

BOARD OF GOVERNORS

Minutes of the meeting held on 17 November 2025

Present

Clive Elliott	Independent member	Chair of the Board
Claire Blennerhassett	Teaching staff member	
Sequoia Chapman	Independent member	
Ian Cleminson	Independent member	
Andrew Cooper	Independent member	
Leon Culbertson	Academic Board nominee	
Christine Donnelly	Independent member	Vice-Chair of the Board
Ann Kennedy	Support staff member	
Antony Lockley	Independent member	Chair, Remuneration Committee
Jo Nettleton	Independent member	
Natalie Palin	Independent member	
Helen Stalker	Independent member	
Gayle Wells	Independent member	
Mark Wilkinson	Independent member	Chair, Finance Committee
Michael Young	Ex Officio	Vice-Chancellor

In Attendance

Vicky Bosward	Director of People & Culture	
Lynn Hill	Chief Operating Officer	
Neil Morris	Director of Digital Transformation	
Rhona Morris	Governance, Projects & Policy Manager	Secretariat (Acting Clerk)
Peter Roberts	Head of Risk, Assurance & Business Support	
Fay Sherrington	Director of Student Services	<i>For item BG.25.042</i>
Michael Sprigg	Director of Finance	
Jane Sutton	Governance Officer	Secretariat

Apologies

Ceri Davies	Chief Executive, Edge Hill Students' Union
Alison Kerwin	Director of Marketing, Communications and Student Recruitment
Paul Nyamwela	Student member
Sophie Rowley	Student member
Helen Smallbone	Clerk to Governors

BG.25.025 Declarations of Interest

Members confirmed the accuracy of the information recorded in the Register of Declared Interests.

BG.25.026 Chair's Announcements

.01 Welcome to new attendees

The Chair welcomed new Independent Governors, Sequoia Chapman, Ian Cleminson and Natalie Palin to their first meeting.

.02 Outgoing independent governors

Mike Tate, Independent Governor and Chair of the Audit and Risk Committee (ARC) has resigned for personal reasons. The Chair commended the strength of Mike Tate's contribution to the Board and his work to transform ARC as its Chair, supported by its members. The Chair has written to Mike on behalf of the Board, to extend thanks for his significant contribution to the University's governance.

The Chair reminded members that Christine Donnelly, Vice- Chair of the Board had reached the end of her term, having served the maximum nine-year term. The Chair commended Christine for her commitment, highlighting her role in professionalising the Board's work, the quality of her insights and her challenging yet constructive questioning of University operations.

.03 Elected members

The Chair announced that Ann Kennedy, Support Staff Member and Leon Culbertson, Academic Board Nominee, have both reached the end of their elected terms. He thanked them for their valuable contributions and noted that they are both eligible to seek re-election.

BG.25.027 Chair's Action

None.

BG.25.028 Minutes of the previous meeting

Received: Document BG/016/25

Reported: The Governance, Projects & Policy Manager informed members that the wording for item BG.25.011 (Student Outcomes (B3) Results), pertaining to graduate employability, will be strengthened to better reflect the challenge experienced by graduates in securing suitable employment. It will also include an action for the University to provide raw numbers alongside percentages in reports on graduate employment outcomes.

Resolved: Subject to the amendment noted above, the minutes of the meeting held on 20 October 2025 were agreed as an accurate record.

BG.25.029 Action Log

Received: Document BG/017/25

Members noted that progress had been made since the last meeting, and that all items had either been actioned or were in progress.

The Action Log was received.

BG.25.030 Matters arising not included elsewhere on the agenda

Reported: A clarification was requested pertaining to the 20 October meeting item BG.25.009 (Student Recruitment Update). Some of the discussion suggested that only a very small number of applicants took up

alternative offers in 2024, which seemed to contrast with previous indications that the initiative had been highly successful in boosting student numbers. Members requested that the following data be shared with the Board:

- The number of students recruited via alternative offers into the September 2024 cohorts
- The number of those students retained into Year 2 of their studies.

Action: Director of Marketing, Communications and Student Recruitment

SECTION A ITEMS

BG.25.031 Vice-Chancellor's Report

Received: Document BG/017/25

Reported: The Vice-Chancellor introduced the report, noting the following updates:

- Interviews for the Deputy Vice-Chancellor (Education & Students) took place during week commencing 10 November. The University has made an offer and is in negotiation with the preferred candidate.
- For the Deputy Vice-Chancellor (External Engagement & Business Development) and Chief Governance Officer roles, credible candidates have been shortlisted with support from Perret Laver. It is anticipated that interviews for both positions will take place before Christmas.
- **[Exempt from publication – commercial interests]**

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

- The Board welcomed the introduction of Wobble Week, an initiative originated by the School of Nursing and Midwifery and implemented across the University in October following a successful pilot in January. Members agreed that Wobble Week is a good illustration of the supportive nature of the University's culture.

