim Head of Finance). The return includes forecasts for the next five years and therefore the assumptions on which these are based will be reviewed by the Executive to ensure that they are sound. The intention is that the return will present a prudent and realistic view of the University's finances to the OfS.

The PVC (Resources) underscored that it is not a regulatory requirement that the Board approve the return given this can be delegated to the Vice-Chancellor. However she proposed, subject to

the approval of its Terms of Reference (*document BG/047/24*), that on 29 November 2024, the Finance Committee is given the opportunity to review a short report on the return.

The Annual Financial Return Workbook and Commentary would then be approved by the Vice-Chancellor for submission to the OfS on Friday 30 November.

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

The return will report a deficit for 2024/25, with a cautious, viable recovery plan.

The OfS recognise the underlying information and policy environment on which universities construct their assumptions to produce forecasts are subject to change. This is especially true for years three to five of the return.

Agreed: **To delegate authority to the Finance Committee to review the OfS: Annual Financial Return for the Year ended 31 July 2024.**

Action: Clerk

BG.24.065 Treasury Management Update

Received: Document BG/045/24

Reported: The PVC (Resources) introduced the report. She informed members of some potential pressures on cash flow because of the following:

- Funds locked in fixed term investments. This includes £12 million on deposit in the Close Brothers Group plc account, for which notice has been given with a return date of 21 February 2025.
- The actual outgoings on capital building projects lagging behind the projected cash flow.

To ensure sufficient accessible cash is available to meet spend obligations, the PVC (Resources) informed members that the University has negotiated a position with Barclays Bank plc for a £10 million overdraft. The cost of the overdraft would be £8,000 per quarter and interest would be charged at +1.4% on the base rate. The PVC (Resources) requested authorisation to arrange the overdraft facility.

Discussion: In discussion the Board recognised the operational imperative of ensuring the University has an appropriate amount of accessible cash. In response to questions, the following information was noted:

- The Chair provided assurance that he, along with the Chair of the ARC and the Lead Governor for Finance had discussed the proposed overdraft arrangement with the Executive.
- Overdraft facilities are widely employed across the sector as a prudent approach to cash flow management.
- Should it be authorised by the Board, the overdraft arrangement will remain in place for the foreseeable future. It will not be cancelled following receipt of the funds from the Close Brothers Group plc notice account.

Agreed: i) **To authorise the University to establish a £10 million overdraft with Barclays Bank plc.**
ii) To receive the Treasury Management Update.

BG.24.066 EHU Enterprises: Rental Agreements

Received: Document BG/046/24

Reported: The PVC (Resources) 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. 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.**

BG.24.067 Updates from Committee Chairs

Reported: The Chair sought members agreement to receive a summary note of that afternoon's Governance and Nominations Committee (GNC) meeting.

Agreed: **To circulate a summary of the GNC's 18 November meeting.**
Action: Chair / Clerk

BG.24.068 Finance Committee: Terms of Reference

Received: Document BG/047/24

Reported: The Chair introduced the item, noting that the Finance Committee's Terms of Reference (ToRs) had been reviewed and endorsed by the GNC earlier that day. The GNC recommend that the Board approve the draft ToRs subject to an amendment that the number of independent governors in its membership be expanded from three to four. The GNC had endorsed the proposal in the draft ToRs that the Lead Governor for Finance be appointed Chair of the Finance Committee.

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

- Governors welcomed the formation of the Finance Committee to strengthen the Board's governance structure by providing dedicated oversight of financial matters, reinforcing the Board's role in financial stewardship.
- In line with the Board's existing sub-committees, the Chair of the Finance Committee will provide a formal update to the Board following each Committee meeting.
- The Finance Committee's ToRs support a balanced perspective, ensuring scrutiny of both operating costs and income. This is underscored by the Committee's responsibility to:
01. Maintain oversight of the University's plans and performance, highlighting risks and opportunities to the Board of Governors.

Agreed: To approve the Finance Committee's Terms of Reference subject to an amendment to increase the number of independent governor members from three to four.

BG.24.069 Board Effectiveness Review: Update

Received: Document BG/048/24

Agreed: To receive the Board Effectiveness Review: Update.

BG.24.070 Students' Union Code of Practice

Received: Document BG/049/24

Agreed: To approve the Student's Union Code of Practice.

BG.24.071 Any other business

The Chair noted that this was the Vice-Chancellor's last Board of Governors meeting. The Board thanked the Vice-Chancellor for his incredible achievements for- and commitment to- the University, including as an ex-officio member of the Board.

The Vice-Chancellor extended his thanks and appreciation to independent governors – past and present – for their dedication to the good governance of the University, which they perform on an entirely voluntary basis.

SECTION C ITEMS

The following items were received for information:

BG.23.072 Date and time of next meeting

The next meeting is scheduled for 20 January 2025.

BG.24.073 Summary Report: Audit and Risk Committee (21 October 2024)
(Document BG/050/24)

BG.24.074 Use of the University Seal *(Document BG/051/24)*