█ Governors expressed their support for the new partnership initiatives being developed. **[Exempt from publication – commercial interests]**

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

BG.25.032 Student Recruitment Update

Received: Document BG/018/25

Reported: The Vice Chancellor introduced the item, noting that the contents of the report remained contemporary. He requested Governors' feedback on the format of the report and detail provided.

Discussed: During discussion, the following points were noted:

- Members embraced the changes made to the report format, noting that it delivers improved clarity on the University's performance and provides assurance regarding the actions being taken to strengthen recruitment pipelines.
- The changes to bursary schemes for teacher training has led to a national surge in home and international applications. The University has capitalised on this, leveraging the outstanding rating awarded by Ofqual across its teacher training portfolio, to deliver a substantial increase in PGCE and PGDiT numbers. It is not yet clear whether there is a finite demand for places, particularly from overseas.
- The University is attuned to course closures at competitor universities and is prepared to seize the recruitment opportunities these may present. Governors also noted that the draft Strategic Plan 2026-31 provides direction on market-ready courses, and key to that is positioning against competitor offerings.
- With reference to the [Post-16 Education and Skills White Paper](#) published on 20 October, the Board received assurance that the University is ready to engage with the funded bodies that will be involved with implementing the resulting policy. Members also noted that the Local Skills Improvement Plans (LSIP) are being

revised in the context of the White Paper: the University is part of the Liverpool LSIP.

- Governors recommended that the investigation into revised forms of offer making for nursing courses include findings from a review into the approach used for the NHS graduate management scheme. The review found some evidence that methods were disadvantageous to applicants with certain protected characteristics. It was also agreed that a summary of how the University markets and promotes the Fair Entry Criteria to eligible candidates should be circulated to the Board.

Action: Director of Marketing, Communications and Student Recruitment

Agreed: To receive the Student Recruitment Update.

BG.25.033 Student Report

Received: Document BG/019/25

Reported: The Governance, Projects & Policy Manager informed Members that no Students' Union representative was able to attend the meeting due to extenuating circumstances. In response to a Member's question, she confirmed that the meeting was quorate. Governors were asked to submit any questions on the Student Report by email by 21 November.

Action: Governors

Agreed: To receive the Student Report.

BG.25.034 DRAFT: Strategic Plan 2026-31 (inc. Draft Integrated Strategic Framework)

Received: Document BG/020/25

Reported: The Vice-Chancellor and the Head of Risk, Assurance and Business Continuity presented the draft Strategic Plan 2026-31 and the proposed Integrated Strategic Framework.

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

.01 Integrated Strategic Framework

- Governors were supportive of the proposed Integrated Strategic Framework (ISF), which is designed to deliver significant enhancements to the University's ability to manage strategic, regulatory and operational risk. The Board welcomed the development of robust and coherent architecture to underpin evidence-based strategic decision making and provide enhanced transparency.
- The extant Board Assurance Framework (BAF) will remain in place until the transition to the ISF is complete. The BAF will form the basis of the risk register which will be adapted and progressed under the ISF. Linked to this, the Board welcomed the update that the new architecture will include a defined risk appetite statement, which has been a long-standing action for the University.
- To properly test how the proposed ISF will align strategic risks with Key Performance Indicators (KPIs) and Critical Success Factors (as defined in the Strategic Plan 2026-31), members recommended that a sample of risk topics are modelled, with any lessons learnt addressed before the ISF is extended to the full risk register. The Executive undertook to provide a draft of the ISF for the Board's January 2026 meeting, populated to date with elements of the draft Strategic Plan and associated strategic risks.

Action: Head of Risk, Assurance and Business Continuity

.02 Draft Strategic Plan

- The Chair commended the draft Strategic Plan to the Board, and Governors expressed their strong support for the direction, clarity and vision that it represents for the University. Members praised the approach to actively and continually seek contributions from staff and students to shape the Strategic Plan. They also noted that the draft incorporates the constructive input from the Board's strategy day in September.
- The Board tested the Executive's plans to ensure continued staff engagement and connection with the strategy. The Vice-Chancellor acknowledged the degree of work which will be involved in launching and implementing the Strategic Plan.

Branding and the language around it will provide the foundation to embed the strategic mission and key priorities into colleagues' day-to-day work.

- The Board expressed enthusiasm for the regional Edge Hill Arc (the Arc) presented in the Strategic Plan. During detailed discussion, Governors challenged whether the Arc's geographical spread is sufficiently expansive and if opportunities for thematic focus exist. Members noted the following information:
 - The Arc does not have a boundary, and it is not exclusionary. Geographically it represents the University's sphere of influence, which grew organically and will now be developed strategically. An improved pictorial representation of the Arc will be presented in the final draft of the Strategic Plan.
 - ***[Exempt from publication – commercial interests]***

The discussion concluded with an action to consider the Board's feedback concerning the Edge Hill Arc, its thematic focus and wider thematic positioning of the University at national level.

Action: Vice-Chancellor

- The final version of the Strategic Plan will be presented for approval in January. The targets in the draft are holding figures and benchmarked figures will be presented in the final draft. The targets will not be published to the public domain.

[Exempt from publication – commercial interests]

- The Strategic Plan will be implemented through supporting plans, which will be shared with the Board for information. The supporting plans will be tied to the University's budget and, accordingly, reviewed on an annual basis.
- Governors raised a number of points of detail, including:
 - Whether the language used under Pillar Two: "Your education, your way" could be open to misinterpretation by students and applicants.
 - Whether point 11 of Strategic Plan could be expanded to also reference a commitment to knowledge exchange.

Governors were invited to submit further points of detail on the draft Strategic Plan to the Vice-Chancellor by 24 November.

Action: Governors

- Agreed:*
- i) To receive the draft Strategic Plan 2026-31.
 - ii) **To approve the proposed Integrated Strategic Framework template, noting that refinements may arise from the agreed action to model key risk topics.**

BG.25.035 Board Assurance Framework Summary Report

Received: Document BG/021/25

Reported: The Chief Operating Officer (COO) introduced the Board Assurance Framework (BAF) Summary Report. She noted that it was same version which had been discussed in detail by the ARC in October.

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

- Governors queried the risk score applied to Cyber threats, in view of the wider context (including the growing risk of social engineering threats) and the scale of the investment that the University is going to make into its IT systems. The Executive agreed to revisit the score.

Action: Chief Operating Officer

Agreed: To receive the Board Assurance Framework Summary Report.

BG.25.036 Student Records System (SRS) Project: Investment Proposal

Received: Document BG/022/25

Reported: The Director of Digital Transformation presented the proposal. He confirmed that there was nothing further to add to the circulated paper.

[Exempt from publication – commercial interests]

BG.25.037 Professional Services Review: Update

Received: Document BG/023/25

Reported: The COO presented the update. She highlighted that the refined approach to the Professional Services Review (PSR) was informed by the Board's feedback at the September strategy day.

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

- The project will be a major contributor to the University's overarching Business Optimisation Strategy. The PSR's aims include balancing the University's Professional Services to strengthen institutional performance and underpin successful delivery of the Strategic Plan 2026-31.
- Governors welcomed the introduction of the Pulse Survey Programme which will track on a quarterly basis staff engagement, morale and leadership confidence. The first Survey will go live in December, with outcomes reported to the Board in January.

Action: Director of People & Culture

- The Executive team is sufficiently resourced for the purpose of implementing the next phase of the PSR.
- The Finance Committee will receive regular updates regarding forecast savings and costs associated with the PSR as well as the benefits realised.

Agreed: *i)* To receive assurance from the strengthened governance and engagement arrangements
ii) **To endorse the next phase of delivery of the Professional Services Review.**

BG.25.038 Auditor's Letter of Representation

Received: Document BG/026/25

Reported: The COO 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 2025. She noted that the letter

follows a standard format and had been recommended for signature at a joint meeting of the ARC and Finance Committee in October.

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

The Board commended the Finance team for achieving a third consecutive audit with no corrected or uncorrected errors.

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

Action: Chair and Vice-Chancellor

BG.25.039 Going Concern Statement

Received: Document BG/027/25

Reported: The COO 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 and the Finance Committee at their joint meeting on 20 October. Confirmation was provided that no issues had been identified from an audit perspective.

Agreed: To endorse the Going Concern Statement.

BG.25.040 Report and Financial Statements for the Year ended 31 July 2025

Received: Document BG/028/25

Reported: The COO and the Director of Finance introduced the item, noting that the statements had been discussed in detail at the joint meeting of the ARC and Finance Committee. The Statements were recommended to the Board as presented.

Discussed: Prior to signature and submission, minor typographical errors in the Report and Financial Statements will be corrected and references which state that the Access and Participation Plan is a new initiative will be removed.

Action: Director of Finance

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

Action: Chair / Vice-Chancellor

BG.25.041 Finance: Management Information

Received: Document BG/030/25

Reported: The Director of Finance presented the report, which provides an update on forecast year end performance and contains the October Management Accounts detailing overall performance to date.

Discussed: The Board expressed satisfaction with the report and noted that the Finance Committee will receive and discuss the full 2025/26 Q1 reforecast and financial performance review at its November meeting.

Agreed: To receive the Management Information.

BG.25.042 OfS Prevent Monitoring Report 2025

Received: Document BG/029/25

Reported: The Director of Student Services 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:

- Governors were assured by the detail presented in the report. They welcomed the decision to expand oversight through the inclusion of safeguarding and mental health monitoring arrangements and data.
- While the University does not yet have a centralised case management system, robust recording tools are in place which facilitate sharing of appropriate information with the relevant

bodies. Establishing a central system to improve consistency and oversight across departments is a key priority for 2025/26.

- The Chair noted the excellent work of the Student Services team and, with the Board's endorsement, asked the Director of Student Services to express the Board's thanks to the whole team.

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

Action: Director of Student Services

SECTION B ITEMS

BG.25.043 Update from Committee Chairs

.01 Governance and Nominations Committee (17 November 2025)

Reported: The Chair of the Governance and Nominations Committee provided a comprehensive summary of the meeting held on 17 November.

- He thanked all Governors for their dedication, commitment and contribution to the University's governance. The annual attendance report showed that the overall Governor attendance level is c.88%. GNC observed that the attendance report does not represent the full contribution made by Governors and has commissioned a review of the format to ensure that additional responsibilities are captured effectively.
- Work on the Governor Apprentice Scheme is advancing. The University has applied for host organisation status to run the Scheme on a pilot basis.
- The Chair thanked the Governors who provided input to the Committee of University Chairs' consultation to review the Higher Education Code of Governance. The GNC approved the content for submission to the consultation.
- The GNC approved its Terms of Reference and Schedule of Business for 2025/26.
- Discussion took place regarding possible separation of the Pro-Chancellor and Chair of the Board of Governor roles. A structured review will be undertaken of the Pro-Chancellor role, its purpose, scope and relationship to the Chair.

The Chair highlighted the following changes to Board and Committee membership which had been discussed by the GNC:

- Antony Lockley has concluded his first term as an Independent Governor and wishes to explore other opportunities. Noting that the Board is currently in a period of transition, Antony has agreed to remain on the Board until Easter to provide continuity and stability as new Governors undertake their induction meetings. He will step down as Chair of the Remuneration Committee.
- Following Mike Tate's resignation, Gayle Wells has agreed to Chair the ARC on an interim basis. To appoint a new ARC Chair with the specialist skill set and experience required for the role, the GNC will conduct an external recruitment exercise whilst welcoming expressions of interest from existing Members.
- Owing to Christine Donnelly's departure, the process to appoint a new Vice Chair of the Board will be initiated. It will follow the model used to appoint the new Chair.
- The process to elect the Staff and Academic Board Nominee Board Members will be initiated during December by the Secretariat.

Agreed: To receive the Committee Chair's Update

BG.25.044 Audit & Risk Committee Report for the Year Ended 31 July 2025

Received: Document BG/024/25

Reported: On behalf of the ARC, Jo Nettleton confirmed that there were no concerns to highlight to the Board and there was no additional information to add to the circulated paper.

Discussed: Members expressed satisfaction with the report.

Agreed: To receive assurance from the Audit & Risk Committee Annual Report.

BG.25.045 Remuneration Committee Annual Report

Received: Document BG/025/25

Reported: The Chair of the Remuneration Committee introduced the report. He informed Governors that the non-consolidated bonus scheme for management staff referenced in the report was not operated by the University during 2024/25. This decision was informed by the University's financial position and made in agreement with the Vice-Chancellor.

Discussed: Members expressed satisfaction with the report.

Agreed: To receive assurance from the Remuneration Committee Annual Report.

BG.25.046 EHU Enterprises: Rental Agreements

Received: Document BG/031/25

Reported: The Director of Finance 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.25.047 Any other business

None.

SECTION C ITEMS

The following items were received for information:

BG.25.048 Date and time of next meeting

The next meeting is scheduled for 19 January 2026 at 5:30pm. A pre-meeting for Governors will take place at 5:00pm

BG.25.049 Use of the University Seal (*Document BG/032/25*)